AMERICAN PRINCIPLE BANK
4051 Broad Street
Suite 140
San Luis Obispo, California 93401
(805) 547-2800
www.americanprinciplebank.com

April 9, 2010

Fellow Shareholder:

Please accept this invitation to attend our 2010 Annual Meeting of Shareholders ("Annual Meeting"). The Annual Meeting will be held Tuesday, May 25, 2010 at 6:30 p.m. Pacific Time in the Garden Room at the Madonna Inn, 100 Madonna Road, San Luis Obispo, California 93405. If you were a shareholder of record of American Principle Bank ("Bank") at the close of business on March 31, 2010, you may attend and vote at the Annual Meeting.

Our agenda will consist of the election of nine directors, the approval of the amendment to Article One of the Bank's Articles of Incorporation to change the name of the Bank to "American Perspective Bank," ratification of the appointment of Perry-Smith LLP as the Bank's independent accountants for 2010, and such other business as may properly come before the Annual Meeting. We will also take this opportunity to provide you with a report on our 2009 performance and to answer any questions you might have about the Bank.

Enclosed please find the Notice of the Annual Meeting, a Proxy, a Proxy Statement, our 2009 Annual Report, and a return envelope for the Proxy.

We encourage you to attend the Annual Meeting. Whether or not you are able to attend, please complete, date, sign, and return promptly the enclosed Proxy to ensure that your shares will be represented at the Annual Meeting. Voting in advance will not prevent you from attending the Annual Meeting. The Proxy Statement explains how you may vote your shares at the Annual Meeting if you choose to do so.

Please accept our thanks for your continued support and confidence in American Principle Bank. We look forward to seeing you at the Annual Meeting.

Sincerely,

Eric J. Schwefler	Thomas J. Beene
Chairman Of The Board	*President*
	Chief Executive Officer

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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To Be Held On May 25, 2010

April 9, 2010

To Our Shareholders:

Notice is hereby given that we will hold the 2010 Annual Meeting of Shareholders of American Principle Bank ("Bank") on Tuesday, May 25, 2010 at 6:30 p.m. Pacific Time in the Garden Room at the Madonna Inn, 100 Madonna Road, San Luis Obispo, California 93405, to consider and vote upon the following items of business:

1. The election of nine (9) persons to the Board of Directors: Mark R. Andino, David R. Booker, Michael D. Bouquet, Thomas J. Madden III, Clinton R. Pearce, Eric J. Schwefler, John M. Spencer, Paul S. Viborg, and Christopher L. Will to serve until the 2011 Annual Meeting of Shareholders and until their successors are duly elected and qualified.

2. To approve the amendment to Article One of the Bank's Articles of Incorporation to change the name of the Bank to "American Perspective Bank."

3. To ratify the appointment of Perry-Smith LLP as the Bank's independent accountants for 2010.

4. Such other business as may properly come before the Annual Meeting, or any adjournment or postponement thereof.

Shareholders who owned shares of the Bank's Common Stock at the close of business on March 31, 2010 are entitled to attend and vote at the Annual Meeting. This Notice, the Proxy Statement, and a Proxy are being distributed on or about April 9, 2010.

Regardless of whether you plan to attend the Annual Meeting in person, we urge you to vote "AUTHORITY GIVEN" for all nominees and "FOR" proposals 2 and 3 as soon as possible.

Section 2.14 of the Bank's Bylaws provides for the nomination of directors in the following manner:

> "2.14 NOMINATION OF DIRECTORS
>
> Nominations for election of members of the Board of Directors may be made by the Board of Directors or by any shareholder of any outstanding class of capital stock of the corporation entitled to vote for the election of directors. Notice of intention to make any nominations (other than for persons named in the notice of the meeting at which such nomination is to be made) shall be made in writing and shall be delivered to the President of the corporation not less than sixty (60) nor more than ninety (90) days prior to the date of the meeting of shareholders called for the election of directors; provided, however, that

if the date of the meeting is first publicly announced or disclosed (in a public filing or otherwise) less than seventy (70) days prior to the date of the meeting, such advance notice shall be given not more than seven (7) days after such date is first so announced or disclosed. Such notification shall contain the following information to the extent known to the notifying shareholder: (a) the name and address of each proposed nominee; (b) the principal occupation of each proposed nominee; (c) the number of shares of capital stock of the corporation owned by each proposed nominee; (d) the name and residence address of the notifying shareholder; (e) the number of shares of capital stock of the corporation owned by the notifying shareholder; (f) with the written consent of the proposed nominee, a copy of which shall be furnished with the notification, whether the proposed nominee has ever been convicted of or pleaded nolo contendere to any criminal offense involving dishonesty or breach of trust, filed a petition in bankruptcy, or been adjudged bankrupt. The notice shall be signed by the nominating shareholder and by the nominee. Nominations not made in accordance herewith shall be disregarded by the chairman of the meeting, and upon his instructions, the inspectors of election shall disregard all votes cast for each such nominee. The restrictions set forth in this paragraph shall not apply to nomination of a person to replace a proposed nominee who has died or otherwise become incapacitated to serve as a director between the last day for giving notice hereunder and the date of election of directors if the procedure called for in this paragraph was followed with respect to the nomination of the proposed nominee."

ANNUAL DISCLOSURE

The Bank's 2009 Annual Report to Shareholders is enclosed herewith. In addition, in compliance with regulations adopted by the Federal Deposit Insurance Corporation, American Principle Bank has prepared an Annual Disclosure Statement containing additional information regarding the financial condition of the Bank. Shareholders may request free copies of our Annual Disclosure Statement as well as additional financial materials about the Bank (Annual Reports, quarterly earnings releases, and the Proxy Statement) by written request to: American Principle Bank, 4051 Broad Street, Suite 140, San Luis Obispo, CA 93401, Attention: Corporate Secretary, or by telephone: (805) 547-2800. The majority of our financial materials are also available on our Internet site: www.americanprinciplebank.com, at no charge.

By Order Of The Board Of Directors,

Laura J. Phillips

Laura J. Phillips
Corporate Secretary

Whether or not you expect to be present at the Annual Meeting, please fill in, date, sign, and promptly return the enclosed Proxy in the enclosed business reply envelope, which requires no postage if mailed in the United States. The Proxy may be revoked at any time prior to exercise. If you are present at the Annual Meeting, you may, if you wish, revoke your Proxy at that time and exercise the right to vote your shares personally.

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(805) 547 – 2800
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PROXY STATEMENT
ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD MAY 25, 2010

INTRODUCTION

This Proxy Statement is being furnished to shareholders in connection with the solicitation of proxies for use at the 2010 Annual Meeting of Shareholders ("Annual Meeting") of American Principle Bank ("we," "our," or "Bank") to be held on Tuesday, May 25, 2010 at 6:30 p.m. Pacific Time in the Garden Room at the Madonna Inn, 100 Madonna Road, San Luis Obispo, California 93405, and at any and all adjournments or postponements thereof.

It is anticipated that this Proxy Statement and the accompanying Notice will be mailed on or about April 9, 2010, to shareholders of record as of March 31, 2010.

At the Annual Meeting, the shareholders will be asked to elect directors for the ensuing year, to approve the amendment to Article One of the Bank's Articles of Incorporation to change the name of the Bank to "American Perspective Bank," to ratify the appointment of Perry-Smith LLP as the Bank's independent accountants for 2010, and to transact such other business as may properly come before the Annual Meeting and any adjournment or postponement thereof.

QUESTIONS AND ANSWERS ABOUT PROXY MATERIALS AND THE ANNUAL MEETING

Question: WHY AM I RECEIVING THESE MATERIALS?

Answer: The Board of Directors of American Principle Bank is providing this Proxy Statement to you in connection with the Bank's 2010 Annual Meeting of Shareholders. As a shareholder, you are invited to attend the Annual Meeting and are entitled to vote on the proposals described in this Proxy Statement.

Question: WHO IS ENTITLED TO VOTE?

Answer: Shareholders who own our no par value common stock ("Common Stock") as of the close of business on March 31, 2010 ("Record Date") may vote at the Annual Meeting. There were 4,300,513 shares of our Common Stock outstanding on the Record Date.

Question: HOW MANY VOTES AM I ENTITLED TO?

Answer: Shareholders are entitled to one vote per share held as of the Record Date with respect to each matter brought before the shareholders at the Annual Meeting, except that with respect to the election of directors, shareholders are entitled to cumulate their votes. Cumulative voting is explained in more detail in the section below entitled "VOTING SECURITIES."

Question: WHAT IS THE DIFFERENCE BETWEEN HOLDING SHARES AS A SHAREHOLDER OF RECORD AND BEING A BENEFICIAL OWNER?

Answer: Many shareholders hold the Bank's shares through a stockbroker, bank, or other nominee; rather than directly in their own name. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

Shareholder of Record – If your shares are registered directly in your name with the Bank's transfer agent (Registrar and Transfer Company), you are considered, with respect to those shares, the *shareholder of record*, and this Proxy Statement and the accompanying Notice are being sent to you by the Bank. As the *shareholder of record*, you have the right to vote by Proxy or to vote in person at the Annual Meeting. The Bank has also enclosed a Proxy for you to use.

Beneficial Owner – If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the *beneficial owner* of shares held in street name, and the Proxy Statement and Notice are being forwarded to you by your broker, bank, or nominee which is considered, with respect to those shares, the *shareholder of record*. As the *beneficial owner,* you have the right to direct your broker, bank, or nominee how to vote and are also invited to attend the Annual Meeting. If you wish to vote these shares at the Annual Meeting, you must contact your broker, bank, or nominee for instructions as to how to do so. Your broker, bank, or nominee has enclosed a voting instruction card for you to use in directing the broker, bank, or nominee how to vote your shares on your behalf.

Question: WHAT IS THE PROXY?

Answer: The Proxy enables you to appoint Thomas J. Madden III, Clinton R. Pearce, and Christopher L. Will (the "Proxy Committee") as your representatives at the Annual Meeting. By completing and returning the Proxy, you are authorizing them to vote your shares at the Annual Meeting as you instructed on your Proxy. By doing so, your shares will be voted whether or not you attend the Annual Meeting. Even if you plan to attend the Annual Meeting, it is a good idea to complete and return your Proxy before the Annual Meeting date just in case your plans change. If a proposal comes up for vote at the Annual Meeting that is not on the Proxy, the Proxy Committee will vote your shares, under your Proxy, in accordance with the recommendation of the Board of Directors.

Question: WHAT AM I VOTING ON?

Answer: You are voting on:

1. The election of nine (9) persons to the Board of Directors: Mark R. Andino, David R. Booker, Michael D. Bouquet, Thomas J. Madden III, Clinton R. Pearce, Eric J. Schwefler, John M. Spencer, Paul S. Viborg, and Christopher L. Will.

2. To approve the amendment to Article One of the Bank's Articles of Incorporation to change the name of the Bank to "American Perspective Bank."

3. To ratify the appointment of Perry-Smith LLP as the Bank's independent accountants for 2010.

Please see the section entitled "PROPOSALS TO BE VOTED UPON" for more information.

Question: HOW DO I VOTE?

Answer: You may vote by mail. Mark your choices on the enclosed Proxy and sign, date, and return it in the enclosed pre-addressed, postage pre-paid envelope. If you sign your Proxy but do not make any selections, your shares will be voted:

- "AUTHORITY GIVEN" for the nine (9) named nominees for director.
- "FOR" the approval of the amendment to Article One of the Bank's Articles of Incorporation to change the name of the Bank to "American Perspective Bank."
- "FOR" the ratification of the appointment of Perry-Smith LLP as the Bank's independent accountants for 2010.

You may vote in person at the Annual Meeting. We will distribute written ballots to anyone who wants to vote in person at the Annual Meeting. However, if your shares are held in street name and you are a beneficial owner of the Bank's shares, you must request a Proxy from your broker, bank, or nominee in order to vote in person at the Annual Meeting. Holding shares in "street name" means you hold them in an account at a brokerage firm. We will ask you to provide documentation to validate your identity if you wish to vote in person at the Annual Meeting.

Question: WHAT DOES IT MEAN IF I RECEIVE MORE THAN ONE PROXY?

Answer: Your shares are probably registered differently or are in more than one account. Vote all Proxies to ensure that all your shares are voted. Unless you need multiple accounts for specific purposes, we recommend that you consolidate as many of your accounts as possible under the same name and address. If you need assistance with this matter and the shares are registered in your name, contact our transfer agent, Mr. Kenneth Reinhardt, the Bank's representative at Registrar and Transfer Company (800 866-1340 Extension 2673); otherwise, contact your brokerage firm.

Question: HOW DO I REVOKE MY PROXY?

Answer: You may revoke your Proxy and change your vote at any time before the polls close at the Annual Meeting. You may do this by: (i) signing another Proxy with a later date and delivering the new Proxy to the Bank; or (ii) voting in person at the Annual Meeting.

Question: WILL MY SHARES BE VOTED IF I DO NOT RETURN MY PROXY?

Answer: If your shares are held in your name, they will not be voted at the Annual Meeting unless you either complete and submit a Proxy, or attend the Annual Meeting and vote in person.

If your shares are held in street name, there are specific rules that define when the brokerage firm can vote your shares without your instruction. Your brokerage firm will be entitled to vote your shares "FOR" Proposal 3 ratifying the appointment of Perry-Smith LLP as the Bank's independent accountants for 2010, but they will not be entitled to vote your shares with respect to the election of directors or with respect to the proposal to change the Bank's name. Proxies returned by brokerage firms that have been voted only with respect to Proposal 3 will be treated as "broker non-votes" with respect to Proposals 1 and 2.

Question: HOW MANY SHARES MUST BE PRESENT TO HOLD THE ANNUAL MEETING?

Answer: To hold the Annual Meeting and conduct business, a majority of our shares outstanding as of March 31, 2010 must be present in person or by proxy at the Annual Meeting. This is called a quorum. Abstentions will be counted for purposes of satisfying the quorum requirement. If there are not sufficient shares present in person or by proxy to establish a quorum at the Annual Meeting, the Annual Meeting may be adjourned to permit the further solicitation of proxies.

Question: HOW MANY VOTES MUST THE NOMINEES HAVE TO BE ELECTED AS DIRECTORS?

Answer: The nine (9) nominees receiving the highest number of "AUTHORITY GIVEN" votes will be elected as directors. This number is called a plurality.

Question: HOW MANY VOTES MUST THE APPROVAL OF THE AMENDMENT TO ARTICLE ONE OF THE BANK'S ARTICLES OF INCORPORATION TO CHANGE THE NAME OF THE BANK TO "AMERICAN PERSPECTIVE BANK" RECEIVE IN ORDER TO BE APPROVED?

Answer: The approval of the amendment to Article One of the Bank's Articles of Incorporation to change the name of the Bank to "American Perspective Bank" must receive a majority of the votes cast. Broker non-votes or proxies marked "ABSTAIN" will have the same effect as a vote against the proposal.

Question: HOW MANY VOTES MUST THE RATIFICATION OF THE APPOINTMENT OF PERRY-SMITH LLP AS THE BANK'S INDEPENDENT ACCOUNTANTS FOR 2010 RECEIVE IN ORDER TO BE APPROVED?

Answer: The ratification of the appointment of Perry-Smith LLP as the Bank's independent accountants for 2010 must receive a majority of the votes cast. Broker non-votes or proxies marked "ABSTAIN" will have the same effect as a vote against the proposal.

Question: WHAT HAPPENS IF A NOMINEE IS UNABLE TO STAND FOR ELECTION?

Answer: The Board of Directors may reduce the number of directors or select a substitute nominee. In the latter case, if you have completed and returned your Proxy, Messrs. Madden, Pearce, and Will, constituting the Proxy Committee, will be entitled to vote your shares for the substitute nominee.

Question: HOW ARE VOTES COUNTED?

Answer: On the proposal to elect directors, you may vote "AUTORITY GIVEN" for all nominees (except as marked to withhold your vote for any individual nominee(s)), or "AUTHORITY WITHHELD" to withhold your vote from all nominees. With respect to the election of directors, you are also entitled to vote cumulatively if you attend the Annual Meeting and vote in person.

On the proposal to approve the amendment to Article One of the Bank's Articles of Incorporation to change the name of the Bank to "American Perspective Bank," you may vote "FOR," "AGAINST," or "ABSTAIN." On the proposal to ratify the appointment of Perry-Smith LLP as the Bank's independent accountants for 2010, you may vote "FOR," "AGAINST," or "ABSTAIN."

If you give your Proxy without voting instructions, your shares will be counted as being voted "AUTHORITY GIVEN" for each nominee for director, "FOR" the approval of the amendment to Article One of the Bank's Articles of Incorporation to change the name of the Bank to "American Perspective Bank," and "FOR" the ratification of the appointment of Perry-Smith LLP as the Bank's independent accountants for 2010. Voting results are tabulated and certified by the Inspector of Election at the Annual Meeting.

Question: IS MY VOTE CONFIDENTIAL?

Answer: In general, Proxies, written ballots, and voting tabulations that identify shareholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed either within the Bank or to third parties except: (i) as may be necessary to meet legal requirements; (ii) to allow for the tabulation of votes and the certification of the voting; and (iii) to facilitate a successful Proxy solicitation by the Bank's Board of Directors.

Question: WHERE DO I FIND THE VOTING RESULTS OF THE MEETING?

Answer: We will announce the voting results at the Annual Meeting. You may obtain a copy of the voting results by calling our Corporate Secretary at (805) 547-2800 after the Annual Meeting. You can also obtain a copy of these results on the Internet through the Bank's website at www.americanprinciplebank.com. The results of the voting will also be contained in the minutes of the Annual Meeting, which will be available at the Bank for review by shareholders.

VOTING SECURITIES

There were issued and outstanding 4,300,513 shares of the Common Stock on the Record Date for the purpose of determining the shareholders entitled to notice of and to vote at the Annual Meeting. Each holder of the Common Stock will be entitled to one vote, in person or by Proxy, for each share of Common Stock standing in his or her name on the books of the Bank as of the Record Date for the Annual Meeting on any matter submitted to the vote to shareholders, except that in connection with the election of directors, the shares are entitled to be voted cumulatively for one or more candidates if the candidate's or candidates' name(s) have been properly placed in nomination prior to the voting and a shareholder has given notice at the Annual Meeting, and prior to the voting, of his or her intention to vote his or her shares cumulatively. If a shareholder has given such notice, all shareholders may cumulate their votes for candidates in nomination. Cumulative voting entitles a shareholder to give one nominee as many votes as is equal to the number of directors to be elected multiplied by the number of shares owned by such shareholder, or to distribute his or her votes on the same principle between two or more nominees as he or she deems appropriate. If cumulative voting is declared at the Annual Meeting, votes represented by Proxies delivered pursuant to this Proxy Statement may be cumulated at the discretion of the Proxy Committee, in accordance with the recommendation of the Board of Directors. The nine (9) candidates receiving the highest number of votes will be elected.

BENEFICIAL OWNERSHIP TABLE

The table on the following page sets forth certain information as of March 31, 2010 concerning the beneficial ownership of the Bank's outstanding Common Stock held: (i) by each of the Bank's directors and executive officers(1); (ii) by all of the directors and executive officers of the Bank as a group; and (iii) by persons or entities known to the Bank as owning more than 5.00% of the Bank's Common Stock. Management is not aware of any arrangement which may, at a subsequent date, result in a change of control of the Bank. Other than those persons or entities listed below, we are not aware of any other person or entity who owns more than 5.00% of the Common Stock as of the Record Date.

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(1) As used throughout this Proxy Statement, the terms "officer" and "executive officer" mean the President and Chief Executive Officer; the Executive Vice President, Chief Financial Officer and Chief Operating Officer; the Executive Vice President and Chief Credit Officer; and the Executive Vice President and Director of Retail Banking. The Bank's Chairman of the Board, Secretary, and other Senior Vice Presidents and Vice Presidents are not considered to be executive officers of the Bank.

Name And Address Of Beneficial Owner[1]	Number Of Shares Owned[2]	Percent Of Outstanding Shares
DIRECTORS AND NOMINEES:		
Mark R. Andino	86,898	2.02%
David R. Booker	154,688	3.60%
Michael D. Bouquet[3]	64,500	1.50%
Thomas J. Madden III	62,020	1.44%
Clinton R. Pearce	54,000	1.26%
Eric J. Schwefler	56,500	1.31%
John M. Spencer	10,000	0.23%
Paul S. Viborg	10,000	0.23%
Christopher L. Will	54,000	1.26%
NON-DIRECTOR EXECUTIVE OFFICERS:		
Thomas J. Beene	1,000	0.02%
Mark A. Crawford	1,500	0.03%
Thomas R. Strait	1,000	0.02%
All Nominees And Executive Officers As A Group (12 Persons)	556,106	12.93%
PRINCIPAL SHAREHOLDERS:		
Starboard Fund for New Bancs, LP 200 W. Adams Street, Suite 1015 Chicago, IL 60606	250,000	5.81%

(1) The address of all nominees and executive officers is 4051 Broad Street, Suite 140, San Luis Obispo, CA 93401.

(2) Includes shares for which the named person:
- a. has sole voting and investment power; or
- b. has shared voting and investment power with his or her spouse or other family member or entity; and
- c. will own upon vesting within sixty (60) days of March 31, 2010 under the American Principle Bank 2007 Restricted Share Plan (of which there were none).

(3) Mr. Bouquet's total includes 50,000 shares held by TVJ Sons, LLC, a limited liability company in which he has a 33.33% ownership interest and effective control over voting; and 14,500 shares held in a family trust for which he is a joint trustee with his spouse and has voting power for the shares.

PROPOSALS TO BE VOTED UPON

1. ELECTION OF DIRECTORS

The persons named below will be nominated for election as directors to serve until the 2011 Annual Meeting of Shareholders and until their successors are elected and have qualified. Nominees for election as directors are:

Mark R. Andino	Thomas J. Madden III	John M. Spencer
David R. Booker	Clinton R. Pearce	Paul S. Viborg
Michael D. Bouquet	Eric J. Schwefler	Christopher L. Will

Each nominee is currently a director of the Bank. All of the nominees have consented to serve a new one-year term. If any nominee is unable to serve or declines to serve for any reason, it is intended that the Proxies will be voted for the election of such other person as may be designated by the present Board of Directors. We have no reason to believe that any of the persons named will be unable or unwilling to serve. **Unless otherwise indicated or authority to vote for the election of any nominee is withheld, it is intended that the shares represented by the enclosed Proxy, if executed and returned, will be voted "AUTHORITY GIVEN" for the election of the nominees proposed by the Board of Directors.**

None of the directors or executive officers of the Bank were selected pursuant to any arrangement or understanding, other than with the directors and executive officers of the Bank, acting within their capacities as such. There are no family relationships between the directors and the executive officers of the Bank. None of the directors or executive officers of the Bank serve as directors of any company which has a class of securities registered under, or which are subject to the periodic reporting requirements of, the Securities Exchange Act of 1934 or any investment company registered under the Investment Company Act of 1940.

The Board of Directors recommends a vote "AUTHORITY GIVEN" for these nine (9) nominees for director.

2. APPROVAL OF THE AMENDMENT TO ARTICLE ONE OF THE BANK'S ARTICLES OF INCORPORATION TO CHANGE THE NAME OF THE BANK TO "AMERICAN PERSPECTIVE BANK"

During 2008, the Bank was presented with a complaint alleging trademark infringement associated with the name of the Bank. On January 20, 2010, the Bank reached a settlement with the plaintiff regarding this complaint. Under the terms of the settlement, the Bank agreed to change its name within a suitable time period in exchange for the plaintiff and the Bank's general liability insurance carrier agreeing to defray a significant portion of the costs associated with the name change. The Bank has reserved the successor name, "American Perspective Bank," with the applicable government agencies. The Bank has also received approval from the Federal Deposit Insurance Corporation and the California State Department of Financial Institutions to change its name to American Perspective Bank.

The name "American Perspective Bank" was chosen because of its consistency with the Bank's existing name, congruity with the mission and vision of the Bank, availability for registration, and in light of our clients' generally referring to the Bank as "APB." In the event the shareholders do not approve the proposed amendment to the Bank's Articles of Incorporation, the Bank will then have to submit a new proposal to the shareholders for approval, presumably at a Special Meeting of shareholders, and at incremental cost to the Bank, in order to comply with the settlement agreement.

Article One of the Bank's Articles of Incorporation currently reads as follows:

ARTICLE ONE. NAME: The name of this Corporation is:

American Principle Bank

This proposal encompasses modifying Article One of the Bank's Articles of Incorporation to read as follows:

ARTICLE ONE. NAME: The name of this Corporation is:

American Perspective Bank

Unless marked to the contrary, the shares represented by the enclosed Proxy will be voted "FOR" the approval of the amendment to Article One of the Bank's Articles of Incorporation to change the name of the Bank to "American Perspective Bank."

The Board of Directors recommends a vote "FOR" the approval of the amendment to Article One of the Bank's Articles of Incorporation to change the name of the Bank to "American Perspective Bank."

3. RATIFICATION OF THE APPOINTMENT OF PERRY-SMITH LLP AS THE BANK'S INDEPENDENT ACCOUNTANTS FOR 2010

The firm of Perry-Smith, LLP has served as the Bank's independent accountants since the Bank's opening for business on October 15, 2007. The Bank's Audit and Compliance Committee appoints our independent accountants, and has appointed Perry-Smith LLP as our independent accountants for the year ending December 31, 2010.

Action by the shareholders is not required by law in regards to the appointment of independent accountants, but their appointment is submitted by the Audit and Compliance Committee and the Board of Directors in order to give the shareholders an opportunity to present their views. If the proposal is approved, the Audit and Compliance Committee, in its discretion, may direct the appointment of different independent accountants at any time during the year if it determines that such a change would be in the best interests of the Bank and its shareholders. If the proposal to ratify the appointment of Perry-Smith LLP as the Bank's independent accountants is rejected by the shareholders, then the Audit and Compliance Committee will reconsider its choice of independent accountants.

Accounting services performed by Perry-Smith, LLP for the year ended December 31, 2009 solely consisted of attestation audit services. The Bank has never retained nor paid Perry-Smith LLP for any other type of service (e.g. tax services or consulting). A representative of Perry-Smith, LLP will be present at the Annual Meeting and will have the opportunity to make a statement and to answer questions.

Unless marked to the contrary, the shares represented by the enclosed Proxy will be voted "FOR" the ratification of the appointment of Perry-Smith, LLP as the Bank's independent accountants for 2010.

The Board of Directors recommends a vote "FOR" the ratification of the appointment of Perry-Smith LLP as the Bank's independent accountants for 2010.

THE BOARD OF DIRECTORS

The following paragraphs provide the names, ages as of the Record Date, commencement dates as a director, and biographical information for each of the directors, all of whom are standing for re-election.

MARK R. ANDINO
Director since 2007

Mr. Andino, age 50, is the Chief Financial Officer and Chief Operating Officer of the Bank. He is a founding officer and director of the Bank. Mr. Andino has 26 years of experience in the financial services industry, including over 14 years of experience as a chief financial officer of five California financial institutions. Two of these institutions were SEC registrants. From August 2005 to November 2006, Mr. Andino served as Executive Vice President, Chief Administrative Officer of Rabobank, N.A. From January 2004 to August 2005, he served as the Executive Vice President, Chief Financial Officer of First Bank of San Luis Obispo and its holding company, First Bancshares, Inc. From 1999 to 2003, Mr. Andino served as Senior Vice President, Chief Financial Officer, and Treasurer of Monterey Bay Bancorp and its subsidiary, Monterey Bay Bank. His background also includes a range of strategic initiatives, from portfolio restructuring to two initial public offerings to the purchase and sale of multiple publicly traded companies. Mr. Andino serves on the Asset / Liability Management Committee (as Chairman) and the Information Technology Steering Committee.

DAVID R. BOOKER
Director since 2007

Mr. Booker, age 64, is a retired CPA and bank executive. He is a founding officer and director of the Bank and served as the Bank's President and Chief Executive Officer from its opening in October 2007 until May 2009, and as its Senior Executive Vice President of Business Development and Retention from May 2009 until January 1, 2010, when he retired as an officer of the Bank. Mr. Booker is a veteran banker with over 29 years of industry experience and has 27 years of director experience, having served as a founding director of First Bank of San Luis Obispo from its inception in 1980 and as its Chief Executive Officer from 1996 until it was sold in 2005. From 2005 to 2006, Mr. Booker was employed as a Senior Vice President of Pacific Capital Bank. Mr. Booker is Chairman of the Housing Authority of the City of San Luis Obispo and member of the California Society of CPAs. He also serves as a board member of the Rhett Bell Foundation, the Partnership for the Children, La Clinica De La Tolosa, and Festival Mozaic. Mr. Booker also serves on the investment committee of the San Luis Obispo County Community Foundation. Mr. Booker serves on the Asset / Liability Management Committee and the CRA Committee (as Chairman).

MICHAEL D. BOUQUET
Director since 2007

Mr. Bouquet, age 46, is a CPA (current status is inactive), and a Partner and General Manager of Toyota of Santa Maria (since 1995) and Honda of Santa Maria (since 2007). He is currently President of the Crossroads Auto Center Association and Treasurer of the Gold Coast Toyota Dealer's Advertising Association. Mr. Bouquet is a past Chairman of the board of directors of the Santa Maria Valley Chamber of Commerce, and past Chairman of the board of directors of St. Joseph High School President's Advisory Board and Endowment Committee. Mr. Bouquet has been a member of the Santa Maria Boys and Girls Club and the local YMCA. Mr. Bouquet serves on the Audit and Compliance Committee (as Vice Chairman), Compensation and Benefits Committee (as Chairman), Director Loan Committee, and Executive Committee (as Vice Chairman).

THOMAS J. MADDEN III
Director since 2007

Mr. Madden, age 50, has been an attorney and Partner at Adamski, Moroski, Madden & Green, LLP since 2002, where he has a general business, real property, and transactional practice emphasizing the areas of land use, transactions involving the sale of real property, vineyard and winery development, and the formation, governance, and sale of businesses. Mr. Madden has experience serving on the board of directors of a prior financial institution. Mr. Madden provides legal services on a pro bono basis to the Paso Robles Wine Country Alliance, was co-chair of the 2005 and 2006 Paso Robles Wine Festivals, and is a long serving member of the Paso Robles Wine Festival Steering Committee. He served as a director on the Cuesta College Foundation Board (1995-1999) and as a director of the Economic Vitality Corporation of San Luis Obispo County (1999-2001). He serves as an advisory director and is a past President of the Boys and Girls Club of North San Luis Obispo County. Mr. Madden was a founding director of the Children's Museum at the Paso Robles Volunteer Firehouse and is an advisory director of the Heidrick Ag History Center in Woodland, California. He also serves as a director of the Paso Robles Pioneer Day Committee. He is a member of the California State Bar and the Bar Association of San Luis Obispo County. Mr. Madden serves on the Asset / Liability Management Committee, Compensation and Benefits Committee, Executive Committee, Nominating Committee (as Vice Chairman), and Director Loan Committee (as Chairman).

CLINTON R. PEARCE
Director since 2007

Mr. Pearce, age 42, has been Vice President – Real Estate Manager of Madonna Enterprises, LLC, headquartered in San Luis Obispo, California, since 2004 and was Project Manager for Madonna Construction from 2002 until 2004. Madonna Enterprises LLC is an umbrella management company that oversees the various entities and assets of the Madonna family business. The Madonna family is well known throughout the Central Coast of California, in large part due to the landmark Madonna Inn located adjacent to Highway 101 in San Luis Obispo. Mr. Pearce's duties include managing the financial and operating performance of nine separate businesses. In particular, Mr. Pearce is involved in the family's real estate development projects, including the construction and management of retail centers. Mr. Pearce is involved in local community organizations. He is currently a member of the board of directors for the Big Brothers / Big Sisters of San Luis Obispo County (former President), and Treasurer for the San Luis Obispo Chamber of Commerce. Mr. Pearce is also the Treasurer of the California High School Rodeo Association, District 7. Mr. Pearce serves on the Nominating Committee (as Chairman), Director Loan Committee (as Vice Chairman), Executive Committee, CRA Committee, and Information Technology Steering Committee.

ERIC J. SCHWEFLER
Director since 2007

Mr. Schwefler, age 41, is Chairman of the Board. Mr. Schwefler is a CPA and Partner in the accounting and consulting firm of Caliber Accounting & Tax, LLP. He has worked for the firm since its founding in 2008. From 1994 to 2008, Mr. Schwefler worked for the accounting and consulting firm of Barbich, Longcrier, Hooper, and King where he most recently held the position of Partner. His specific areas of expertise are in business taxation (domestic and international), business consulting, and financial accounting. Mr. Schwefler currently serves on the Economic Vitality Corporation of San Luis Obispo County's board of directors, on the board of directors (as Secretary and Treasurer) of the governing board of the Sierra Vista Regional Medical Center, and is a board member emeritus of Softec (The Central Coast Software and Technology Association). He is also a former board member of the Executive Association of San Luis Obispo board of directors, the San Luis Obispo Exchange Club, the Foundation for Community Design board of directors, the American Heart Association board of directors, and the Cal Poly Accounting Discipline advisory board. Mr. Schwefler is also a former member of the San Luis Obispo Chamber of Commerce Emerging Technologies and E-Commerce Committees, and the Santa Maria Valley Economic Development Association. Mr. Schwefler has experience serving on the board of directors of a prior financial institution. Mr. Schwefler serves on the Asset / Liability Management Committee, Audit and Compliance Committee, Executive Committee (as Chairman), and Information Technology Steering Committee.

JOHN M. SPENCER
Director since 2009

Mr. Spencer, age 54, is President and Chief Executive Officer of Spencer's Fresh Markets, a regional chain of five grocery stores located in Santa Maria, California and throughout San Luis Obispo County. He joined the Bank's Board of Directors in August of 2009. Mr. Spencer is a member of the Chambers of Commerce of the cities of Arroyo Grande, Morro Bay, Atascadero, and Grover Beach. He has been a volunteer for the Huasna Valley 4-H Club since 1996 and has served as a coach and referee for AYSO youth soccer since 1992. Mr. Spencer also supports many local schools through his business. Mr. Spencer serves on the Asset / Liability Management Committee, Audit and Compliance Committee, Executive Committee, and Director Loan Committee.

PAUL S. VIBORG
Director since 2010

Mr. Viborg, age 46, is President and Chief Executive Officer of Viborg Sand and Gravel, Inc. which is located in Paso Robles, California. Mr. Viborg joined the Bank's Board of Directors in February of 2010. Mr. Viborg currently serves as a director for the Paso Robles Mid State Fair Heritage Foundation and the Paso Robles Trail Riders. He also serves as Secretary for the Boy Scout Troop 60 board of directors and as Chairman of the North County Men's Club board of directors. Mr. Viborg is also a member of the Paso Robles Pioneer Day Committee and the San Luis County Builders Exchange. Mr. Viborg serves on the Asset / Liability Management Committee, CRA Committee, Executive Committee, Information Technology Steering Committee, and Director Loan Committee.

CHRISTOPHER L. WILL
Director since 2007

Mr. Will, age 46, is a Partner in the accounting and consulting firm of Caliber Accounting & Tax, LLP. He has worked for the firm since its founding in 2008. From 2000 to 2008, Mr. Will worked for the accounting and consulting firm of Barbich, Longcrier, Hooper, and King where he most recently held the position of Consulting Group Manager. Mr. Will specializes in providing controllership services to a variety of businesses including, but not limited to, general engineering and construction companies, wineries, manufacturers, professional service corporations, and high technology entities located on the Central Coast. As a native of Santa Maria, Mr. Will participates in local community affairs. Mr. Will serves on the Audit and Compliance Committee (as Chairman), Compensation and Benefits Committee (as Vice Chairman), CRA Committee (as Vice Chairman), and Nominating Committee.

NON-DIRECTOR EXECUTIVE OFFICERS

The following paragraphs provide the names, ages as of the Record Date, commencement dates as an officer, and biographical information for each of the Bank's executive officers that are not directors and included in the previous section.

THOMAS J. BEENE

Mr. Beene, age 60, is President and Chief Executive Officer of the Bank. He began working for the Bank in September 2009. Mr. Beene's past positions include thirteen years as the President and CEO of Visalia Community Bank. Earlier in his career, he was President and CEO of Bank One in Fresno (formerly California Valley Bank). Other previous senior banking positions include Executive Vice President, Chief Credit Officer, and Regional Senior Vice President. After graduating from California Polytechnic State University in San Luis Obispo, Mr. Beene began his banking career in 1972 at Bank of America and, while working, continued his education and received his graduate banking degree in 1986. Mr. Beene is a Director of the California Bankers Association and serves as the Association's Chairman of the Federal Government Relations Committee. Mr. Beene serves on the Asset / Liability Management Committee.

MARK A. CRAWFORD

Mr. Crawford, age 49, is the Chief Credit Officer of the Bank. He began working for the Bank in a consulting capacity in August 2009 and was hired permanently as Chief Credit Officer in December 2009. Mr. Crawford was most recently Senior Executive Vice President and Chief Risk Officer of Guaranty Financial Group, a Texas financial institution with over $10 billion in total assets. Earlier in his career, Mr. Crawford worked for the U.S. Treasury Department and the Federal Reserve Bank of Dallas in a variety of supervisory, policy, and training roles. He is a former member of the Financial Services Roundtable, a national organization which represents the financial industries in both political and regulatory matters. While serving on the Financial Services Roundtable, Mr. Crawford held the position of Trustee of the Cluff Fund, which sponsored research on banking and financial issues of interest to public policymakers and the general public. He is also a former member of the American Bankers Association's Enterprise Risk Management Workgroup. Mr. Crawford is a graduate of the Southwestern Graduate School of Banking at Southern Methodist University. Mr. Crawford serves on the Asset / Liability Management Committee and the CRA Committee.

THOMAS R. STRAIT

Mr. Strait, age 51, is Director of Retail Banking of the Bank. He began working for the Bank in October 2008. Mr. Strait has 26 years experience in the financial services industry. His background covers a range of responsibilities including: lending, operations, strategic planning, and marketing. From June 2007 to July 2008, Mr. Strait served as Executive Vice President, Managing Director with WJS Consulting, Dallas, a strategic and management consulting firm focused on the community and de novo bank markets. From September 2005 to June 2007, Mr. Strait served as Executive Vice President, Chief Operating Officer and Chief Credit Officer of Share Plus Federal Bank. From August 2004 to September 2005, Mr. Strait Served as Senior Vice President of the Financial Services Practice for Mosaic Sales Solutions. From October 1997 to April 2004, Mr. Strait served as Senior Vice President, Managing Director of Sales and Marketing for Guaranty Financial Services. Mr. Strait serves on the Asset / Liability Management Committee and the Information Technology Steering Committee (as Vice Chairman).

BOARD AND BOARD COMMITTEE MEETINGS

The Board of Directors held 12 (twelve) regular meetings and various Committee meetings during 2009. Each director attended at least 75% of all Board and Committee meetings on which he served. The table below provides the current membership for each of the Board Committees. In the table below: "C" indicates that the named individual is the Chairperson of the Committee; "V" indicates that the named individual is the Vice Chairman of the Committee; and "√" indicates that the named individual is a member of the Committee.

	Audit And Compliance	Compensation And Benefits	Community Reinvestment Act	Executive	Loan	Nominating	Asset / Liability Management	Information Technology Steering
Directors								
Mark R. Andino							C	√
David R. Booker			C				√	
Michael D. Bouquet	V	C		V	√			
Thomas J. Madden III		√		√	C	V	√	
Clinton R. Pearce			√	√	V	C		√
Eric J. Schwefler	√			C			√	√
John M. Spencer	√			√	√		√	
Paul S. Viborg			√	√	√		√	√
Christopher L. Will	C	V	V			√		
Non-Director Officers								
Thomas J. Beene							√	
Jason C. Castle(1)							V	
Mark A. Crawford			√				√	
Kenneth E. Long(2)								C
Thomas R. Strait							√	V

(1) Jason C. Castle is the Bank's Senior Vice President and Controller.
(2) Kenneth E. Long is the Bank's Senior Vice President and Chief Information Officer.

The table below describes the Board's Committees and their functions.

Committee Name	Functions Of The Committee	Number Of Meetings Held In 2009
Audit And Compliance Committee	Responsible for reviewing the adequacy of internal controls and the accuracy of financial reporting and tax returns. Responsible for monitoring the Bank's compliance with laws and regulations. Coordinates corporate governance topics for the full Board of Directors. Approves the annual internal audit plan and all Bank engagements for the independent accountants. Reviews reports by the internal auditors, the independent accountants, and various regulatory bodies. Reviews the operating policies and procedures of the Bank and administers its Code of Ethics and Standards of Personal Conduct Policy, including addressing any potential or actual conflicts of interest and providing for "whistleblower" access. All members are independent, non-employee directors.	9
Compensation And Benefits Committee	Responsible for review and approval of compensation and benefits philosophy, programs, plans, and policies. Ensures that compensation programs are competitive and compliant with applicable regulations. Reviews and approves salaries and incentive compensation for executive officers. Reviews recommendations for corporate titles. Reviews awards under equity based compensation plans. Responsible for establishing goals, evaluating performance, and generating recommendation of compensation for the Chief Executive Officer. All members are independent, non-employee directors.	9
Community Reinvestment Act ("CRA") Committee	This Committee oversees the Bank's policies and performance in support of the Community Reinvestment Act. Reviews all CRA regulatory examination and internal audit reports and ensures that any required changes are implemented. Reviews investment alternatives that support CRA goals. Ensures the Bank maintains a proactive approach to fostering community development in general, and the creation of affordable housing in particular.	3
Executive Committee	Responsible for taking action on behalf of the Board, including providing the Bank's executive management with a director-level resource, between regularly scheduled Board meetings. All members are independent, non-employee directors.	11
Loan Committee	Responsible for fulfilling Loan Committee duties in accordance with the Bank's Credit Policy, including review and approval of loan and credit requests exceeding certain thresholds. Also responsible for approving and recommending changes to credit policies and procedures. This Committee also monitors loan officer compliance with lending policies, verifies that management follows proper procedures in monitoring and maintaining the allowance for loan and lease losses, and assesses concentrations of credit.	49

Committee Name	Functions Of The Committee	Number Of Meetings Held In 2009
Nominating Committee	Considers and recommends candidates for director. Nominates directors for approval by shareholders. For shareholder nominations, see the Notice of Annual Meeting of Shareholders accompanying this Proxy Statement. All members are independent, non-employee directors.	3
Asset / Liability Management Committee	This is a Bank management committee with Director membership. Responsible for the safe and sound operation of the Bank in regards to the investment portfolio, liquidity management, wholesale funding, and interest rate risk management. Responsible for approving management strategies regarding investment securities, deposit programs, and lending initiatives, including pricing the Bank's products and services. Also responsible for overseeing the Bank's compliance with various laws and regulations that apply to the Bank's capital markets and correspondent banking activities.	12
Information Technology Steering Committee	This is a Bank management committee with Director membership. Responsible for ensuring that the Bank effectively follows the information technology related policies approved by the Board. The Committee assesses technology infrastructure and the Bank's business continuity plan and reviews current trends in technology with the objective of ensuring that the Bank is effectively conducting technology planning. Responsible for review of information technology related audits and regulatory examination reports, ensuring that any corrective actions are timely and accurately implemented.	4

COMPENSATION COMMITTEE INTERLOCKS

Michael D. Bouquet, Thomas J. Madden III, and Christopher L. Will served as members of the Compensation and Benefits Committee in 2009. During 2009, none of the members of the Compensation and Benefits Committee was an officer (or former officer) or employee of the Bank. No executive officers of the Bank had any interlocking relationship with any other for-profit entity during 2009, including serving on the compensation committee or serving as director of another entity that would present an interlocking relationship.

COMPENSATION AND OTHER TRANSACTIONS WITH MANAGEMENT AND OTHERS

Summary Compensation

The following table sets forth the summary of annual compensation for the Chief Executive Officer, the Chief Financial Officer, and the other three most highly compensated executive officers serving the Bank during 2009 (the "Named Executive Officers").

(In Whole Dollars)	**Annual Compensation**					
Name And Principal Positions(1)	Year	Salary(2)	Bonus(3)	Restricted Share Awards(4)	Other(5)	Total
Thomas J. Beene President & Chief Executive Officer	2009	$ 59,801	--	$ 16,500	$ 3,910	$ 80,211
Cole W. Minnick, Jr. Former Interim President & Chief Executive Officer	2009	$ 61,424	--	--	--	$ 61,424
David R. Booker(6) Former President & Chief Executive Officer	2009 2008 2007	$ 180,000 $ 208,438 $ 124,000	-- -- --	$ 92,940 $ 92,940 $ 15,490	-- -- --	$ 272,940 $ 301,378 $ 139,490
Mark R. Andino(6) Executive Vice President Chief Financial Officer & Chief Operating Officer	2009 2008 2007	$ 180,692 $ 200,689 $ 146,000	-- -- --	$ 84,490 $ 84,490 $ 14,082	-- -- --	$ 265,182 $ 285,179 $ 160,082
Mark A. Crawford Executive Vice President & Chief Credit Officer	2009	$ 122,281	--	--	--	$ 122,281
William F. Filippin(6) Former Executive Vice President & Chief Credit Officer	2009 2008 2007	$ 46,720 $ 147,294 $ 59,300	-- -- --	-- $ 21,120 $ 3,520	-- -- --	$ 46,720 $ 168,414 $ 62,820
Thomas R. Strait Executive Vice President & Director of Retail Banking	2009 2008	$ 151,737 $ 87,451	-- --	$ 13,333 $ 1,667	$ 1,713 --	$ 166,783 $ 89,118

(1) Mr. Beene became President & Chief Executive Officer on September 8, 2009. Mr. Minnick served as Interim President & Chief Executive Officer from May 5, 2009, through September 8, 2009. Mr. Minnick resigned from the Board of Directors on November 23, 2009. Mr. Booker transitioned from the President & Chief Executive Officer position into the role of Senior Executive Vice President of Business Development and Retention on May 5, 2009 and subsequently retired as a Bank officer on January 1, 2010. Mr. Filippin resigned as the Bank's Executive Vice President and Chief Credit Officer effective April 15, 2009, and was replaced by Mr. Crawford on December 18, 2009.

(2) Includes consulting fees paid to executive officers of the Bank who acted as independent contractors at various periods. Also includes payments for earned, unused vacation days.

(3) No bonuses or any other type of incentive compensation were paid to the Named Executive Officers in 2007, 2008, 2009, or 2010 for performance during 2007, 2008, or 2009.

(4) Compensation expense for restricted share awards is measured based on the fair value of the shares on the date of the grant and is recognized over the vesting period of the award. The dollar amounts in the above table are the amounts recognized for financial statement reporting purposes in each year and do not include any forfeiture estimates. Mr. Filippin forfeited his unvested restricted share awards upon his resignation in 2009. Please refer to the subsequent table for information regarding the number and value of restricted share awards that vested each year.

(5) $3,910 of moving expense reimbursement was paid to Mr. Beene in 2009 in conjunction with his relocation from Visalia, California. $1,713 of moving expense reimbursement was paid to Mr. Strait in 2009 in conjunction with his relocation from Austin, Texas.

(6) Messrs. Booker, Andino, and Filippin received incremental salary compensation in 2008 in lieu of their participation in certain Bank benefit plans.

Life Insurance Benefits

The Bank provides a $50,000 combined group term life insurance and accidental death and dismemberment benefit to all non-commissioned active employees who are regularly scheduled to work 30 or more hours per week.

Long-Term Disability Benefits

The Bank provides a maximum $10,000 monthly long-term disability benefit which furnishes 60% of base salary after 90 days of disability until age 65 to all non-commissioned employees who are regularly scheduled to work 30 hours or more per week.

Stock Based Compensation

The Bank offers restricted share awards to employees, officers, and directors through the American Principle Bank 2007 Restricted Share Plan ("Plan"). The Plan was adopted by the Bank's Board of Directors and approved by the Bank's shareholders in 2007. The Plan permits the grant of awards for up to 422,428 shares of the Bank's Common Stock. The Plan is designed to attract and retain employees and directors, while also aligning the interests of employees and directors with those of shareholders. The amount, frequency, and terms of share-based awards may vary based on competitive practices, the Bank's operating results, and other factors.

Restricted share awards are grants of shares of the Bank's Common Stock that are subject to forfeiture until specific conditions or goals are met. Conditions may be based on continuing employment and / or achieving specified performance goals. During the period of restriction, Plan participants holding restricted share awards have no voting or cash dividend rights. The restrictions lapse in accordance with a schedule or with other conditions determined by the Board of Directors as reflected in each award agreement.

Upon the vesting of each award, the Bank issues the associated Common Stock from its inventory of authorized but unissued shares of the Common Stock. All outstanding awards under the Plan immediately vest in the event of a change in control of the Bank. The shares associated with any awards that fail to vest become available for re-issuance under the Plan.

The Bank accrues monthly compensation expense over the vesting period for the share awards. Awards are accounted for at the fair value of the shares at the date of the share award.

The following restricted share awards previously granted to the Named Executive Officers vested during 2009:

Named Executive Officer	Date Of Award	Award Vesting Date	Number Of Shares Acquired At Vesting Date	Share Price On Vesting Date	Value Realized On Vesting[(1)]
David R. Booker	10/16/2007	10/16/2009	9,294	$ 7.70	$ 71,564
Mark R. Andino	10/16/2007	10/16/2009	8,449	$ 7.70	$ 65,057
Thomas R. Strait	10/21/2008	10/21/2009	1,000	$ 7.70	$ 7,700

(1) Based upon the closing price of the Bank's Common Stock of $7.70 per share on October 16, 2009 and October 21, 2009.

The following restricted share awards were granted to the Named Executive Officers prior to and were outstanding at December 31, 2009. Vesting is time based, as detailed in the table below, and dependent upon continued employment by or, in the case of Messrs. Booker and Andino, service on the Board of Directors. Upon his resignation effective April 15, 2009, Mr. Filippin forfeited his restricted share awards that would have vested in future periods.

Named Executive Officer	Date Of Award	Award Vesting Date	Number Of Shares That Have Not Vested	Market Value Of Shares That Have Not Vested(1)
Thomas J. Beene	9/15/2009	9/15/2010	8,000	$ 76,000
	9/15/2009	9/15/2011	8,000	$ 76,000
	9/15/2009	9/15/2012	8,000	$ 76,000
	9/15/2009	9/15/2013	8,000	$ 76,000
	9/15/2009	9/15/2014	8,000	$ 76,000
Mark R. Andino(2)	10/16/2007	10/16/2010	8,449	$ 80,266
	10/16/2007	10/16/2011	8,449	$ 80,266
	10/16/2007	10/16/2012	8,449	$ 80,266
Thomas R. Strait	10/21/2008	10/21/2010	3,000	$ 28,500
	10/21/2008	10/21/2012	4,000	$ 38,000
	10/21/2008	10/21/2013	2,000	$ 19,000
	10/21/2008	10/21/2014	2,000	$ 19,000
David R. Booker(2)	10/16/2007	10/16/2010	9,294	$ 88,293
	10/16/2007	10/16/2011	9,294	$ 88,293
	10/16/2007	10/16/2012	9,294	$ 88,293

(1) This column represents the market values of unvested restricted share awards, which are calculated by multiplying the number of restricted shares by the closing price of the Bank's Common Stock of $9.50 per share on December 31, 2009.

(2) As founding officers and directors of the Bank, Mr. Andino and Mr. Booker received restricted share award agreements that specify that they remain eligible to receive the restricted shares at each vesting date if they are then serving the Bank as either an officer or a director.

The table below presents certain information regarding shares available for future grant under the Plan.

Plan Category	Number of restricted share awards outstanding as of December 31, 2009	Weighted Average Grant Date Fair Value as of December 31, 2009	Number of restricted shares remaining available for future issuance under the Plan
Equity compensation plans approved by shareholders	164,349	$ 8.92	204,651
Equity compensation plans not approved by shareholders	--	--	--
Total	164,349	$ 8.92	204,651

Non Qualified Deferred Compensation Plan

The Bank provides certain officers the opportunity to participate in the American Principle Bank Nonqualified Deferred Compensation Plan ("NQDC Plan"). The purpose of the NQDC Plan is to provide certain Eligible Employees (as determined by the Board of Directors' Compensation and Benefits Committee) with an opportunity to defer the receipt of a portion of such employee's annual compensation.

Eligible employees may defer amounts of both or either of base and incentive compensation, within Committee guidelines. The Committee may limit, in its sole discretion, the deferral amount specified by the employee in order to: 1) satisfy the employee's tax deductions, wage withholdings, and other payroll deduction(s); and 2) in the case of base salary, provide a gross monthly taxable income of at least three thousand dollars ($3,000.00). The deferred amounts are credited with earnings on the basis of an interest rate per annum set by the Committee during the fourth quarter of each calendar year for the following NQDC Plan year.

Participants in the NQDC Plan must make separate annual elections for both base salary and variable compensation amounts prior to the first deferral date of any elected compensation and in conformity with the requirements under the Internal Revenue Code. Participants must also indicate the distribution date of any deferral amount. If no distribution date is indicated by the participant, the distribution will occur on January 29 of the fourth NQDC Plan year occurring after the date the deferral election is made. The Bank does not fund the NQDC Plan, and participants are unsecured general creditors of the Bank. When such payments are due, the cash will be distributed from the Bank's general assets. There were no participants in the NQDC Plan during 2009.

Retirement Benefits

The Bank does not currently offer any retirement benefits. The Bank does not have any salary continuation or supplemental executive retirement plans.

Employment Contracts, Separation Pay Agreements, and Change in Control Arrangements

The Bank has not established any employment contracts, separation pay agreements, or change in control arrangements with any Named Executive Officer or with any other employee, other than a separation pay agreement with Mr. Beene, as described below.

The Bank entered into a Separation Pay Agreement ("Agreement") with its President and Chief Executive Officer, Thomas J. Beene, upon commencement of his employment with the Bank in September 2009. The Agreement includes both a basic separation benefit and a change in control separation benefit. Under the Agreement, if Mr. Beene is terminated for reasons other than cause, death, or disability (as defined by the Agreement), and if Mr. Beene delivers an executed General Release and Confidentiality Agreement to the Bank, Mr. Beene will receive a basic separation benefit equal to $190,000.00.

Under the Agreement, if, within twelve months after a Change in Control (as defined in the Agreement), Mr. Beene's employment is terminated for other than cause, death, or disability, or if Mr. Beene resigns with "good reason" (as defined by the Agreement), and if Mr. Beene delivers an executed General Release and Confidentiality Agreement to the Bank, Mr. Beene will receive a change in control separation benefit equal to his average annual aggregate gross income reported in Box 1 of Form W-2 issued by the Bank over the most recent five full calendar years prior to his termination date. If less than five full calendar years of compensation data are available, then the average of all previous full calendar years immediately preceding Mr. Beene's termination shall be utilized in determining the change in control separation benefit.

All payments by the Bank to Mr. Beene under the Agreement are subject to limitations or delays based upon Sections 280G and 409A of the Internal Revenue Code and based upon regulations issued by the Federal Deposit Insurance Corporation.

Director Compensation

The following table sets forth a summary of annual compensation for the Bank's independent, non-employee directors who served on the Board of Directors during 2009.

(In Whole Dollars)	**Director Compensation**			
Name(1)	Fees Earned Or Paid In Cash	Restricted Share Awards(2)	All Other Compensation	Total
Michael D. Bouquet	--	$ 20,100	--	$ 20,100
Thomas J. Madden III	--	$ 20,100	--	$ 20,100
Clinton R. Pearce	--	$ 20,100	--	$ 20,100
Eric J. Schwefler	--	$ 32,663	--	$ 32,663
Christopher L. Will	--	$ 20,100	--	$ 20,100

(1) Mr. Spencer joined the Bank's Board of Directors in August 2009 and has not yet received any compensation for his service on the Board of Directors. Mr. Viborg joined the Bank's Board of Directors in February 2010 and has not yet received any compensation for his service on the Board of Directors.

(2) Compensation expense for restricted share awards is measured based on the fair value of the shares on the date of the grant and is recognized over the vesting period of the award. The dollar amounts in the above table are the amounts recognized for financial statement reporting purposes in 2009 and do not include any forfeiture estimates. Mr. Minnick forfeited his unvested restricted share awards upon his resignation from the Board of Directors in November 2009. Please refer to the subsequent table for information regarding the vesting schedule of the above restricted share awards.

The following restricted share awards were granted to the Bank's independent, non-employee directors on March 17, 2009. Vesting is dependent upon continued service on the Board of Directors of the Bank through the vesting date.

Mr. Schwefler received a larger award than the other independent directors in light of his service as Chairman of the Board. Upon his resignation from the Board of Directors in November 2009, Mr. Minnick forfeited his restricted share awards that would have vested in future periods. However, in recognition of Mr. Minnick's service to the Bank since its organization, the Board of Directors in November 2009 approved paying Mr. Minnick $10,000.00 in March 2010 (when his restricted share award would have vested). Mr. Booker's restricted share awards that will vest in future periods have been reported previously in conjunction with the Named Executive Officers, as he was still an executive officer of the Bank as of December 31, 2009. Mr. Andino has never received any additional remuneration of any kind for his service as a director.

Independent Director	Date Of Award	Award Vesting Date	Number Of Shares That Have Not Vested(1)	Market Value Of Shares That Have Not Vested(2)
Michael D. Bouquet	3/17/2009	3/17/2010	4,000	$ 38,000
Thomas J. Madden III	3/17/2009	3/17/2010	4,000	$ 38,000
Clinton R. Pearce	3/17/2009	3/17/2010	4,000	$ 38,000
Eric J. Schwefler	3/17/2009	3/17/2010	6,500	$ 61,750
Christopher L. Will	3/17/2009	3/17/2010	4,000	$ 38,000

(1) These shares had not vested as of December 31, 2009, but all did vest and were issued on March 17, 2010.

(2) This column represents the market values of unvested restricted share awards, which are calculated by multiplying the number of restricted shares by the closing price of the Bank's Common Stock of $9.50 per share on December 31, 2009.

The above restricted share awards are the only remuneration of any kind received by the independent directors since the organization of the Bank.

Certain Transactions

Certain directors and executive officers of the Bank, as well as their immediate families, associates, and companies and organizations with which they are affiliated or associated, are also customers of, and have had banking transactions with, the Bank in the ordinary course of business. We expect to continue to have banking transactions with these persons and entities in the future. In the opinion of the management of the Bank, all loans and commitments to lend to the Bank's directors, executive officers, and principal shareholders:

- have been made in the ordinary course of business and in compliance with applicable laws;
- were made on substantially the same terms and conditions, including interest rates and collateral, as those prevailing at the time for comparable transactions with the Bank's other customers; and
- do not involve more than the normal risk of collectability or present other unfavorable features.

In addition, the Bank has strong policies regarding such loans to ensure that they are made using credit underwriting procedures that are no less stringent than those applicable for comparable transactions with persons outside the Bank. At December 31, 2009, the Bank maintained $6.3 million in credit commitments to directors and executive officers. These credit commitments had outstanding balances of $5.4 million at December 31, 2009, equivalent to 13.9% of stockholders' equity.

The Bank has not, and has no prospective plans to, use any of the directors, or their related entities, for professional services such as accounting, tax, legal, or consulting services. The Bank does not currently lease any property from its executive officers or directors.

The Bank is holding the 2010 Annual Meeting at the Madonna Inn, which is affiliated with the family of the spouse of Director Pearce. Neither Director Pearce nor his spouse has any ownership interest in the Madonna Inn. The terms of the Bank's use of the Madonna Inn for the 2010 Annual Meeting are no less favorable to the Bank than normal terms and conditions for the use of the facility by unrelated parties.

REPORT OF THE COMPENSATION AND BENEFITS COMMITTEE

The Compensation and Benefits Committee is composed exclusively of independent, outside directors. None of the members of the Compensation and Benefits Committee has ever been an officer or employee of the Bank. A key function of this Committee is to ensure that executive officers are compensated in a manner consistent with the Bank's compensation strategies, internal equity considerations, competitive practices, and the requirements of the applicable regulatory bodies. This Committee has overall responsibility for compensation and benefit programs and reviews recommendations of executive management for compensation and benefits for other officers and employees of the Bank. The Committee also:

- develops the Bank's overall compensation strategies;
- reviews the effectiveness of the Bank's compensation strategies in ensuring that executive management is rewarded appropriately, with a balance between short term and long-term objectives and remuneration;
- establishes performance objectives for the President and Chief Executive Officer;
- determines the individual elements of compensation and benefits for the President and Chief Executive Officer;
- reviews executive management's recommendations for corporate titles to employees and makes appropriate recommendations to the full Board of Directors; and
- reviews other incentive compensation programs, including those for relationship officers, branch staff, and commissioned salespeople of the Bank.

Compensation Philosophy

The objectives of the Bank's compensation program are designed to:

- provide motivation for the executive officers to enhance shareholder value by linking their compensation to the generation of core earnings and the operation of the Bank in a safe and sound manner;
- integrate total compensation with the Bank's short term and long term performance goals and the objective of increasing shareholder value;
- attract high performing executive officers by providing total compensation opportunities which are consistent with externally competitive norms of the financial services industry and the Bank's level of performance;
- retain qualified executives vital to the success of the organization;
- to align pay with performance; and
- reward above average individual and corporate performance as measured by financial results and strategic achievements.

There are four key elements to the Bank's compensation program for executives:

A. base salary
B. restricted share awards
C. incentive compensation
D. participation in non-qualified benefit plans

The Compensation and Benefits Committee believes that this four-part program best serves the interests of the Bank and its shareholders. This program allows the Bank to be competitive within the industry, and ensures retention of high quality executive officers. At the same time, it advances both the short term and the long-term interests of shareholders.

Base Salary

The relative levels of base salary for the executive officers are designed to reflect each executive officer's scope of responsibility and accountability within the organization. To determine the necessary amounts of base salary to attract and retain top quality management, the Compensation and Benefits Committee reviews comparable salary and other compensation arrangements in effect for peer companies. This is accomplished in part through the acquisition of various financial industry compensation surveys. Further, the Compensation and Benefits Committee considers the entire compensation package, including benefits, of the executive officers in establishing base salary levels.

Share Based Compensation Plan

The Bank offers restricted share awards to employees, officers, and directors through the American Principle Bank 2007 Restricted Share Plan. Awards may be time based, performance based, or both. The Plan is designed to attract and retain employees and directors, while also aligning the interests of employees and directors with those of shareholders. Details of the Plan are discussed in the section entitled "COMPENSATION AND OTHER TRANSACTIONS WITH MANAGEMENT AND OTHERS – Stock Based Compensation." Plan participants have the opportunity to elect tax information reporting of the award of restricted shares within thirty days of grant under Internal Revenue Code Section 83(b). By doing so, the participant pays the tax due on the amount of share awards elected concurrent with the grant date, based on the fair value of the shares on the day of the grant.

Incentive Compensation

The Bank has not yet adopted an incentive compensation plan for any of its executive or senior officers except for Mr. Beene, the President and Chief Executive Officer. As a condition of his initial employment offer, Mr. Beene was entitled to incentive compensation for the 2009 fiscal year in the amount of 5.00% of the Bank's pre-tax profits in 2009, pro-rated for actual days of employment in 2009 divided by 365. Because the Bank recorded a net loss in 2009, Mr. Beene received no incentive compensation payment for 2009. Any incentive compensation for Named Executive Officers for 2010 will be considered by the Compensation and Benefits Committee later in 2010 based upon the Bank's performance.

Health and Welfare Benefits

The Bank provides access to group medical, dental, and vision benefits to employees who work 30 or more hours per week. Medical benefits during 2009 were comprised of a Health Savings Account compatible plan for which the Bank paid the associated premiums, plus a contribution to the employees' Health Savings Accounts. Dental and vision benefits were provided with the employees' paying approximately one-half of the associated costs. The Bank also paid for long term disability coverage and $50,000 of accidental death and disability and group term life insurance coverage for each employee working 30 or more hours per week. The Bank also sponsored Flexible Spending Accounts for qualifying dental / vision and dependent care expenses. The Flexible Spending Accounts were 100.0% employee funded.

Non Qualified Deferred Compensation Plan

The Bank provides certain officers the opportunity to participate in the Bank's Nonqualified Deferred Compensation Plan ("NQDC Plan"). The purpose of the NQDC Plan is to provide certain Eligible Employees with an opportunity to defer the receipt of a portion of such employee's annual compensation including base salary and / or variable compensation.

Details of the NQDC Plan are discussed in the section entitled "COMPENSATION AND OTHER TRANSACTIONS WITH MANAGEMENT AND OTHERS -- Non Qualified Deferred Compensation Plan." None of the officers eligible to participate in the NQDC Plan elected to do so in 2007 through 2010.

Compensation of the Bank's Executive Officers

In response to the Bank's net loss during 2009, the Compensation and Benefits Committee determined to eliminate base salary increases for executive officers for 2009.

The current compensation of the Bank's President and Chief Executive Officer, Thomas J. Beene, includes a base salary of $190,000 which commenced with his September 8, 2009 date of hire. On September 15, 2009, Mr. Beene received a time-based restricted share award of 40,000 shares. The fair value at the time of grant of these shares was $330,000. One-fifth of these shares vest in arrears on each annual anniversary date during the five years following the date of grant. Mr. Beene must be employed by the Bank on each annual anniversary date to receive the restricted shares.

The current compensation of the Bank's Executive Vice President, Chief Financial Officer and Chief Operating Officer, Mark R. Andino, includes a base salary of $174,000, representing no increase from his initial annual salary at the Bank's commencement of operation on October 15, 2007. On October 16, 2007, Mr. Andino received a time-based restricted share award of 42,245 shares, which represented 1.00% of the shares sold in the Bank's initial public offering. The fair value at the time of grant of these shares was $422,450. One-fifth of these shares vest in arrears on each annual anniversary date during the five years following the date of grant. Mr. Andino must be employed by the Bank, or serving the Bank as a director, on each annual anniversary date to receive the restricted shares.

The current compensation of the Bank's Executive Vice President and Chief Credit Officer, Mark A. Crawford, includes a base salary of $180,000, which commenced with his December 18, 2009 date of hire. Mr. Crawford also receives a housing expense reimbursement of up to 50.0% of actual monthly housing expenses, subject to a maximum monthly reimbursement of $1,500, in order to defray a portion of the costs of Mr. Crawford's transition of his personal residence from Texas to California. This housing expense reimbursement will terminate upon the earlier of: the sale of his personal residence in Texas, or November 30, 2010. Mr. Crawford also receives a quarterly travel allowance of $600 per quarter, in order to defray some of his travel costs to his home in Texas. This travel allowance expires upon the earlier of: the sale of his personal residence in Texas, or December 31, 2010. Mr. Crawford has never received any share based compensation for his service at the Bank.

The current compensation of the Bank's Executive Vice President and Director of Retail Banking, Thomas R. Strait, includes a base salary of $150,000, which commenced with his October 1, 2008 date of hire and has not been increased since that time. On October 21, 2008, Mr. Strait received a time-based restricted share award of 12,000 shares. The fair value at the time of grant of these shares was $120,000. These shares vest in arrears over a six year period as follows: 1,000 shares on the first anniversary; 3,000 shares on the second anniversary; 4,000 shares on the fourth anniversary; 2,000 shares on the fifth anniversary; and 2,000 shares on the sixth anniversary. Mr. Strait must be employed by the Bank on each annual anniversary date to receive the restricted shares.

Compensation and Benefits Committee

Michael D. Bouquet, Chairman
Thomas J. Madden III
Christopher L. Will, Vice Chairman

INDEPENDENT ACCOUNTANTS

The firm of Perry-Smith LLP served as the Bank's independent accountants for 2009. The Bank's Audit and Compliance Committee has recommended Perry-Smith LLP to serve as the Bank's independent accountants for 2010. Please refer to "PROPOSALS TO BE VOTED UPON-Proposal 3" for additional information. A representative from Perry-Smith LLP will be present at the Annual Meeting to respond to appropriate questions from shareholders.

REPORT OF THE AUDIT AND COMPLIANCE COMMITTEE

The Audit and Compliance Committee is comprised of four independent, non-employee directors and operates under a written Audit Policy approved by the Board of Directors. None of the Audit and Compliance Committee members has ever been an officer or employee of the Bank. The Bank's Audit Policy provides that at least one of the members of the Audit and Compliance Committee must be a financial expert who has an understanding of accounting principles generally accepted in the United States of America ("GAAP"), internal controls, and has experience in preparing or reviewing audited financial statements prepared in conformance with GAAP; and that all members of the Audit and Compliance Committee must have a basic understanding of finance and accounting and be able to read and understand fundamental financial statements, including the Bank's balance sheet, statement of operations, statement of comprehensive income or loss, statement of changes in stockholders' equity, and statement of cash flows.

The Audit and Compliance Committee is responsible for:

- providing independent, objective oversight of the Bank's financial reporting, internal controls, and disclosure quality, content, and controls;
- hiring the Bank's independent accountants and internal auditors, including validating their qualifications, authorizing their compensation, and approving the lead partners;
- assessing the performance of the independent accountants and internal auditors;
- monitoring the independence of the independent accountants;
- approving and reviewing the Bank's internal audit program;
- reviewing all findings arising from the attestation audit, internal audits, and regulatory examinations, and ensuring that any corrective actions are timely performed;
- monitoring the Bank's tax compliance;
- handling communications from employees or other parties submitted to the Committee regarding concerns about accounting, auditing, or compliance matters; and
- overseeing the Bank's compliance with laws and regulations.

The Bank's independent accountants and internal auditors report directly to the Audit and Compliance Committee. The Committee has authority to retain independent legal, accounting, and other advisors as desired to assist the Committee in performing its duties.

The Bank's management is responsible for internal controls, the financial reporting process, and the preparation of the financial statements. The Bank's independent accountants, Perry-Smith LLP, are responsible for performing an audit of the Bank's financial statements in accordance with auditing standards generally accepted in the United States of America and for expressing an opinion as to their conformity in all material respects with GAAP. It is the Audit and Compliance Committee's responsibility to monitor and oversee these processes.

The Audit and Compliance Committee holds discussions with management, the internal auditors, and the independent accountants, Perry-Smith LLP, including discussions with Perry-Smith LLP without management being present. The Audit and Compliance Committee has reviewed and discussed the audited financial statements for fiscal year 2009 with management and the independent accountants; and management has represented that these reports were prepared in accordance with accounting principles generally accepted in the United States.

Discussions were also held with the independent accountants concerning matters required by Statement on Auditing Standards No. 114 ("The Auditor's Communication With Those Charged With Governance"). In addition, the Committee has received and reviewed the disclosures required by Independence Standards Board Standard No. 1 ("Independence Discussions With Audit Committees") and has discussed the accountant's independence from the Bank and its management. The Audit and Compliance Committee believes Perry-Smith LLP to be independent.

The Audit and Compliance Committee discusses fraud notification with management and the independent accountants. The Committee has received no notifications regarding fraudulent activity.

The Audit Committee has discussed with management and the independent accountant independence issues regarding the following fees billed by Perry-Smith LLP for 2009 and 2008 (no independence issues were noted):

(In Whole Dollars) Type Of Fees Paid To Perry-Smith LLP	Amount Billed For 2009	Amount Billed For 2008
Audit Fees[1]	$ 57,000	$ 52,000
Audit-Related Fees[2]	--	--
Tax Services[3]	--	--
All Other Fees[4]	--	--
Total	$ 57,000	$ 52,000

(1) Audit fees consist of fees for professional services rendered for the audit of the Bank's financial statements.

(2) Audit-related fees, if any, represent fees for professional services such as the audit of employee benefit plans, technical accounting, consulting, and research.

(3) Tax services, if any, consist of tax payment planning services and tax compliance services.

(4) All other fees, if any, consist of miscellaneous consulting services related to accounting, finance, planning, and regulatory matters.

Since the Bank's inception, the Audit and Compliance Committee has separated the Bank's tax compliance work from its attestation audit work, and thus hired another accounting firm for tax return preparation and filing assistance and related matters. Therefore, no fees are presented in the above table for tax services performed by Perry Smith LLP for 2009 or 2008.

Audit and Compliance Committee

Christopher L. Will, Chairman
Michael D. Bouquet, Vice Chairman
Eric J. Schwefler
John M. Spencer

SUBMISSION OF SHAREHOLDER PROPOSALS

To be included in the Proxy Statement for the 2011 Annual Meeting, shareholder proposals must be submitted in writing to the Secretary of the Bank not later than January 31, 2011.

OTHER MATTERS

The Board of Directors does not know of any matters to be presented at the Annual Meeting other than the election of directors, the proposal to amend Article One of the Bank's Articles of Incorporation to change the name of the Bank to "American Perspective Bank," and the proposal to ratify the appointment of Perry-Smith LLP as the Bank's independent accountants for 2010. No shareholder proposals were submitted for the 2010 Annual Meeting. However, if other matters properly come before the Annual Meeting, it is the intention of the persons named in the accompanying Proxy to vote the Proxy in accordance with the recommendations of the Bank's Board of Directors on such matters, and discretionary authority to do so is included in the Proxy.

PERSONS MAKING THE SOLICITATION AND RELATED EXPENSES

This solicitation of Proxies is being made by the Board of Directors of the Bank. The expense of preparing, assembling, printing, and mailing this Proxy Statement and the materials used in the solicitation of Proxies for the Annual Meeting will be borne by the Bank. It is contemplated that Proxies will be solicited principally through the use of the mail; but officers, directors and employees of the Bank may solicit Proxies personally or by telephone, without receiving special compensation thereby. Although there is no formal agreement to do so, the Bank may reimburse banks, brokerage houses, and other custodians, nominees, and fiduciaries for their reasonable expenses in forwarding these Proxy materials to shareholders whose shares of the Bank are held of record by such entities. In addition, the Bank may use the services of individuals or companies it does not regularly employ in connection with this solicitation of Proxies if the Bank's management determines it advisable.

April 9, 2010

By Order Of The Board Of Directors,

Laura J. Phillips

Laura J. Phillips
Corporate Secretary

YOU ARE CORDIALLY INVITED TO ATTEND THE ANNUAL MEETING IN PERSON. WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, YOU ARE REQUESTED TO SIGN, DATE, AND PROMPTLY RETURN THE ACCOMPANYING PROXY IN THE ENCLOSED POSTAGE-PAID ENVELOPE.