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UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF CALIFORNIA

FEDERAL DEPOSIT INSURANCE
CORPORATION AS RECEIVER FOR
BUTTE COMMUNITY BANK,

Plaintiff,

v.

ROBERT CHING, et al.

Defendants.

No. 2:13-cv-01710-KJM-EFB

AMENDED FINAL PRETRIAL ORDER

On June 3, 2016, the court held a final pretrial conference. Jean-Paul Cart appeared for the Federal Deposit Insurance Corporation (FDIC-R), acting as receiver for Butte Community Bank (the Bank). Kevin Hughes appeared for the defendants, Robert Ching, Eugene Even, Donald LeForce, Luther McLaughlin, Robert Morgan, James Richards, Gary Strauss, Hubert Townsend, John Coger, and Keith Robbins. The court issued a final pretrial order and allowed the parties to object within fourteen days. ECF No. 190. The parties objected and proposed a number of corrections and additions, ECF Nos. 191–93, which the court has considered. The court now issues the following amended order, which incorporates the parties’ proposals, including the scheduling of a hearing on the parties’ motions *in limine* for **October 7, 2016, at 10:00 a.m.** in Courtroom No. 3.

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JURISDICTION AND VENUE

Jurisdiction is predicated on 12 U.S.C. § 1811, *et seq.*, 12 U.S.C. § 1819(b)(1) and (2), and 28 U.S.C. §§ 1331, 1345, and 1367. Jurisdiction and venue are not contested.

JURY

Both parties demand a jury trial. The jury will consist of eight jurors and two alternates.

UNDISPUTED FACTS

The following core facts are undisputed by the Parties:

1. The Bank was incorporated under the laws of the State of California on May 11, 1990.
2. At all times relevant to this action, the Bank was wholly owned by Community Valley Bancorp (the “Holding Company”).
3. At all times relevant to this action, Defendant John Coger was a member of the Bank’s Board of Directors and the Bank’s Chief Financial Officer. Additionally, Coger was the Bank’s President from April 17, 2007 until August 20, 2010.
4. At all times relevant to this action, Coger was a member of the Holding Company’s Board of Directors, and the Holding Company’s Executive Vice President, Chief Financial Officer, and Chief Operating Officer. Additionally, Coger was the Holding Company’s President and Chief Executive Officer beginning in January 2010.
5. At all times relevant to this action, Defendant Keith Robbins was a member of the Bank’s Board of Directors. Robbins was the President of the Bank until April 17, 2007 and the Bank’s Chief Executive Officer until his retirement on December 31, 2009, and at all times prior that are relevant to this action.
6. At all times relevant to this action, Robbins was a member of the Holding Company’s Board of Directors. Additionally, Robbins was the Holding Company’s President and Chief Executive Officer until his retirement on December 31, 2009, and at all times prior that are relevant to this action.

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1 7. Defendant Robert Ching was a member of the Bank’s Board of Directors and the
2 Holding Company’s Board of Directors until June 2010, and at all times prior that are relevant to
3 this action.

4 8. At all times relevant to this action, Defendant Eugene Even was a member of the
5 Bank’s Board of Directors and the Holding Company’s Board of Directors.

6 9. At all times relevant to this action, Defendant Donald Leforce was a member and
7 Chairman of both the Bank’s Board of Directors and the Holding Company’s Board of Directors.

8 10. At all times relevant to this action, Defendant Luther McLaughlin was a member
9 of the Bank’s Board of Directors and the Holding Company’s Board of Directors.

10 11. At all times relevant to this action, Defendant Robert Morgan was a member of the
11 Bank’s Board of Directors and the Holding Company’s Board of Directors.

12 12. At all times relevant to this action, Defendant James Rickards was a member of the
13 Bank’s Board of Directors and the Holding Company’s Board of Directors.

14 13. Defendant Gary Strauss was a member of the Bank’s Board of Directors and the
15 Holding Company’s Board of Directors until June 2010, and at all times prior that are relevant to
16 this action.

17 14. Defendant Hubert Townshend was a member of the Bank’s Board of Directors and
18 the Holding Company’s Board of Directors until June 2010, and at all times prior that are relevant
19 to this action.

20 15. In February 2008, the Bank completed the sale of seven of its branch buildings and
21 properties for approximately \$15,300,000 and concurrently leased back the branch buildings by
22 entering into long term leases with the purchaser (the “Sale-Leaseback”).

23 16. On March 13, 2008, the Holding Company publicly announced an offer to
24 purchase up to 1,000,000 shares of Holding Company stock at \$13.00 per share (the “Tender
25 Offer”). The Tender Offer Statement the Holding Company filed with the Securities and
26 Exchange Commission stated that several of its directors intended to participate in the Tender
27 Offer and disclosed the number of shares those directors intended to tender.

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1 17. As of March 2008, the Holding Company held \$4.2 million in cash that was later
2 used to fund the Tender Offer in May 2008. On May 5, 2008, the Bank transferred \$8,800,000 to
3 the Holding Company in order to fund the remainder of the Tender Offer.

4 18. On or about May 5, 2008, the Holding Company consummated the Tender Offer
5 and distributed a total of \$12,999,207 to shareholders who tendered and sold shares in the Tender
6 Offer. As the Tender Offer was oversubscribed, tendering shareholders were permitted to sell
7 only their pro rata share of the 999,939 shares repurchased by the Holding Company.

8 19. Directly or indirectly, ten of the Bank's thirteen directors participated in the
9 Tender Offer. Defendants McLaughlin and Rickards did not tender or sell any shares in the
10 Tender Offer. At the time of the Tender Offer, there were 7,662,715 shares of Holding Company
11 common stock outstanding, of which, 2,120,164 shares were beneficially owned by the Bank's
12 directors.

13 20. Ching's medical practice 401k plan tendered 111,844 shares in the Tender Offer,
14 and 70,889 of those shares were accepted for purchase by the Holding Company. Ching's
15 medical practice 401k plan received \$921,557 in payment for those 70,889 shares.

16 21. Coger tendered 45,000 shares in the Tender Offer, and sold 28,522 shares. Coger
17 received \$370,786 in payment for those 28,522 shares.

18 22. Even tendered 20,044 shares in the Tender Offer, and sold 12,704 shares. Even
19 received \$165,152 in payment for those 12,704 shares.

20 23. Leforce tendered 20,000 shares in the Tender Offer, and sold 12,676 shares.
21 Leforce received \$164,788 in payment for those 12,676 shares.

22 24. Morgan tendered 73,916 shares in the Tender Offer, and sold 46,849 shares.
23 Morgan received \$609,037 in payment for those 46,849 shares.

24 25. Robbins tendered 75,000 shares in the Tender Offer, and sold 47,537 shares.
25 Robbins received \$617,981 in payment for those 47,537 shares.

26 26. Strauss tendered 45,000 shares in the Tender Offer, and sold 28,522 shares.
27 Strauss received \$370,786 in payment for those 28,522 shares.

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1 27. Townshend tendered 25,000 shares in the Tender Offer, and sold 15,845 shares.
2 Townshend received \$205,985 in payment for those 15,845 shares.

3 DISPUTED FACTUAL ISSUES

4 The FDIC Lists the Following Disputed Factual Issues

5 1. The defendants failed to exercise reasonable care by causing the Bank to issue an
6 extraordinary \$8,800,000 dividend in May 2008 (the “Dividend”), followed by additional
7 dividends, at a time when the Bank’s income was falling, its classified assets were increasing, it
8 was excessively concentrated in commercial loans and the real estate market was deteriorating.

9 2. The defendants engaged in an extreme departure from reasonable care by causing
10 the Bank to issue the Dividend, followed by additional dividends, at a time when the Bank’s
11 income was falling, its classified assets were increasing, it was excessively concentrated in
12 commercial loans and the real estate market was deteriorating.

13 3. The defendants violated their duties of loyalty to the Bank when they caused the
14 Bank to distribute the Dividend and any subsequent dividends.

15 4. Each defendant was motivated by self-interest either by manipulating the price of
16 his Holding Company stock or selling it at an above-market profit.

17 5. The defendants failed to conduct adequate due diligence, analyze the financial
18 implications of the Dividend, or obtain or review information provided by the Bank’s outside
19 advisors or consultants prior to causing the Dividend to be distributed.

20 6. The Dividend violated the Bank’s Capital, Earnings and Dividend Policy.

21 7. The Dividend violated the Bank’s Asset/Liability Management Policy.

22 8. The Dividend violated the written agreement between the Bank and the Holding
23 Company with respect to the distribution of dividends.

24 9. At the time the Dividend was issued, the defendants knew, or should have known,
25 that the Bank’s financial condition had deteriorated and was facing a substantial risk of
26 continuing financial decline.

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1 10. At the time the Dividend was issued, the defendants knew, or should have known,
2 that there was a material downturn taking place in the national, state and local real estate markets
3 and there was a real risk of an historic decline.

4 11. The defendants failed to follow proper internal procedures and industry custom in
5 causing the payment of the Dividend.

6 12. At the time the Dividend was issued, the defendants knew or should have known
7 that the distribution of the Dividend would result in the Bank no longer being a well-capitalized
8 bank in violation of Bank policy.

9 The Defendants List the Following Disputed Factual Issues

10 1. The defendants exercised more than the “scant care” required in making the
11 decision to approve the Dividend.

12 2. The defendants exercised such care, including reasonable inquiry, as an ordinarily
13 prudent person in a like position would use in making the decision to approve the Dividend.

14 3. The defendants engaged in adequate due diligence before deciding to approve the
15 Dividend.

16 4. The defendants acted in good faith in approving the Dividend.

17 5. In approving the Dividend, the defendants acted in what they believed to be the
18 best interests of the Bank.

19 6. The defendants derived no benefit from the Dividend to the exclusion of other
20 Holding Company shareholders.

21 7. The Bank does not deserve to recover “compensation” for paying out a portion of
22 its retained earnings to its sole shareholder.

23 8. Neither the Bank nor its sole shareholder deserve “compensation” to replace the
24 sum of money the Bank previously paid out to its sole shareholder.

25 9. The Dividend did not cause the Bank to be inadequately capitalized.

26 10. The Dividend complied with the income, retained earnings, balance sheet and
27 liquidity requirements set forth in California Corporations Code Section 501 and California
28 Financial Code Section 1132.

1 10. Evidence regarding any lost retirement benefits and deferred director
2 compensation allegedly lost by the Defendants as a result of the failure of the Bank.

3 11. Evidence regarding the financial condition of the Defendants after June 30, 2008
4 and how much money they lost from the failure of the Bank.

5 12. Evidence of the FDIC-R's settlement with the Holding Company of tax claims.

6 13. Evidence of the bankruptcy by Ellis Matthews.

7 14. Opinions contained in the expert reports of Steven Clinton and Joe Hargett.

8 * * *

9 The defendants move *in limine* to preclude the FDIC from presenting evidence or argument
10 referencing the following matters:

11 1. The opinions contained in the expert reports of Christopher Thornberg, Charles D.
12 Kenny and D. Paul Regan.

13 2. Any item of damages other than those expressly identified by Susan Salerno,
14 Plaintiff's designated 30(b)(6) witness on the subject of damages, in her September 3, 2015
15 deposition.

16 3. Any risk of harm to or claim of harm suffered by (i) a creditor or depositor or
17 former employee of the Bank, (ii) the FDIC in its corporate capacity, (iii) the FDIC as receiver; or
18 (iv) the deposit insurance fund.

19 4. Any claim for relief or for damages allegedly arising from a dividend other than
20 the May 5, 2008 \$8.8 million dividend identified in paragraph 4 of the Complaint.

21 5. The closure of the Bank, the purported "failure" of the Bank, and any liabilities or
22 losses ultimately incurred by the Bank subsequent to the time period relevant to this action.

23 6. Inadmissible opinion testimony of witnesses who express lay opinions on matters
24 they have not personally observed or expert opinions on matters for which they have neither been
25 qualified or properly designated as an expert in this action, including such testimony of Richard
26 Tuohey, Adam Keefer, Peter Buck, Murray Bodine, Gary Findley and Robert Hartline.

27 7. The political cartoon depicting a lemonade stand in front of a house forwarded via
28 email by Defendant Keith Robbins on or about May 6, 2008.

- 1 8. Luther McLaughlin’s October 11, 2009 email re Some Additional Thoughts.
2 9. How the FDIC-R might distribute any potential recovery of monetary relief in this
3 action.
4 10. Any facts or documents not timely produced in discovery.
5 11. Any deposition testimony given outside the presence of Defendants or their
6 counsel.

7 * * *

8 A hearing on these motions is set for **October 7, 2016 at 10:00 a.m.** If a party
9 wishes to contest a pretrial ruling, it must do so through a proper motion or objection, or
10 otherwise forfeit appeal on such grounds. *See* Fed. R. Evid. 103(a); *Tennison v. Circus Circus*
11 *Enters., Inc.*, 244 F.3d 684, 689 (9th Cir. 2001) (“Where a district court makes a tentative in
12 limine ruling excluding evidence, the exclusion of that evidence may only be challenged on
13 appeal if the aggrieved party attempts to offer such evidence at trial.”) (alteration, citation and
14 quotation omitted). In addition, challenges to expert testimony under *Daubert v. Merrell Dow*
15 *Pharmaceuticals, Inc.*, 509 U.S. 579 (1993), are denied without prejudice. Should a party wish to
16 renew a *Daubert* challenge at trial, it should alert the court, at which point the court may grant
17 limited *voir dire* before such expert may be called to testify.

18 STIPULATIONS AND AGREED STATEMENTS

19 The Parties have not entered into any stipulations relevant at this time for pretrial
20 or trial purposes.

21 The Parties do not believe that it would be feasible or advisable to present all or
22 part of the action to the jury by way of an agreed statement of facts.

23 RELIEF SOUGHT

24 The FDIC-R claims \$10,915,786.61 in damages, plus applicable pre-judgment
25 interest. This figure is comprised of the \$8,800,000 the Bank transferred to the Holding
26 Company on May 5, 2008, and \$2,115,788.61 in subsequent transfers in 2008 and 2009.

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1 POINTS OF LAW

2 The parties have provided the following summary points of law. Trial briefs of no
3 more than ten pages addressing these points more completely shall be filed with this court no later
4 than **seven days prior to the date of trial** in accordance with Local Rule 285.

5 The FDIC-R's Points of Law

6 In its Complaint for Negligence, Gross Negligence, Breach of Fiduciary Duties,
7 Plaintiff pled four claims for relief: (1) common law negligence; (2) violation of 12 U.S.C.
8 § 1821(k); (3) violation of Cal. Corp Code § 309; and (4) common law breach of fiduciary duties.
9 (Dkt. No. 1.) The Court dismissed Plaintiff's common law claims in its July 8, 2014 Order
10 granting in part and denying in part Defendants' first motion for summary judgment, finding that
11 such claims are "preempted by statute and must be brought under the applicable statute." (Dkt.
12 No. 40 at 7:19-21.)

13 Plaintiff intends to set forth the full factual and legal basis for its claims in its
14 forthcoming trial brief; however, Plaintiff's claims are based on allegations that Defendants
15 caused the Bank to issue an extraordinary \$8.8 million dividend, and subsequent dividend that
16 substantially benefited each of the Defendants in violation of Bank policies and without
17 considering their impact on the safety and soundness of the institution at a time when the
18 Defendants recognized that Bank had declining income, overwhelmingly excessive loan
19 concentration, increasing classified loans and was operating in a turbulent and uncertain
20 economic environment.

21 *1. Cal. Corp. Code § 309*

22 In its July 8, 2014 Order, the Court denied summary judgment on Plaintiff's claim
23 under California Corporations Code section 309 claim and held that the statute "codif[ies]
24 common law principles . . . [and] provides a statutory basis for preexisting common-law
25 liability." Order July 7, 2014, at 9–10, ECF No. 40. The Court later reaffirmed this holding in its
26 July 27, 2015 Order denying Defendants' second motion for summary judgment. *See* Order
27 July 27, 2015, at 12, ECF No. 86. Accordingly, Plaintiff's cause of action under California
28 Corporations Code section 309 encompasses claims for negligence, gross negligence (to the

1 extent necessary to defeat certain of Defendants’ affirmative defenses), and breach of the
2 fiduciary duties of care and loyalty.

- 3 • To state a claim for negligence, Plaintiff must prove that: (1) Defendants were negligent;
4 (2) Plaintiff was harmed; and (3) Defendants’ negligence was a substantial factor in
5 causing Plaintiff’s harm. *See* Judicial Counsel of California, Civil Jury Instructions
6 (Spring 2016) (“CACI”) No. 400. Negligence under California Corporations Code section
7 309 is determined based on an “ordinarily prudent person” standard. *See* Order July 7,
8 2014, at 8; Order July 27, 2015, at 12; Cal. Corp. Code §309(a); *Lehman v. Superior*
9 *Court*, 145 Cal. App. 4th 109, 120 (2006); *F.D.I.C. v. Castetter*, 184 F.3d 1040, 1044 (9th
10 Cir. 1999).
- 11 • To state a claim for gross negligence, Plaintiff must prove that: (1) Defendants were
12 grossly negligent; (2) Plaintiff was harmed; and (3) Defendants’ gross negligence was a
13 substantial factor in causing Plaintiff’s harm. *See* CACI Nos. 400, 425. Gross negligence
14 is a “lack of any care or an extreme departure from what a reasonably careful person
15 would do in the same situation.” CACI No. 425; *City of Santa Barbara v. Superior Court*,
16 41 Cal. 4th 747, 754 (2007). The business judgment rule is not a defense to gross
17 negligence. *Katz v. Chevron Corp.*, 22 Cal. App. 4th 1352, 1366 (1994) (“Under the
18 business judgment rule[,] director liability is predicated upon concepts of gross
19 negligence.”).
- 20 • To state a claim for breach of the fiduciary duty of care, Plaintiff must prove that: (1)
21 Defendants were officer and/or directors of the Bank; (2) Defendants acted on the Bank’s
22 behalf in connection with the conduct and/or transactions at issue in this case; (3) that
23 each Defendant failed to act as a reasonably careful director and/or officer would have
24 acted under the same or similar circumstances; (4) the Bank was harmed; and
25 (5) Defendants’ conduct was a substantial factor in causing the Bank’s harm. *See* CACI
26 Nos. 4100, 4101; *Lehman*, 145 Cal. App. 4th at 121 (discussing fiduciary duties in the
27 context of Cal. Corp. Code § 309).

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1 • To state a claim for breach of the fiduciary duty of loyalty, Plaintiff must prove that:
2 (1) Defendants were officers and/or directors of the Bank; (2) Defendants acted against
3 the Bank’s interests; (3) the Bank did not give its informed consent to Defendants’
4 conduct; (4) the Bank was harmed; and (5) Defendants’ conduct was a substantial factor
5 in causing the Bank’s harm. *See* CACI Nos. 4100, 4202; *Lehman*, 145 Cal. App. 4th at
6 121 (discussing fiduciary duties in the context of Cal. Corp. Code § 309); *Berg & Berg*
7 *Enters., LLC v. Boyle*, 178 Cal. App. 4th 1020 (2009) (stating that Cal. Corp. Code § 309
8 reflects common law duties of honesty, loyalty and good faith).

9 2. *12 U.S.C. § 1821(k)*

10 12 U.S.C. § 1821(k) sets a floor of gross negligence governing the conduct of
11 directors and officers, which applies only as a substitute in the event that there are more relaxed
12 state standards. *Atherton v. FDIC*, 519 U.S. 213, 227 (1997); *Castetter*, 184 F.3d at 1043. In its
13 July 8, 2014 Order, the Court found that California’s “simple negligence standard is stricter than
14 the gross negligence floor stated in 12 U.S.C. § 1821(k),” and held that Plaintiff’s 12 U.S.C.
15 § 1821(k) claim is “analyzed under the same standard as its claim under [California Corporations
16 Code section 309].” Order July 8, 2014, at 8. The Court reiterated this holding in its July 27,
17 2015 Order. Order July 27, 2015, at 12–13. Accordingly, Plaintiff’s 12 U.S.C. § 1281(k) claim
18 encompasses the breach of fiduciary duty of care, negligence, and gross negligence claims
19 described above with respect to California Corporations Code section 309.

20 3. *Business Judgment Rule*

21 Defendants intend to claim at trial that the business judgment rule provides a
22 complete defense to Plaintiff’s claims. Under California’s business judgment rule, a director
23 must act in good faith and upon reasonable inquiry in order to obtain the protection of this rule.
24 *See* Cal. Corp. Code § 309; *Berg & Berg*, 178 Cal. App. 4th at 1045. The business judgment rule
25 does not apply where there is a conflict of interest, fraud, oppression, corruption, or where a
26 director has failed to make a reasonable investigation or abdicated his or her responsibilities. *See*
27 Order July 27, 2015, at 7; *F.D.I.C. v. Faigin*, No. 12-3448, 2013 WL 3389490, at *5 (C.D. Cal.
28 Jul. 8, 2013) (“As a matter of policy a director with a personal interest in the transaction should

1 not benefit from the business judgment rule.”); *F.D.I.C. v. Castetter*, 184 F.3d 1040 (9th Cir.
2 1999) (acknowledging reasonable investigation requirement); *Berg*, 178 Cal. App. 4th at 1045
3 (noting that the business judgment rule “does not shield actions taken without reasonable inquiry,
4 with improper motives, or as a result of a conflict of interest.”) (citing *Everest Investors 8 v.*
5 *McNeil Partners*, 114 Cal. App. 4th 411 (2004)). It is also does not insulate the actions of bank
6 officers. See *FDIC v. Perry*, No. 11-5561, 2012 WL 589569, at *3. (C.D. Cal. Feb. 21, 2012)
7 (“California’s statutory BJR does not extend its protection to corporate officers”)

8 4. *Injury in Fact and Damages*

9 With regard to the issue of injury in fact, “[b]ecause all rights of the Bank and
10 other stakeholders are vested in the FDIC as receiver, injury to any of them constitutes injury to
11 the FDIC.” Order July 27, 2015, at 6 (citing 12 U.S.C. § 1821(d)(2)(A) and *Pareto v. FDIC*,
12 139 F.3d 696, 700 (9th Cir. 1998)). This Court has ruled that Plaintiff’s claims, if proven, are
13 sufficient to establish injury in fact. *Id.* (“These transactions allegedly reduced the Bank’s ability
14 to respond to financial distress, prevented it from meeting its financial obligations, and eventually
15 led to its failure.”). The FDIC-Receiver stands in the shoes of various stakeholders in the Bank,
16 including the Bank itself, that were harmed by Defendants’ actions and can recover for damage to
17 the Bank. See 12 U.S.C. § 1821(k); Order July 27, 2015, at 9–10.

18 Transactions motivated by director self-interest are also actionable for resulting
19 damages. See *Faigin*, 2013 WL 3389490 at *13 (noting a transaction otherwise permissible
20 under applicable law may constitute corporate waste where motivated by a director’s personal
21 stake in the transaction); *Sinclair Oil Corp. v. Levien*, 280 A.2d 717, 722 (Del. 1971) (applying
22 Delaware law) (recognizing that a dividend from a company to its corporate parent may call for
23 an accounting and damages if “the dividend payments resulted from improper motives and
24 amounted to waste”); *In re Se. Banking Corp.*, 855 F. Supp. 353, 358–59 (S.D. Fla. 1994)
25 (denying motion to dismiss despite technical compliance with dividend requirements, since
26 plaintiff alleged that dividends were not grounded in a reasonable business purpose, but rather
27 were issued for the improper purpose of concealing defendants’ mismanagement of the bank.).
28 California law does not permit corporate directors to siphon money out of a corporation to

1 themselves. *See* Order July 27, 2015, at 7 (citing *Kruss v. Booth*, 185 Cal. App. 4th 699, 714
2 (2010)).

3 The Defendants' Points of Law

4 1. *The Business Judgment Rule Defense*

5 In performing the duties of a director, defendant shall be entitled to rely on
6 information, opinions, reports or statements, including financial statements and other financial
7 data, in each case prepared or presented by any of the following: (a) One or more officers or
8 employees of the Bank whom the defendant believes to be reliable and competent in the matters
9 presented. (b) Counsel, independent accountants or other persons as to matters which the
10 defendant believes to be within such person's professional or expert competence. (c) A
11 committee of the board upon which the defendant does not serve, as to matters within its
12 designated authority, which committee the defendant believes to merit confidence, so long as, in
13 any such case, the defendant acts in good faith, after reasonable inquiry when the need therefor is
14 indicated by the circumstances and without knowledge that would cause such reliance to be
15 unwarranted.

16 If the trier of fact finds that a defendant complied with the above and also
17 performed his duties to the Bank in good faith, in a manner the defendant believes to be in the
18 best interests of the Bank and its shareholder THE HOLDING COMPANY, and with such care,
19 including reasonable inquiry, as an ordinarily prudent person in a like position would use under
20 similar circumstances, then the defendant cannot be found liable. Cal. Corp. Code Section
21 309(a), (b) and (c).

22 (a) The phrase "under similar circumstances" is intended to make sure that the
23 director's performance is judged based on the circumstances at the time and not judged with the
24 benefit of hindsight. Legislative Committee Comments to Cal. Corp. Code Section 309.

25 (b) The business judgment rule is intended to protect a director from liability for a
26 "mistake in business judgment which is made in good faith and in what he or she believes to be
27 the best interest of the corporation, where no conflict of interest exists." *Castetter*, 184 F.3d
28 at 1044.

1 (c) “Under California law, a ‘prima facie showing of good faith and reasonable
2 investigation is established when a majority of the board is comprised of outside directors and the
3 board’ has received the advice of independent consultants.” *Id.* at 1045 (quoting *Katz v. Chevron*
4 *Corp.*, 22 Cal. App. 4th 1352 (1994)).

5 (d) A director’s personal interest in a corporate distribution to shareholders will
6 disqualify the director from the business judgment rule’s protection *only if* the director derives
7 some benefit from the distribution *to the exclusion of other shareholders*. *Rich v. Shrader*, 2010
8 WL 3717373, *7 (S.D. Cal. 2010); *Sinclair Oil Corp. v. Levien*, 280 A.2d 717, 720–21
9 (Del. 1971); *Metro. Cas. Ins. Co. v. First State Bank of Temple*, 54 S.W.2d 358, 360
10 (Tex. Civ. App. 1932), *rev’d. on other grounds*, 79 S.W.2d 835 (Tex. 1935).

11 2. Standard of Care

12 (a) A plaintiff may not use hindsight to substitute a new, more stringent standard
13 of care at trial to replace the standard of care known by defendant to be applicable to defendant’s
14 conduct at the time of the alleged injury. *N.N.V. v. Am. Ass’n of Blood Banks*, 75 Cal. App. 4th
15 1358, 1384–85 (1999).

16 (b) “The circumstances to be considered in deciding defendant’s negligence are
17 those which the evidence shows may reasonably be supposed to have been known to such person,
18 and to have influenced his mind and actions at the time. . . . Negligence is not to be determined
19 by hindsight nor by what a party subsequently learns.” *Scarano v. Schnoor*, 158 Cal. App. 2d
20 612, 622 (1958).

21 3. Damages

22 (a) When a corporate payment of funds is sued upon as “excessive,” the amount
23 of recoverable damages is limited to that portion of the distribution that is established to be
24 “excessive.” *See Rogers v. Hill*, 289 U.S. 582, 592 (1933) (in action by corporation’s shareholder
25 against corporate president and vice presidents for excessive compensation, Supreme Court
26 directed district court to determine to what extent payments constituted misuse of corporate
27 funds); *Albers v. Villa Moret*, 46 Cal. App. 2d 54, 58 (1941) (in suit by shareholder plaintiffs
28 alleging excessive compensation, affirming judgment for defendants where there was a failure of

1 proof as to what would have constituted reasonable salaries); *Jara v. Suprema Meats, Inc.*,
2 121 Cal. App. 4th 1238, 1259–60 (2004) (excessive compensation as akin to dividends).

3 (b) A plaintiff’s successful efforts to mitigate its damages result in an offset of the
4 amount recovered. *Krusi v. Bear, Stearns & Co.*, 144 Cal. App. 3d 664, 673 (1983).

5 (c) The general theory of compensatory damages bars double recovery for the
6 same wrong. 6 Witkin, Summary of California Law 10th (2005) Torts §1550. The classic case of
7 double recovery occurs where joint or concurrent tortfeasors or co-obligors are jointly and
8 severally liable for the same wrong. *Roby v. McKesson Corp.*, 47 Cal. 4th 686, 702 (2009). Only
9 one complete satisfaction is permissible, and if partial satisfaction is received from one, the
10 liability of the other will be correspondingly reduced via the doctrine of offset. See *Ash v.*
11 *Mortensen*, 24 Cal. 2d 654, 658, 660 (1944). A shareholder can also be held liable to the
12 corporation for an allegedly improper dividend and thus may be a joint tortfeasor. California
13 Corporations Code §506(a) (a shareholder who receives a wrongful dividend with knowledge of
14 the facts “indicating the impropriety thereof” is liable to the corporation for the amount of such
15 dividend plus interest).

16 4. *Standing/Capacity to Sue*

17 (a) The FDIC-R has no greater right to bring suit than the entities on whose behalf
18 it is suing. *O’Melveny & Myers v. FDIC*, 512 U.S. 79, 86 (1994) (“[T]he FDIC as receiver ‘steps
19 into the shoes’ of the [bank], obtaining the rights ‘of the depository institution’ *that existed prior*
20 *to receivership.*” (emphasis added)).

21 (b) The FDIC-R does not have the standing to sue on behalf of creditors other
22 than accountholders or depositors. See 12 U.S.C. §1821(d)(2)(A)(i).

23 (c) Creditors, including depositors and other accountholders, are not entitled to
24 bring claims under Section 309. See, e.g., Cal. Corp. Code §309(a); *Copesky v. Superior Court*
25 229 Cal. App. 3d 678, 692 (1991) (the relationship between a bank and its depositor is debtor-
26 creditor).

27 (d) A bank does not have a fiduciary duty to its depositors or other creditors.
28 *Copesky*, 229 Cal. App. 3d at 692, 694 (banks “are not fiduciaries for their depositors”); *Roberts*

1 v. *UBS AG*, No. 12-0724, 2013 WL 1499341, at *11 (E.D. Cal. Apr. 11, 2013) (a bank is not in a
2 fiduciary relationship with its depositors).

3 (e) So long as a bank is solvent, the bank’s directors owe no fiduciary duties to the
4 bank’s creditors, including depositors or other accountholders, under California law. *Berg &*
5 *Berg*, 178 Cal. App. 4th at 1041; *Pittelman v. Pearce*, 6 Cal.App.4th 1436 (1992); *see also In re*
6 *Jacks*, 266 B.R. 728, 738 (9th Cir. B.A.P. 2001) (“[A] director’s fiduciary duties to creditors do
7 not arise until the corporation is insolvent . . .”).

8 5. *Other Affirmative Defenses Subject to Pending Motions*

9 Negligence and gross negligence claims against corporate directors are governed
10 by the two-year statute of limitations period set forth in Cal. Code of Civil Procedure §339(1).
11 *See, e.g., Burt v. Irvine*, 237 Cal. App. 2d 828, 865 (1965) (applying two year statute of
12 limitations for action upon liability not founded upon an instrument of writing applies to action
13 against corporate directors for negligence); *Cooke v. Odell*, 59 Cal. App. 2d 820, 829 (1943).
14 Once a claim is time-barred under state law, appointment of the FDIC-R as receiver cannot revive
15 that claim. *See McSweeney*, 976 F.2d at 534.

16 ABANDONED ISSUES

17 In their February 12, 2016 opposition to the FDIC-R’s motion partial summary
18 judgment, ECF No. 128, the defendants withdrew their second (estoppel), third (waiver), fourth
19 (laches), ninth (failure to mitigate), eleventh (contributory and comparative negligence), and
20 fourteenth (supervening causation) affirmative defenses.

21 WITNESSES

22 The FDIC-R’s witnesses are listed in Attachment A. The defendants’ witnesses
23 are listed in Attachment B. Each party may call any witnesses designated by the other.

24 A. The court will not permit any other witness to testify unless:

- 25 (1) The party offering the witness demonstrates that the witness is for the
26 purpose of rebutting evidence that could not be reasonably anticipated at
27 the pretrial conference, or

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1 (2) The witness was discovered after the pretrial conference and the proffering
2 party makes the showing required in “B,” below.

3 B. Upon the post pretrial discovery of any witness a party wishes to present at trial,
4 the party shall promptly inform the court and opposing parties of the existence of
5 the unlisted witnesses so the court may consider whether the witnesses shall be
6 permitted to testify at trial. The witnesses will not be permitted unless:

7 (1) The witness could not reasonably have been discovered prior to the
8 discovery cutoff;

9 (2) The court and opposing parties were promptly notified upon discovery of
10 the witness;

11 (3) If time permitted, the party proffered the witness for deposition; and

12 (4) If time did not permit, a reasonable summary of the witness’s testimony
13 was provided to opposing parties.

14 EXHIBITS, SCHEDULES AND SUMMARIES

15 Joint exhibits are listed in Attachment C. Joint Exhibits shall be identified as JX
16 and listed numerically, e.g., JX-1, JX-2.

17 The FDIC-R’s exhibits are identified in Attachment D. At trial, plaintiff’s exhibits
18 shall be listed numerically.

19 The defendants’ exhibits are identified on attachment E. At trial, defendant’s
20 exhibits shall be listed alphabetically, first A, B, C, etc., then AA, AB, AC, etc., and then A-1,
21 A-2, A-3, etc.

22 All exhibits must be premarked.

23 The parties must prepare exhibit binders for use by the court at trial, with a side tab
24 identifying each exhibit in accordance with the specifications above. Each binder shall have an
25 identification label on the front and spine.

26 The parties must exchange exhibits no later than twenty-eight days before trial.
27 Any objections to exhibits are due no later than fourteen days before trial.

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1 A. The court will not admit exhibits other than those identified on the exhibit lists
2 referenced above unless:

3 (1) The party proffering the exhibit demonstrates that the exhibit is for the
4 purpose of rebutting evidence that could not have been reasonably
5 anticipated, or

6 (2) The exhibit was discovered after the issuance of this order and the
7 proffering party makes the showing required in Paragraph "B," below.

8 B. Upon the discovery of exhibits after the discovery cutoff, a party shall promptly
9 inform the court and opposing parties of the existence of such exhibits so that the
10 court may consider their admissibility at trial. The exhibits will not be received
11 unless the proffering party demonstrates:

12 (1) The exhibits could not reasonably have been discovered earlier;

13 (2) The court and the opposing parties were promptly informed of their
14 existence;

15 (3) The proffering party forwarded a copy of the exhibits (if physically
16 possible) to the opposing party. If the exhibits may not be copied the
17 proffering party must show that it has made the exhibits reasonably
18 available for inspection by the opposing parties.

19 DISCOVERY DOCUMENTS

20 Counsel must lodge the sealed original copy of any deposition transcript to be used
21 at trial with the Clerk of the Court on the first day of trial. However, to the extent the parties
22 agree that certified copies of certain depositions may be used in lieu of sealed originals, the court
23 approves such use.

24 Discovery Materials the FDIC-R Intends to Use at Trial

25 The FDIC-R intends to offer the following portions of depositions, answers to
26 interrogatories and responses to requests for admission at trial. Videotaped deposition counter-
27 designations are listed in bold. The parties are directed to meet and confer to identify objections

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1 to deposition material and alert the court promptly to objections that require resolution prior to
2 playing a videotaped deposition during trial.

3 *1. Depositions*

- 4 a) Peter Buck (Aug. 26, 2015): 6:12-14, 8:9-18, 9:18-11:19, 13:22-15:17, 17:9-18:9, 21:23-
5 22:23, 24:24-25:15, 26:20-27:2, 27:19-28:19, 29:13-18, 30:1-32:10, 32:22-36:10, 39:2-18,
6 40:20-41:10, 43:17-44:11, 49:14-18, 51:3-53:4, **57:25-59:3**, 62:5-24, **64:13-65:9**, **66:2-67:9**,
7 75:19-25, 82:14-83:14.
- 8 b) Peter Buck (Mar. 6, 2013): **5:13-15**, **44:20-41:12**, **45:17-47:19**, **51:21-53:7**, **96:6-97:10**.
- 9 c) Murray Bodine (Aug. 25, 2015): 6:23-7:5, 7:10-8:8, 9:6-23, 10:7-11:11, 14:6-16:15, 19:7-
10 22:10, 24:4-29:6, 30:18-33:12, 33:13-36:1, 36:4-36:7, 32:2-8, 40:3-41:13, 45:7-46:14, 47:3-8,
11 47:19-48:18, 49:9-50:12, 50:19-51:3, 52:6-17, 53:1-18, 54:10-56:9, 59:6-25, 60:8-23, 65:17-
12 66:16, 66:19-67:22, 69:1-70:4, 76:10-15, 99:23-100:1, 108:25-111:5, 111:25-112:5, 120:15-
13 121:22, 124:18-125:10, 126:13-127:3.
- 14 d) Murray Bodine (Mar. 20, 2013): **46:17-47:12**, **48:8-21**, **49:8-50:1**.
- 15 e) Gary Findley (Sept. 8, 2015): 7:9-10, 10:14-17, 12:13-25: 13:1-14, 15:21-25, 16:1-12, 22:3-
16 11, **20:11-25**, **21:1-25**, **22:1-2**, 22:18-22, **22:23-25**, **23:1-5**, 28:1-6, 30:2-10, 30:17-21, 31:2-
17 17, 33:17-25, 34:1-13, 38:22-25, 39:1-25, 40:1-2, **46:6-12**, 48:9-18, 49:8-25, 50:1-25, 54:8-
18 12, 53:1-13, 55:23-25, 56:1-10, **56:11**, 57:12-25, 58:10-59:1, 59:8-17, 62:12-25, 63:11-15,
19 64:15-21, 65:16-19, 67:2-6, 67:14-25, 68:1-122, 69:4-25, 70:1-5, 71:12-24, 72:1-25, 73:1-5,
20 74:16-21, 75:2-8, 75:22-25, 76:15-25, 77:7-21, 78:2-25, 79:1-11, 80:11-25, 81:1-3, 81:9-25,
21 82:1-7, 83:7-84:1, 84:15-19, 85:3-7, 87:4-25, 88:1-9, 89:2-25, 90:13-91:1, 91:12-25, 92:1-25,
22 93:1-2, 93:9-16, 94:7-17, 95:17-20, 96:16-23, 97:22-25, 98:1-18, 99:14-25, 100:1-6, 100:15-
23 25, 101:1-7, 103:14-24, 104:9-105:1, 105:21-25, 106:11-14, 107:24-25, 108:1-16, 109:1-2,
24 110:1-25, 111:1-19, 112:14-25, 113:1-10, 113:16-19, 114:1-4, 116:2-25, 117:1-19, 118:22-25,
25 119:18-120:1, 125:9-15, 126:1-3, **128:1-5**, 128:6-23, 129:20-25, 130:1-4, 131:3-18, 132:8-14,
26 132:18-25, 135:2-10, 136:7-14, **137:18-25**, **138:16-17**, 138:18-25, 139:1-3, 139:9-25, 140:1-
27 3, 140:10-17, **140:18-25**, **141:1-4**, 143:16-25, 144:1-14, **151:17-20**, **156:10-22**, 162:2-10,
28 163:15-21, 165:17-22, 169:19-22, 170:7-24, 172:8-25, 173:1-25, 174:1-175:6, 176:10-177:16,

1 178:10-16, 179:1-3, 181:7-182:3, **184:9-25, 185:1-12, 186:1-21**, 186:14-21, **191:7-11**,
2 194:24-25, 195:15-19, 196:1-197:2, **199:2-4, 204:9-11, 207:25, 208:1-25, 209:1-4, 209:13-**
3 **25, 209:20-23, 210:1-10, 210:22-25, 211:1-6**, 212:23-214:2, 216:11-25, **217:1-11**, 217:6-11,
4 218:12-219:12, 223:5-18, **222:20-25, 223:1-4, 224:16-25, 225:1-4, 226:11-14**, 230:23-233:9,
5 233:14-234:6, 235:15-238:1, 238:15-139:6, 239:24-240:4, 240:19-23, 241:9-25, 244:23-24,
6 245:5-246:19, **247:6-10**, 247:21-24, 248:3-9, 248:18-25, 249:1-10, **250:20-23**, 250:24-25,
7 251:1-14, 252:14-21, **265:9-13, 354:8-9, 367:22-25, 368:1-25**, 374:5-19, **374:20-25, 375:1-**
8 **12, 375:24-25, 376:1-25, 377:6, 378:10-11**.

9 f) Gary Findley (Feb. 22, 2013): **34:20-25, 35:1-6, 48:6-25, 49:1-9, 55:8-12, 76:8-14, 91:23-25,**
10 **92:1-13, 98:6-19, 111:5-25, 112:1-7, 113:2-25, 118:1-22, 119:23-25, 120:1-17, 122:6-11,**
11 **125:15-25, 126:1-6**.

12 g) Robert Hartline (Aug. 19, 2015): 6:6-8, 8:17-9:19, 12:21-23, 33:16-19, 34:3-8, 34:18-35:3,
13 35:10-13, 40:2-5, 47:23-48:15, 49:15-21, 49:24-25, 50:2-5, **63:18-24**, 63:25-64:22, 64:23-
14 65:5, **64:23-65:17**, 65:18-66:1, **66:2-10**, 66:2-21, 67:6-20, 69:16-21, 70:7-73:5, 74:11-12,
15 74:17-75:1, 75:8-9, 75:19-24, 76:4-20, 77:19-78:20, 82:1-85:7, **85:8-86:18**, 86:19-87:2,
16 87:23-88:6, 89:20-23, 90:10-15, 91:22-92:2, 92:5-6, 96:18-21, 96:22-97:3, 99:15-19, 102:10-
17 14, 103:21-104:11, 109:2-110:12, 111:11-112:18, 114:8-19, 120:2-122:6, 122:19-126:23,
18 **128:5-18, 130:18-131:5, 131:13-15, 132:12-134:22**, 139:14-140:1, 141:15-142:11, 142:20-
19 143:23, **144:18-145:4**.

20 h) Adam Keefer (Aug. 26, 2015): 6:15-20, 7:23-9:12, 10:20-11:22, 48:14-50:10, 55:18-60:24,
21 61:7-62:3, 67:2-71:4.

22 i) Susan Salerno (Sept. 3, 2015): **17:2-10, 24:4-7**.

23 j) Gary Strauss (July 8, 2015): 7:6-8, **8:20-9:1**, 9:8-10:2, 10:8-16, 11:10-12, 14:17-23, 15:17-
24 16:12, 18:13-24, 19:3-22:12, 23:5-25, 24:23-26:22, 27:8-25, 28:7-29:8, 30:11-31:17, 33:5-9,
25 34:9-11, 35:5-37:12, 39:23-40:6, **41:2-7**, 43:22-25, 44:7-45:11, 46:19-22, 47:4-6, 47:9-23,
26 53:10-15, 54:2-55:17, 56:10-57:11, 57:22-58:4, 58:10-19, 59:1-23, 61:14-16, 63:18-64:10,
27 65:11-23, 68:13-69:5, 69:10-13, 71:11-15, **72:15-16**, 72:22-73:14, 75:2-8, 75:24-76:6, 76:23-
28 77:6, 78:2-10, 78:11-13, 80:1-81:7, 84:16-85:7, 91:15-22, 92:19-93:11, **93:18-20**, 94:12-95:9,

1 95:25-96:10, 96:14-98:8, 98:20-99:5, **99:12-15, 100:6-8**, 105:3-108:15, 111:1-7, 114:8-
2 115:22, 115:25-116:8, 116:13-117:3, 117:18-119:1, **120:18-23**, 121:9-21, **121:22-122:5**,
3 122:9-15, 123:14-18, 127:9-13, 130:8-132:8, 132:19-134:1, 139:3-140:6, 1540:12-141:3,
4 143:3-144:2, 144:11-14, 145:9-147:16, 148:15-149:15, 150:1-9, 150:20-151:15, 152:15-19,
5 154:7-13, 160:19-161:15, 163:17-21, 164:4-165:2, 165:16-166:24, 167:3-12, 167:17-22,
6 **168:15-17, 169:1-22, 170:14-171:12**, 173:3-176:11, 177:14-178:3, 179:3-7, **179:16-180:4**,
7 180:5-181:6, 182:6-13, 183:8-184:13, 185:21-186:6, 187:2-15, 187:25-188:8, 190:3-191:7,
8 192:2-5, 193:4-10, 193:21-195:17, 196:10-24, 197:1-11, 198:4-7, **198:8-14, 199:16-200:5**,
9 **215:8-217:10, 229:18-230:7, 231:9-20, 232:1-11**.

10 k) Richard Tuohey (Aug. 25, 2015): 7:13-16, 9:25-10:5, 72:22-73:7, 73:20-75:12, 75:22-25,
11 76:1-77:3, 80:6-81:4, 86:7-89:15, 94:20-96:4, 98:9-101:6, 102:10-19; 103:14-105:6, 106:6-
12 110:10, 112:15-113:6, 114:5-18.

13 l) Mary Viereck (Sept. 2, 2015): **13:18-19, 45:13-16, 70:5-20, 82:10-25, 83:1-9**.

14 2. *Responses to Interrogatories*

15 a) Defendant Robert Ching's Response to Plaintiff's First Set of Interrogatories (Jan. 19, 2015)

16 b) Defendant Eugene Even's Response to Plaintiff's First Set of Interrogatories (Jan. 19, 2015)

17 c) Defendant Donald Leforce's Response to Plaintiff's First Set of Interrogatories (Jan. 19,
18 2015)

19 d) Defendant Luther McLaughlin's Response to Plaintiff's First Set of Interrogatories (Jan. 19,
20 2015)

21 e) Defendant Robert Morgan's Response to Plaintiff's First Set of Interrogatories (Jan. 19, 2015)

22 f) Defendant James Rickards' Response to Plaintiff's First Set of Interrogatories (Jan. 19, 2015)

23 g) Defendant Gary Strauss' Response to Plaintiff's First Set of Interrogatories (Jan. 19, 2015)

24 h) Defendant Hubert Townshend's Response to Plaintiff's First Set of Interrogatories (Jan. 19,
25 2015)

26 i) Defendant John Coger's Response to Plaintiff's First Set of Interrogatories (Jan. 19, 2015)

27 j) Defendant Keith Robbins' Response to Plaintiff's First Set of Interrogatories (Jan. 19, 2015)

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- 1 k) Defendant Robert Ching's Response to Plaintiff's Second Set of Interrogatories (Sept. 8,
2 2015); Supplemental Response (October 27, 2015); Second Supplemental Response (Nov. 10,
3 2015)
- 4 l) Defendant Eugene Even's Response to Plaintiff's Second Set of Interrogatories (Sept. 8,
5 2015); Supplemental Response (October 27, 2015); Second Supplemental Response (Nov. 10,
6 2015)
- 7 m) Defendant Donald Leforce's Response to Plaintiff's Second Set of Interrogatories (Sept. 8,
8 2015); Supplemental Response (October 27, 2015); Second Supplemental Response (Nov. 10,
9 2015)
- 10 n) Defendant Luther McLaughlin's Response to Plaintiff's Second Set of Interrogatories
11 (Sept. 8, 2015); Supplemental Response (October 27, 2015); Second Supplemental Response
12 (Nov. 10, 2015)
- 13 o) Defendant Robert Morgan's Response to Plaintiff's Second Set of Interrogatories (Sept. 8,
14 2015); Supplemental Response (October 27, 2015); Second Supplemental Response (Nov. 10,
15 2015)
- 16 p) Defendant James Rickards' Response to Plaintiff's Second Set of Interrogatories (Sept. 8,
17 2015); Supplemental Response (October 27, 2015); Second Supplemental Response (Nov. 10,
18 2015)
- 19 q) Defendant Gary Strauss' Response to Plaintiff's Second Set of Interrogatories (Sept. 8, 2015);
20 Supplemental Response (October 27, 2015); Second Supplemental Response (Nov. 10, 2015)
- 21 r) Defendant Hubert Townshend's Response to Second Set of Interrogatories (Sept. 8, 2015);
22 Supplemental Response (October 27, 2015); Second Supplemental Response (Nov. 10, 2015)
- 23 s) Defendant John Coger's Response to Plaintiff's Second Set of Interrogatories (Sept. 8, 2015);
24 Supplemental Response (October 27, 2015); Second Supplemental Response (Nov. 10, 2015)
- 25 t) Defendant Keith Robbins' Response to Plaintiff's Second Set of Interrogatories (Sept. 8,
26 2015); Supplemental Response (October 27, 2015); Second Supplemental Response (Nov. 10,
27 2015)

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1 3. *Requests for Admission*

- 2 a) Defendant Robert Ching’s Supplemental Response to Plaintiff’s First Set of Requests for
3 Admission (Oct. 27, 2015); Second Supplemental Response (Nov. 10, 2015)
- 4 b) Defendant Eugene Even’s Supplemental Response to Plaintiff’s First Set of Requests for
5 Admission (Oct. 27, 2015); Second Supplemental Response (Nov. 10, 2015)
- 6 c) Defendant Donald Leforce Supplemental Response to Plaintiff’s First Set of Requests for
7 Admission (Oct. 27, 2015); Second Supplemental Response (Nov. 10, 2015)
- 8 d) Defendant Luther McLaughlin Supplemental Response to Plaintiff’s First Set of Requests for
9 Admission (Oct. 27, 2015); Second Supplemental Response (Nov. 10, 2015)
- 10 e) Defendant Robert Morgan’s Supplemental Response to Plaintiff’s First Set of Requests for
11 Admission (Oct. 27, 2015); Second Supplemental Response (Nov. 10, 2015)
- 12 f) Defendant James Rickards’ Supplemental Response to Plaintiff’s First Set of Requests for
13 Admission (Oct. 27, 2015); Second Supplemental Response (Nov. 10, 2015)
- 14 g) Defendant Gary Strauss’ Supplemental Response to Plaintiff’s First Set of Requests for
15 Admission (Oct. 27, 2015); Second Supplemental Response (Nov. 10, 2015)
- 16 h) Defendant Hubert Townshend’s Supplemental Response to Plaintiff’s First Set of Requests
17 for Admission (Oct. 27, 2015); Second Supplemental Response (Nov. 10, 2015)
- 18 i) Defendant John Coger’s Supplemental Response to Plaintiff’s First Set of Requests for
19 Admission (Oct. 27, 2015); Second Supplemental Response (Nov. 10, 2015)
- 20 j) Defendant Keith Robbins’ Supplemental Response to Plaintiff’s First Set of Requests for
21 Admission (Oct. 27, 2015); Second Supplemental Response (Nov. 10, 2015)

22 Discovery Documents the Defendants Intend to Offer at Trial

23 1. *Depositions*

- 24 a) Peter Buck (March 6, 2013): 21:1-16.
- 25 b) Peter Buck (Aug. 26, 2015): **5:22-6:4**, 8:9-11:19, 13:22-14:19, 15:6-10, 21:17-22, 27:5-10,
26 **39:19-23**, 42:2-43:16, 44:23-45:15, 50:16-24, 51:3-52:7, 59:4-60:21, 61:15-62:24, 64:8-12,
27 69:22-71:9, 73:10-74:20, 75:17-76:19.
- 28 c) Murray Bodine (March 2013): 14:2-11, 40:16-41:8, 48:22-49:7.

- 1 d) Murray Bodine (Aug. 25, 2015): **6:23-7:8**, 9:15-23, 10:7-12, 11:14-21, 14:12-15, 15:1-13,
2 15:16-16:22, 17:4-19:6, 20:21-21:20, 24:4-25:3, 27:20-28:23, 30:22-31:16, 34:14-36:7,
3 **46:15-47:1**, **48:22-49:8**, 53:19-23, **58:22-59:5**, 70:6-73:16, 83:12-85:3, 86:24-87:3, 94:8-
4 101:2, 103:10-104:11, 112:4-18, 118:23-120:12.
- 5 e) Gary Findley (Feb. 22, 2013): 5:12-13, 8:14-23, 9:23-10:13, 13:22-14:10, 14:17-22, 15:22-
6 17:16, 18:7-17, 19:7-22:3, 22:8-25:3, 25:23-34:14, 35:12-44:11, 46:10-48:5, 51:4-17, 52:17-
7 53:16, 55:13-56:11, 57:3-58:2, 58:22-63:5, 64:18-76:7, 76:22-78:9, 80:7-87:22, 88:25-91:22,
8 94:13-99:5, 100:4-101:6, 102:6-103:2, 104:20-24, 105:4-106:19, 107:2-108:7, 108:24-109:20,
9 110:8-111:2, 112:8-113:17, 114:15-117:1, 119:13-22, 120:10-19, 121:5-122:1, 122:12-18,
10 129:5-10, 133:14-135:18, 136:14-17.
- 11 f) Gary Findley (Sept. 8, 2015): 7:9-10, 10:14-11:21, 12:5-20:10, 25:6-26:13, 28:1-22, 38:22-
12 43:2, 44:12-17; 45:5-46:5, 46:12-49:7; 56:12-57:25, 62:12-65:15, 69:4-8, 70:19-71:11, 77:22-
13 78:8, 79:2-11, 109:5-25, 121:16-123:4, 125:9-127:25, 135:11-136:6, 137:5-17, 138:3-15,
14 141:12-143:5, 143:16-22, 144:22-145:5, 151:21-153:9, 154:2-155:1, 157:22-162:1, 164:1-
15 170:24, 171:13-172:23, 175:7-176:19, 182:4-184:8, 185:13-25, 188:5-190:2, 191:12-194:15,
16 197:3-199:1, 199:18-204:8, 204:22-205:19, 205:24-207:5, 209:5-12, 210:11-22, 211:7-
17 213:14, 216:11-217:1, 217:12-222:19, 223:19-224:15, 225:5-226:10, 226:15-229:17, **240:11-**
18 **25**, 243:9-244:17, 244:23-245:10, 246:25-247:5, 249:24-250:19, 264:18-265:8, 265:22-
19 266:14, 273:2-274:4, 276:6-8, 287:16-289:19, 289:23-335:19, 337:15-339:25, 340:13-353:17,
20 353:21-354:7, 354:10-367:21; 377:11-378:9.
- 21 m) Robert Hartline (Aug. 19, 2015): 6:6-8, 9:2-15, **9:16-10:9**, 10:11-12:11, 12:21-14:4, 14:11-
22 49:25, 50:6-58:14, 58:22-62:14, 67:21-69:13, 81:23-83:1, 84:3-20, 111:11-24, 127:14-24,
23 135:3-23, 145:16-147:3.
- 24 n) Adam Keefer (Aug. 26, 2015): 6:17-20, 7:23-9:12, 10:8-12:20, 13:22-14:4, 15:17-16:12,
25 29:8-19, 29:25-34:19, 39:7-18, 40:24-41:6, 46:2-12, 47:6-9, 50:15-53:16, 55:18-56:14, 59:8-
26 21, 63:9-65:22, 67:20-68:1.
- 27 o) Susan Salerno (Sept. 3, 2015): 6:18-20, 24:8-25:15, 26:21-31:16, 34:24-35:24, 38:19-41:7.
- 28

- 1 p) Gary Strauss (July 8, 2015): 7:3-8, 8:14-19, 9:8-11:12, 12:11-13:3, 14:11-15:16, **24:8-**
2 **15,30:14-31:11, 32:23-33:4, 33:10-12, 33:13-34:6, 34:7-8, 34:15-35:4, 37:15-38:5, 39:14-19,**
3 **40:10-41:1, 45:12-46:18, 46:23-47:3, 47:9-23, 53:16-55:2, 55:14-56:6, 57:7-61:4, 61:21-**
4 **62:4, 64:11-65:7, 66:7-22, 67:5-68:12, 69:14-22, 72:8-14, 74:21-75:1, 75:24-76:6, 76:23-**
5 **78:1, 78:14-21, 81:8-14, 82:15-83:8, 83:24-85:11, 85:21-86:7, 86:17-88:5, 89:22-90:6, 90:19-**
6 **25, 93:12-17, 95:10-24, 98:9-14, 99:6-11, 99:16-100:5, 104:22-105:2, 108:16-109:22, 111:8-**
7 **112:1, 112:18-20, 115:23-24, 116:9-12, 119:2-120:10, 122:6-8, 122:16-123:6, 126:13-18,**
8 **127:9-13, 128:4-10, 128:19-130:7, 134:2-11, 140:1-11, 145:1-8, 147:17-148:1, 149:16-25,**
9 **152:6-14, 169:4-10, 169:23-170:13, 172:4-177:10, 177:11-13, 178:6-179:2, 179:8-15, 186:7-**
10 **10, 186:13-22, 187:1-188:25, 189:7-190:2, 191:8-192:1, 192:6-15, 192:22-25, 193:1-3,**
11 **193:7-20, 193:25-194:10, 194:17-25, 195:18-196:3, 197:12-20, 198:24-25, 199:1-5, 199:9-**
12 **15, 214:19-215:7, 219:12-220:12, 227:15-229:6, 231:4-8, 232:12-19.**
- 13 q) Richard Tuohey (Aug. 25, 2015): 7:13-16, 9:14-19, 16:8-17:1, 18:4-22:22, 23:4-25:7, 28:15-
14 29:2, 29:24-32:12, 33:7-39:20, 43:14-44:13, 47:12-48:21, 48:25-54:22, 55:9-56:11, 57:11-
15 65:10, 65:25-68:21, 70:9-14, 108:25-109:20.
- 16 r) Mary Viereck (Sept. 2, 2015): 8:4-7, 15:13-18:17, 22:12-23:15, 24:1-22, 27:15-31:19, 37:21-
17 41:24, 43:25-45:12, 47:9-48:7, 50:2-5, 58:10-59:2, 61:9-70:4, 70:21-72:11, 74:17-75:3, 76:8-
18 78:17, 79:14-82:9, 83:11-84:9, 85:3-91:9, 94:12-111:14, 114:21-115:16, 116:6-117:24,
19 119:14-22, 120:13-123:7.

20 2. Responses to Interrogatories

- 21 a) Amended Response of Plaintiff FDIC as Receiver for Butte Community Bank to First Set of
22 Special Interrogatories Propounded by Defendant Gary Strauss (March 12, 2014);
- 23 b) FDIC's Objections and Responses to Defendant Donald Leforce's First Set of Interrogatories
24 (December 8, 2014);
- 25 c) Plaintiff FDIC-R's Responses to Defendant Gary Strauss' Second Set of Interrogatories
26 (December 8, 2014);
- 27 d) FDIC's Objections and Responses to Defendant Donald Leforce's Second Set of
28 Interrogatories (April 17, 2015);

- 1 e) FDIC-R's Supplemental Objections and Responses to Defendant Donald Leforce's Second
2 Set of Interrogatories (September 18, 2015);
- 3 f) FDIC's Objections and Responses to Defendant Robert Ching's First Set of Interrogatories
4 (April 17, 2015);
- 5 g) FDIC's Supplemental Objections and Responses to Defendant Robert Ching's First Set of
6 Interrogatories (September 18, 2015).

7 *3. Requests for Admission*

- 8 a) Plaintiff FDIC-R's Objections and Responses to Defendant Gary Strauss' First Set of
9 Requests for Admission (November 24, 2014);
- 10 b) FDIC-R's Response to Defendant Donald Leforce's First Set of Requests for Admission
11 (April 17, 2015).

12 *4. Requests for Production*

- 13 a) FDIC-R's Response to Defendant Donald Leforce's First Set of Requests for Production
14 (December 8, 2014);
- 15 b) Plaintiff's Amended Responses to Defendant Donald Leforce's First Set of Requests for
16 Production (May 4, 2015).

17 FURTHER DISCOVERY OR MOTIONS

18 The Parties do not request leave to conduct further discovery or file pretrial
19 motions other than motions *in limine* and Plaintiff's request for a trial protective order.

20 AMENDMENTS AND DISMISSALS

21 On April 21, 2016, the parties filed with the court a stipulation for dismissal of
22 defendant Ellis Matthews. ECF No. No. 140. Matthews was dismissed on May 3, 2016. ECF
23 No. 145.

24 In the parties' joint pretrial statement, the defendants requested clarification of two
25 pleadings issues. First, the defendants requested clarification whether the FDIC-R's complaint
26 includes claims for negligence and breaches of fiduciary duty. Since the time the parties prepared
27 their joint pretrial statement, the court issued its order on the FDIC-R's motion for summary
28 judgment. In that order, the court found that the complaint includes claims for breaches of

1 fiduciary duty and negligence. *See* Order May 27, 2016, at 14–16, ECF No. 168 (“[A]mong the
2 FDIC’s remaining claims is at least one whose gravamen is the directors’ breach of fiduciary
3 duties. . . . [T]he FDIC’s complaint also includes claims of negligence, now funneled into its
4 claim under Corporations Code section 309.”).

5 Second, the defendants requested clarification that the FDIC-R’s complaint
6 includes no allegations of “subsequent dividends” following the original \$8.8 million dividend.
7 The FDIC-R responded that its complaint includes allegations of damages beyond \$8.8 million
8 and argues the parties understood as much during discovery. Without context, the court cannot
9 make general rulings with regard to these issues. The defendants may object at trial if the FDIC-
10 R offers evidence it was required to disclose under Federal Rule of Evidence 26, but did not
11 disclose. The defendants may also object at trial if the FDIC-R proceeds on a previously
12 undisclosed theory of their liability. *But see* Fed. R. Civ. P. 15(b)(1) (“If, at trial, a party objects
13 that evidence is not within the issues raised in the pleadings, the court may permit the pleadings
14 to be amended. The court should freely permit an amendment when doing so will aid in
15 presenting the merits and the objecting party fails to satisfy the court that the evidence would
16 prejudice that party’s action or defense on the merits. The court may grant a continuance to
17 enable the objecting party to meet the evidence.”).

18 SETTLEMENT

19 The parties have discussed potential settlement of the present action and do not
20 believe that a court settlement conference is necessary or advisable at this time.

21 JOINT STATEMENT OF THE CASE

22 The parties proposed a joint statement of the case. The court proposes the
23 following modified statement:

24 This case is between the Federal Deposit Insurance Corporation,
25 which you may know as the “FDIC,” and ten former directors of
26 Butte Community Bank. Two of those directors also served as the
Bank’s senior officers.

27 The FDIC is a federal government agency and is acting as the
28 “receiver” for Butte Community Bank. As “receiver,” the FDIC is
essentially a custodian of the Bank’s affairs. In this lawsuit, the
FDIC seeks to recover a dividend paid to the Holding Company

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that owned the Bank, and additional damages the FDIC says were incurred by the Bank as a result. The FDIC believes this dividend harmed the Bank and personally benefitted the Defendants. The FDIC alleges the Defendants were negligent and breached their fiduciary duties in allowing this dividend to be distributed.

The Defendants claim the dividend did not harm the Bank, did not provide any unusual or improper personal benefit to any of them, and complied with all applicable laws, regulations, and standards governing the proper amount for a bank dividend.

SEPARATE TRIAL OF ISSUES

The parties do not believe that it would be feasible or advisable to separate trial of any of the issues in this action.

IMPARTIAL EXPERTS OR LIMITATION OF EXPERTS

The parties do not believe that it would be feasible or advisable for the court to appoint an impartial expert witness or limit the number of expert witnesses that may be called to testify by the Parties.

ATTORNEYS' FEES

The FDIC-R does not intend to seek attorneys' fees in this action. The defendants intend to seek attorneys' fees by post-trial motion.

ESTIMATED TIME OF TRIAL/TRIAL DATE

Jury trial is set for **October 31, 2016**, at 9:00 a.m. in Courtroom Three before the Honorable Kimberly J. Mueller. Trial is anticipated to last twelve days. The parties are directed to Judge Mueller's default trial schedule outlined on her web page on the court's website.

PROPOSED JURY VOIR DIRE AND PROPOSED JURY INSTRUCTIONS

The parties shall file any proposed jury *voir dire* seven days before trial. Each party will be limited to ten minutes of jury *voir dire*.

The court directs counsel to meet and confer in an attempt to generate a joint set of jury instructions and verdicts. The parties shall file any such joint set of instructions fourteen days before trial, identified as "Jury Instructions and Verdicts Without Objection." To the extent the parties are unable to agree on all or some instructions and verdicts, their respective proposed instructions are due fourteen days before trial.

1 Counsel shall e-mail a copy of all proposed jury instructions and verdicts, whether
2 agreed or disputed, as a word document to kjmorders@caed.uscourts.gov no later than fourteen
3 days before trial; all blanks in form instructions should be completed and all brackets removed.

4 Objections to proposed jury instructions must be filed seven days before trial; each
5 objection shall identify the challenged instruction and shall provide a concise explanation of the
6 basis for the objection along with citation of authority. When applicable, the objecting party shall
7 submit an alternative proposed instruction on the issue or identify which of his or her own
8 proposed instructions covers the subject.

9 TRIAL PROTECTIVE ORDER

10 With reliance on Local Rule 141.1(b)(2), the FDIC-R requests issuance of a trial
11 protective order with respect to any reports of examination issued to the Bank by the Federal
12 Deposit Insurance Corporation or California Department of Financial Institutions. Plaintiff also
13 requests approval from the court to redact and/or seal documents or other personally identifiable
14 information regarding the Bank's borrowers and/or specific loans issued by the Bank. The court
15 will address these requests on the morning of trial.

16 DATED: June 28, 2016

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19 _____
20 UNITED STATES DISTRICT JUDGE
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1 ATTACHMENT A: FDIC-R'S WITNESS LIST

2 1. Murray Bodine

3 c/o Christopher S. Hooper
4 Sandler O'Neill & Partners, L.P.
5 1251 Avenue of the Americas, 6th Floor
6 New York, NY 10020

7 This witness is expected to testify about the analyses Sandler O'Neill provided certain
8 representatives of the Bank with respect to a potential stock repurchase and sale-leaseback
9 transaction and the timing and limitations of those analyses. This witness will also testify
10 about communications between Sandler and Butte representatives regarding the prudence
11 of the Tender Offer.

12 (Via videotape or in person)

13 2. Peter Buck

14 c/o Christopher S. Hooper
15 (See above for address)

16 This witness will testify about the analyses Sandler O'Neill provided certain
17 representatives of the Bank with respect to a potential stock repurchase and sale-leaseback
18 transaction and the timing and limitations of those analyses. This witness will also testify
19 about communications between Sandler and Butte representatives regarding the prudence
20 of the Tender Offer.

21 (Via videotape or in person)

22 3. Robert Ching

23 c/o Kevin D. Hughes
24 Tisdale & Nicholson, LLP
25 2029 Century Park East, Suite 900
26 Los Angeles, CA 90067
27 310-286-1260

28 This witness is expected to testify about i) his service on and the operations of the Board
of Directors of the Bank and the Holding Company, ii) the benefits he sought and
ultimately received from the Tender Offer, iii) the process and procedures followed by the
Bank and the Holding Company to evaluate and approve the Dividend, the Tender Offer
and the sale-leaseback transaction, iv) the Bank's financial condition and the economic
environment at the time of the Dividend, and v) the performance of his duties and
responsibilities as a director of the Bank.

(In person)

4. John Coger

c/o Kevin D. Hughes
(See above for address)

1 This witness is expected to testify about i) his service on and the operations of the Board
2 of Directors of the Bank and the Holding Company, ii) his service and responsibilities as
3 an officer of the Bank and the Holding Company, iii) the benefits he sought and ultimately
4 received from the Tender Offer, iv) the process and procedures followed by the Bank and
5 the Holding Company to evaluate and approve the Dividend, the Tender Offer and the
6 sale-leaseback transaction, v) the Bank's financial condition and the economic
7 environment at the time of the Dividend, vi) the performance of his duties and
8 responsibilities as an officer and director of the Bank, and vii) the accounting treatment of
9 the Dividend and sale-leaseback transaction.

10 (In person)

11 5. Eugene Even

12 c/o Kevin D. Hughes
13 (See above for address)

14 While this witness has a medical condition that may need to be addressed prior to his
15 being called as a witness, he currently is expected to testify about i) his service on and the
16 operations of the Board of Directors of Bank and the Holding Company, ii) the benefits he
17 sought and ultimately received from the Tender Offer, iii) the process and procedures
18 followed by the Bank and the Holding Company to evaluate and approve the Dividend,
19 the Tender Offer and the sale-leaseback transaction, iv) the Bank's financial condition and
20 the economic environment at the time of the Dividend, and v) the performance of his
21 duties and responsibilities as a director of the Bank.

22 (In person)

23 6. Gary Findley

24 Findley & Associates
25 1470 N. Hundley Street
26 Anaheim, CA 92806-7136

27 This witness is expected to testify about i) the scope and limitations of his service and
28 involvement in the Tender Offer, Dividend and the sale-leaseback transaction, ii) the
benefits sought and received by members of his family from their participation in the
Tender Offer, iii) the process and procedures required to be followed by the Bank and the
Holding Company to approve the Dividend, the Tender Offer and the Sale-Leaseback
transaction, and iv) the economic and regulatory environment at the time of the Dividend.

(Via videotape or in person)

7. Wayne Green

Federal Deposit Insurance Corporation - Receiver Representative
c/o Antony Burt
Schiff Hardin, LLP
233 South Wacker Drive
Chicago, IL 60606

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This witness is expected to testify about: i) the appointment of the FDIC as receiver for the Bank, ii) the duties and responsibilities of FDIC-R, iii) the loss suffered as a result of the failure of the Bank, and iv) how the FDIC-R will distribute any recoveries.

(In person)

8. Robert Hartline

7501 Lorene Road
Redwood Valley, CA

This witness is expected to testify about i) the scope and limitations of the services provided to the Bank and ii) the advice provided to the Bank regarding the accounting treatment of the Dividend and sale-leaseback transaction.

(Via videotape or in person)

9. Adam Keefer

c/o Christopher S. Hooper
(See above for address)

This witness is expected to testify about the analyses Sandler O'Neill provided certain representatives of Butte with respect to a potential stock repurchase and sale-leaseback transaction and the timing and limitations of those analyses. This witness will also testify about communications between Sandler and Butte representatives regarding the prudence of the Tender Offer.

(Via videotape)

10. Charles Kenny - Expert

c/o Antony Burt
(See above for address)

Mr. Kenny's expertise is banking and the duties and responsibilities of boards of directors and bank management. He is expected to testify about the opinions contained in his Expert Report, including i) the appropriateness of Defendants' conduct with respect to the Dividend, ii) the impact of the Dividend on the safety and soundness of the Bank, and iii) the Defendants' duty of care in connection with the Dividend.

(In person)

11. Donald Leforce

c/o Kevin D. Hughes
(See above for address)

This witness is expected to testify about i) his service on and the operations of the Board of Directors of Bank and the Holding Company, ii) the benefits he sought and ultimately received from the Tender Offer, iii) the process and procedures followed by the Bank and the Holding Company to evaluate and approve the Dividend, the Tender Offer and the sale-leaseback transaction, iv) the Bank's financial condition and the economic

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2 environment at the time of the Dividend, and v) the performance of his duties and
responsibilities as a director of the Bank.

3 (In person)

4 12. Charles Matthews

5 c/o James Wright
6 Buchalter Nemper
7 Second Street, Suite 1700
San Francisco, CA 94105-3493

8 This witness is expected to testify about i) his service on and the operations of the Board
9 of Directors of the Bank and the Holding Company, ii) his knowledge of and
10 communication with the Defendants with respect to the Dividend, Tender Offer and sale-
leaseback transaction, iii) the Bank's financial condition and the economic environment at
the time of the Dividend, and iv) the performance of his duties and responsibilities as a
director of the Bank.

11 (In person)

12 13. Luther McLaughlin

13 c/o Kevin D. Hughes
14 (See above for address)

15 This witness is expected to testify about i) his service on and the operations of the Board
16 of Directors of Bank and the Holding Company), ii) the benefits he sought and ultimately
17 received from the Tender Offer, iii) the process and procedures followed by the Bank and
the Holding Company to evaluate and approve the Dividend, the Tender Offer and the
18 sale-leaseback transaction, iv) the Bank's financial condition and the economic
environment at the time of the Dividend, and v) the performance of his duties and
responsibilities as a director of the Bank.

19 (In person)

20 14. Robert Morgan

21 c/o Kevin D. Hughes
22 (See above for address)

23 This witness is expected to testify about i) his service on and the operations of the Board
24 of Directors of Bank and the Holding Company), ii) the benefits he sought and ultimately
25 received from the Tender Offer, iii) the process and procedures followed by the Bank and
the Holding Company to evaluate and approve the Dividend, the Tender Offer and the
26 sale-leaseback transaction, iv) the Bank's financial condition and the economic
environment at the time of the Dividend, and v) the performance of his duties and
responsibilities as a director of the Bank.

27 (In person)
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15. James Rickards

c/o Kevin D. Hughes
(See above for address)

This witness is expected to testify about i) his service on and the operations of the Board of Directors of Bank and the Holding Company), ii) the benefits he sought and ultimately received from the Tender Offer, iii) the process and procedures followed by the Bank and the Holding Company to evaluate and approve the Dividend, the Tender Offer and the sale-leaseback transaction, iv) the Bank's financial condition and the economic environment at the time of the Dividend, and v) the performance of his duties and responsibilities as a director of the Bank.

(In person)

16. Keith Robbins

c/o Kevin D. Hughes
(See above for address)

This witness is expected to testify about i) his service on and the operations of the Board of Directors of the Bank and the Holding Company, ii) his service and responsibilities as an officer of the Bank and the Holding Company, iii) the benefits he sought and ultimately received from the Tender Offer, iv) the process and procedures followed by the Bank and the Holding Company to evaluate and approve the Dividend, the Tender Offer and the sale-leaseback transaction, v) the Bank's financial condition and the economic environment at the time of the Dividend, vi) the performance of his duties and responsibilities as an officer and director of the Bank, and vii) the accounting treatment of the Dividend and sale-leaseback transaction.

(In person)

17. Paul Regan - Expert

c/o Antony Burt
(See above for address)

Mr. Regan's expertise is accounting for financial institutions and damages. He is expected to testify about the opinions contained in his Expert Report and Rebuttal Expert Report, including i) the financial trends impacting the Bank at the time of the Dividend, ii) the accounting principles governing the sale-leaseback transaction on the Bank's capital, and iii) the damages suffered by the Bank from the Dividend and subsequent dividends.

(In person)

18. Gary Strauss

c/o Kevin D. Hughes
(See above for address)

This witness is expected to testify about i) his service on and the operations of the Board of Directors of Bank and the Holding Company), ii) the benefits he sought and ultimately received from the Tender Offer, iii) the process and procedures followed by the Bank and the Holding Company to evaluate and approve the Dividend, the Tender Offer and the

1 sale-leaseback transaction, iv) the Bank's financial condition and the economic
2 environment at the time of the Dividend, and v) the performance of his duties and
responsibilities as a director of the Bank.

3 (By videotaped deposition)

4 19. Christopher Thornberg, PhD - Expert

5 c/o Antony Burt
6 (See above for address)

7 Dr. Thornberg's expertise is economic trends and the real estate market. Dr. Thornberg is
8 expected to testify about the opinions in his Expert Report and Rebuttal Expert Report,
including i) the state of the local, state and national economy at the time of the Dividend,
and ii) the information available to the Defendants about the relevant real estate market.

9 (In person)

10 20. Hubert Townshend

11 c/o Kevin D. Hughes
12 (See above for address)

13 This witness is expected to testify about i) his service on and the operations of the Board
14 of Directors of Bank and the Holding Company, ii) the benefits he sought and ultimately
15 received from the Tender Offer, iii) the process and procedures followed by the Bank and
16 the Holding Company to evaluate and approve the Dividend, the Tender Offer and the
sale-leaseback transaction, iv) the Bank's financial condition and the economic
environment at the time of the Dividend, v) the performance of his duties and
responsibilities as a director of the Bank, and vi) his document retention practices.

17 (In person)

18 21. P. Richard Tuohey

19 c/o Christopher S. Hooper
20 (See above for address)

21 This witness will testify about the analyses Sandler O'Neill provided certain
22 representatives of Butte with respect to a potential stock repurchase and sale-leaseback
transaction and the timing and limitations of these analyses.

23 (Via videotape or in person)

24 22. Rebuttal Witnesses

ATTACHMENT B: DEFENDANTS' WITNESS LIST

1
2 1. Murray Bodine

3 c/o Christopher S. Hooper
4 Sandler O'Neill & Partners, L.P.
5 1251 Avenue of the Americas, 6th Floor
6 New York, NY 10020

7 This witness is expected to testify pertaining to the advice and financial analysis Sandler
8 O'Neill provided Defendants in connection with the Sale-Leaseback and Tender Offer.

9 (Via videotape or in person)

10 2. Peter Buck

11 c/o Christopher S. Hooper
12 (See above for address)

13 This witness is expected to testify pertaining to the advice and financial analysis Sandler
14 O'Neill provided Defendants in connection with the Sale-Leaseback and Tender Offer.

15 (Via videotape or in person)

16 3. Robert Ching

17 c/o Kevin D. Hughes
18 Tisdale & Nicholson, LLP
19 2029 Century Park East, Suite 900
20 Los Angeles, CA 90067
21 310-286-1260

22 This witness is expected to testify pertaining to: (a) general information relating to the
23 Bank and the Holding Company and their respective Boards of Directors, policies,
24 procedures, staff and operations; (b) the formulation of the plan to pursue the Tender
25 Offer; (c) the Tender Offer, Sale-Leaseback and Dividend; (d) the due diligence
26 conducted by the Defendants in connection with the Tender Offer and Sale-Leaseback,
27 and the Dividend authorized to fund the Tender Offer; (e) the Bank's financial condition
28 and the state of the local economy during the relevant time period; (f) the witness's
ownership of the Holding Company stock and participation in the Tender Offer; (g) the \$4
million capital contribution to the Bank made by the Holding Company on or about June
30, 2008; (h) the FDIC-R's purported damages; (i) the Defendants' monetary
contributions to payoff of the PCBB loan; (j) the witness's forfeiture of director fees,
deferred compensation and retirement benefits; (k) regulatory examinations of the Bank
and the Bank's communications with regulators during the relevant time period; (l) the
extent to which outside directors, including witness, participated and carried out their
duties and responsibilities as directors of the Bank and/or the Holding Company; and
(m) any matters in rebuttal.

(In person)

1 4. Stephen Clinton (expert)

2 c/o Kevin D. Hughes
3 (See above for address)

4 Mr. Clinton's area of expertise is banking, investment banking and finance. He is
5 expected to testify pertaining to the opinions contained in his Expert Report, including
6 (a) the due diligence conducted by the Defendants in connection with the Tender Offer
7 and Sale-Leaseback, and the Dividend authorized to fund the Tender Offer; (b) the Bank's
8 financial condition and the state of the local and national economy during the relevant
9 time period; (c) the FDIC-R's purported damages; and (d) any matters in rebuttal.

10 (In person)

11 5. John Coger

12 c/o Kevin D. Hughes
13 (See above for address)

14 This witness is expected to testify pertaining to: (a) general information relating to the
15 Bank and the Holding Company and their respective Boards of Directors, policies,
16 procedures, staff and operations; (b) the formulation of the plan to pursue the Tender
17 Offer; (c) the Tender Offer, Sale-Leaseback and Dividend; (d) the due diligence
18 conducted by the Defendants in connection with the Tender Offer and Sale-Leaseback,
19 and the Dividend authorized to fund the Tender Offer; (e) the Bank's financial condition
20 and the state of the local economy during the relevant time period; (f) the witness's
21 ownership of the Holding Company stock and participation in the Tender Offer; (g) the \$4
22 million capital contribution to the Bank made by the Holding Company on or about June
23 30, 2008; (h) the FDIC-R's purported damages; (i) the Defendants' monetary
24 contributions to payoff of the PCB B loan; (j) the witness's forfeiture of deferred
25 compensation and retirement benefits; (k) regulatory examinations of the Bank and the
26 Bank's communications with regulators during the relevant time period; (l) the settlement
27 agreement between the FDIC-R and the Holding Company; (m) interest the Holding
28 Company paid on the PCB B loan; (n) the Bank's/ the Holding Company's financial
function and financial reporting; and (o) any matters in rebuttal.

(In person)

6. Eugene Even

c/o Kevin D. Hughes
(See above for address)

This witness is expected to the Holding Company the Holding Company and their
respective Boards of Directors, policies, procedures, staff and operations; (b) the
formulation of the plan to pursue the Tender Offer; (c) the Tender Offer, Sale-Leaseback
and Dividend; (d) the due diligence conducted by the Defendants in connection with the
Tender Offer and Sale-Leaseback, and the Dividend authorized to fund the Tender Offer;
(e) the Bank's financial condition and the state of the local economy during the relevant
time period; (f) the witness's ownership of the Holding Company stock and participation
in the Tender Offer; (g) the \$4 million capital contribution to the Bank made by the
Holding Company on or about June 30, 2008; (h) the FDIC-R's purported damages; (i) the

1 Defendants' monetary contributions to payoff of the PCBB loan; (j) the witness's
2 forfeiture of director fees, deferred compensation and retirement benefits; (k) regulatory
3 examinations of the Bank and the Bank's communications with regulators during the
4 relevant time period; (l) the extent to which outside directors, including witness,
participated and carried out their duties and responsibilities as directors of the Bank and/or
the Holding Company; and (m) any matters in rebuttal.

5 (In person)

6 7. Gary Findley (percipient expert witness)

7 Findley & Associates
8 1470 N. Hundley Street
9 Anaheim, CA 92806-7136

10 Mr. Findley's area of expertise is banking, capital strategy and evaluating the performance
11 of California community banks. Mr. Findley is expected to testify as follows: He
12 provided capital strategy advice to the Bank in 2007 and 2008. He provided advice to
13 Defendants in connection with the Tender Offer and Sale-Leaseback transaction. It was
14 his view that the Tender Offer was a reasonable capital strategy for the Bank to undertake
in March 2008. His company evaluated the performance of California banks on an annual
basis. Mr. Findley will testify to his company's evaluation of the Bank's performance
over the years between 1990 and 2009. Mr. Findley will testify that the Bank's track
record over that period made it the best performing Western Region community bank his
company had ever evaluated.

15 (Via videotape or in person)

16 8. Joe A. Hargett (expert)

17 c/o Kevin D. Hughes
18 (See above for address)

19 Mr. Hargett's area of expertise is accounting and financial analysis. He is expected to
20 testify pertaining to the opinions contained in his Expert Report, including, among other
21 things, (a) the Dividend's compliance with California Corporations Code and California
Financial Code provisions applicable to the liability of bank directors for authorizing
dividends; (b) the Bank's capitalization before and after the Dividend; and (d) any matters
in rebuttal.

22 (In person)

23 9. Robert Hartline (percipient expert)

24 7501 Lorene Road
25 Redwood Valley, CA

26 Mr. Hartline's area of expertise is accounting. Mr. Hartline is expected to testify that he
27 analyzed the Tender Offer transaction and concluded that the Bank had approximately
28 \$15.3 million available for a dividend as of May 2008. He is expected to testify that the
proposed distribution from the Bank to the holding company to fund the Tender Offer
complied with applicable legal restrictions. He is expected to testify that he calculated the

1 Bank's capital ratio after payment of the proposed distribution and concluded that the
2 Bank would remain well-capitalized.

3 (Via videotape or in person)

4 10. Adam Keefer

5 c/o Christopher S. Hooper

6 (See above for address)

7 This witness is expected to testify pertaining to the advice and financial analysis Sandler
8 O'Neill provided Defendants in connection with the Sale-Leaseback and Tender Offer.

9 (Via videotape or in person)

10 11. Donald Leforce

11 c/o Kevin D. Hughes

12 (See above for address)

13 This witness is expected to testify pertaining to: (a) general information relating to the
14 Bank and the Holding Company and their respective Boards of Directors, policies,
15 procedures, staff and operations; (b) the formulation of the plan to pursue the Tender
16 Offer; (c) the Tender Offer, Sale-Leaseback and Dividend; (d) the due diligence
17 conducted by the Defendants in connection with the Tender Offer and Sale-Leaseback,
18 and the Dividend authorized to fund the Tender Offer; (e) the Bank's financial condition
19 and the state of the local economy during the relevant time period; (f) the witness's
20 ownership of the Holding Company stock and participation in the Tender Offer; (g) the \$4
21 million capital contribution to the Bank made by the Holding Company on or about June
22 30, 2008; (h) the FDIC-R's purported damages; (i) the Defendants' monetary
23 contributions to payoff of the PCB B loan; (j) the witness's forfeiture of director fees,
24 deferred compensation and retirement benefits; (k) regulatory examinations of the Bank
25 and the Bank's communications with regulators during the relevant time period; (l) the
26 extent to which outside directors, including witness, participated and carried out their
27 duties and responsibilities as directors of the Bank and/or the Holding Company; and
28 (m) any matters in rebuttal.

(In person)

12. Denna McGhee

c/o Kevin D. Hughes

(See above for address)

This witness is expected to testify pertaining to: (a) the fairness opinion, advice and
financial analysis Howe Barnes Hofer & Arnett provided Defendants in connection with
the Tender Offer; (b) the Bank's financial condition and the state of the local economy
during the relevant time period; (c) the state of the banking industry during the relevant
time period; (d) the Bank's capitalization before and after the Dividend; and (e) any
matters in rebuttal. **Ms. McGhee will only be called as a witness if Mr. Mecedry
becomes unavailable.**

(In person)

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13. Luther McLaughlin
c/o Kevin D. Hughes
(See above for address)

This witness is expected to testify pertaining to: (a) general information relating to the Bank and the Holding Company and their respective Boards of Directors, policies, procedures, staff and operations; (b) the formulation of the plan to pursue the Tender Offer; (c) the Tender Offer, Sale-Leaseback and Dividend; (d) the due diligence conducted by the Defendants in connection with the Tender Offer and Sale-Leaseback, and the Dividend authorized to fund the Tender Offer; (e) the Bank's financial condition and the state of the local economy during the relevant time period; (f) the witness's ownership of the Holding Company stock and participation in the Tender Offer; (g) the \$4 million capital contribution to the Bank made by the Holding Company on or about June 30, 2008; (h) the FDIC-R's purported damages; (i) the Defendants' monetary contributions to payoff of the PCB B loan; (j) the witness's forfeiture of director fees, deferred compensation and retirement benefits; (k) regulatory examinations of the Bank and the Bank's communications with regulators during the relevant time period; (l) the extent to which outside directors, including witness, participated and carried out their duties and responsibilities as directors of the Bank and/or the Holding Company; and (m) any matters in rebuttal.

(In person)

14. Tom Mecredy (percipient expert witness)
c/o Kevin D. Hughes
(See above for address)

Mr. Mecredy's area of expertise is investment banking and financial advice for community banks. Mr. Mecredy is expected to testify as follows: On behalf of Howe Barnes Hoefer & Arnett, Mr. Mecredy provided a fairness opinion and financial advice and analysis regarding the Tender Offer. The Howe Barnes fairness opinion concluded that a Tender Offer share price of \$13 was fair to the shareholders of the Bank's holding company who chose not to participate in the Tender Offer. The analysis supporting the fairness opinion included projections of the Bank's capitalization after consummation of the Tender Offer, as well as projections of the Bank's net income for 2008 and subsequent years. Mr. Mecredy is expected to testify to the fairness opinion rendered and the analysis reflected by the supporting documentation. Mr. Mecredy is also expected to testify that Howe Barnes did not advise defendants against proceeding with the Tender Offer.

(In person)

15. Robert Morgan
c/o Kevin D. Hughes
(See above for address)

This witness is expected to testify pertaining to: (a) general information relating to the Bank and the Holding Company and their respective Boards of Directors, policies, procedures, staff and operations; (b) the formulation of the plan to pursue the Tender Offer; (c) the Tender Offer, Sale-Leaseback and Dividend; (d) the due diligence

1 conducted by the Defendants in connection with the Tender Offer and Sale-Leaseback,
2 and the Dividend authorized to fund the Tender Offer; (e) the Bank's financial condition
3 and the state of the local economy during the relevant time period; (f) the witness's
4 ownership of the Holding Company stock and participation in the Tender Offer; (g) the \$4
5 million capital contribution to the Bank made by the Holding Company on or about June
6 30, 2008; (h) the FDIC-R's purported damages; (i) the Defendants' monetary
7 contributions to payoff of the PCBB loan; (j) the witness's forfeiture of director fees,
8 deferred compensation and retirement benefits; (k) regulatory examinations of the Bank
9 and the Bank's communications with regulators during the relevant time period; (l) the
10 extent to which outside directors, including witness, participated and carried out their
11 duties and responsibilities as directors of the Bank and/or the Holding Company; and
12 (m) any matters in rebuttal.

13 (In person)

14 16. James Rickards

15 c/o Kevin D. Hughes
16 (See above for address)

17 This witness is expected to testify pertaining to: (a) general information relating to the
18 Bank and the Holding Company and their respective Boards of Directors, policies,
19 procedures, staff and operations; (b) the formulation of the plan to pursue the Tender
20 Offer; (c) the Tender Offer, Sale-Leaseback and Dividend; (d) the due diligence
21 conducted by the Defendants in connection with the Tender Offer and Sale-Leaseback,
22 and the Dividend authorized to fund the Tender Offer; (e) the Bank's financial condition
23 and the state of the local economy during the relevant time period; (f) the witness's
24 ownership of the Holding Company stock and participation in the Tender Offer; (g) the \$4
25 million capital contribution to the Bank made by the Holding Company on or about June
26 30, 2008; (h) the FDIC-R's purported damages; (i) the Defendants' monetary
27 contributions to payoff of the PCBB loan; (j) the witness's forfeiture of director fees,
28 deferred compensation and retirement benefits; (k) regulatory examinations of the Bank
and the Bank's communications with regulators during the relevant time period; (l) the
extent to which outside directors, including witness, participated and carried out their
duties and responsibilities as directors of the Bank and/or the Holding Company; and
(m) any matters in rebuttal.

(In person)

17. Keith Robbins

c/o Kevin D. Hughes
(See above for address)

This witness is expected to testify pertaining to: (a) general information relating to the
Bank and the Holding Company and their respective Boards of Directors, policies,
procedures, staff and operations; (b) the formulation of the plan to pursue the Tender
Offer; (c) the Tender Offer, Sale-Leaseback and Dividend; (d) the due diligence
conducted by the Defendants in connection with the Tender Offer and Sale-Leaseback,
and the Dividend authorized to fund the Tender Offer; (e) the Bank's financial condition
and the state of the local economy during the relevant time period; (f) the witness's

1 ownership of the Holding Company stock and participation in the Tender Offer; (g) the \$4
2 million capital contribution to the Bank made by the Holding Company on or about June
3 30, 2008; (h) the FDIC-R's purported damages; (i) the witness's purchase of the Holding
4 Company stock subsequent to the Tender Offer; (j) the Defendants' monetary
5 contributions to payoff of the PCBB loan; (k) the witness's forfeiture of deferred
6 compensation and retirement benefits; (l) regulatory examinations of the Bank and the
7 Bank's communications with regulators during the relevant time period; and (m) any
8 matters in rebuttal.

9 (In person)

10 18. Susan Salerno

11 c/o Antony Burt
12 (See above for address)

13 This witness is expected to testify pertaining to the FDIC-R's purported damages.

14 (Via videotape or in person)

15 19. Gary Strauss

16 c/o Kevin D. Hughes
17 (See above for address)

18 This witness is expected to testify pertaining to: (a) general information relating to the
19 Bank and the Holding Company and their respective Boards of Directors, policies,
20 procedures, staff and operations; (b) the formulation of the plan to pursue the Tender
21 Offer; (c) the Tender Offer, Sale-Leaseback and Dividend; (d) the due diligence
22 conducted by the Defendants in connection with the Tender Offer and Sale-Leaseback,
23 and the Dividend authorized to fund the Tender Offer; (e) the Bank's financial condition
24 and the state of the local economy during the relevant time period; (f) the witness's
25 ownership of the Holding Company stock and participation in the Tender Offer; (g) the \$4
26 million capital contribution to the Bank made by the Holding Company on or about June
27 30, 2008; (h) the FDIC-R's purported damages; (i) the Defendants' monetary
28 contributions to payoff of the PCBB loan; (j) the witness's forfeiture of director fees,
deferred compensation and retirement benefits; (k) regulatory examinations of the Bank
and the Bank's communications with regulators during the relevant time period; (l) the
extent to which outside directors, including witness, participated and carried out their
duties and responsibilities as directors of the Bank and/or the Holding Company; and
(m) any matters in rebuttal.

(In person)

20. Hubert Townshend

c/o Kevin D. Hughes
(See above for address)

This witness is expected to testify pertaining to: (a) general information relating to the
Bank and the Holding Company and their respective Boards of Directors, policies,
procedures, staff and operations; (b) the formulation of the plan to pursue the Tender
Offer; (c) the Tender Offer, Sale-Leaseback and Dividend; (d) the due diligence

1 conducted by the Defendants in connection with the Tender Offer and Sale-Leaseback,
2 and the Dividend authorized to fund the Tender Offer; (e) the Bank's financial condition
3 and the state of the local economy during the relevant time period; (f) the witness's
4 ownership of the Holding Company stock and participation in the Tender Offer; (g) the \$4
5 million capital contribution to the Bank made by the Holding Company on or about June
6 30, 2008; (h) the FDIC-R's purported damages; (i) the Defendants' monetary
7 contributions to payoff of the PCBB loan; (j) the witness's forfeiture of director fees,
8 deferred compensation and retirement benefits; (k) regulatory examinations of the Bank
9 and the Bank's communications with regulators during the relevant time period; (l) the
10 extent to which outside directors, including witness, participated and carried out their
11 duties and responsibilities as directors of the Bank and/or the Holding Company; and
12 (m) any matters in rebuttal.

13 (In person)

14 21. P. Richard Tuohey

15 c/o Christopher S. Hooper
16 (See above for address)

17 This witness is expected to testify pertaining to the advice and financial analysis Sandler
18 O'Neill provided Defendants in connection with the Sale-Leaseback and Tender Offer.

19 (Via videotape or in person)

20 22. Mary Viereck (percipient expert witness)

21 c/o Antony Burt
22 (See above for address)

23 Ms. Viereck's area of expertise is bank examination for the FDIC. Ms. Viereck is
24 expected to testify as follows: She served as the examiner-in-charge of the FDIC team
25 examining the Bank as of September 30, 2008. In connection with such examination, she
26 and her team investigated the Defendants' efforts to perform due diligence prior to
27 undertaking the Tender Offer. Her team concluded that the Defendants' due diligence was
28 not inadequate. Her team concluded that the Bank was well-capitalized as of September
30, 2008; that its liquidity was adequate as of September 30, 2008, and that its ALLL
reserves were adequate as of December 2008.

(In person or via videotape)

23 23. Rebuttal Witnesses

ATTACHMENT E: JOINT EXHIBIT LIST

Joint Ex. No.	Bates No./Other Identifier	Document Date	Description Of Exhibit
JX1	Dep. Ex. 189	6/30/2006	Financial Profile, Butte Community Bank, 6/30/06
JX2	Dep. Ex. 41	12/12/2006	Federal Register, Volume 71, No. 238, 12/12/06
JX3	Dep. Ex. 2 (excerpt)	1/16/2007	Minutes of the Board of Directors Meeting, Butte Community Bank, 1/16/2007
JX4	Dep. Ex. 2 (excerpt)	1/16/2007	Minutes of the Board of Directors Meeting, Community Valley Bancorp, 1/16/2007
JX5	Dep. Ex. 2 (excerpt)	2/20/2007	Minutes of the Board of Directors Meeting, Butte Community Bank, 2/20/2007
JX6	Dep. Ex. 2 (excerpt)	2/20/2007	Minutes of the Board of Directors Meeting, Community Valley Bancorp, 2/20/2007
JX7	Dep. Ex. 2 (excerpt)	3/27/2007	Minutes of the Board of Directors Meeting, Butte Community Bank, 3/27/2007
JX8	Dep. Ex. 2 (excerpt)	3/27/2007	Minutes of the Board of Directors Meeting, Community Valley Bancorp, 3/27/2007
JX9	Dep. Ex. 181	4/1/2007	The Findley Reports, Premier Performance in 2006, 4/07
JX10	Dep. Ex. 2 (excerpt)	4/17/2007	Minutes of the Board of Directors Meeting, Butte Community Bank, 4/17/2007
JX11	Dep. Ex. 2 (excerpt)	4/17/2007	Minutes of the Board of Directors Meeting, Community Valley Bancorp, 4/17/2007
JX12	Dep. Ex. 2 (excerpt)	5/15/2007	Minutes of the Board of Directors Meeting, Butte Community Bank, 5/15/2007
JX13	Dep. Ex. 2 (excerpt)	5/15/2007	Minutes of the Board of Directors Meeting, Community Valley Bancorp, 5/15/2007
JX14	Dep. Ex. 63	6/8/2007	E-mail re Tender Offer, 6/8/07
JX15	Dep. Ex. 2 (excerpt)	6/19/2007	Minutes of the Board of Directors Meeting, Butte Community Bank, 6/19/2007
JX16	Dep. Ex. 2 (excerpt)	6/19/2007	Minutes of the Board of Directors Meeting, Community Valley Bancorp, 6/19/2007
JX17	Dep. Ex. 182	7/1/2007	The Findley Reports, Barking Dogs, 7/07

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Joint Ex. No.	Bates No./Other Identifier	Document Date	Description Of Exhibit
JX18	Dep. Ex. 134	7/16/2007	E-mail re sale/lease, 7/16/07
JX19	Dep. Ex. 143	7/23/2007	Share Repurchase Analysis, Community Valley Bancorp, 7/23/07
JX20	Dep. Ex. 2 (excerpt)	7/24/2007	Minutes of the Board of Directors Meeting, Butte Community Bank, 7/24/2007
JX21	Dep. Ex. 2 (excerpt)	7/24/2007	Minutes of the Board of Directors Meeting, Community Valley Bancorp, 7/24/2007
JX22	Dep. Ex. 68	7/25/2007	E-mail re Board Planning Session, 7/25/07
JX23	10278- N000000017792	7/25/2007	Deposition exhibit No. 68 (E-mail re Board Planning Session, 7/25/07) with attachment.
JX24	Dep. Ex. 158	8/1/2007	Unsigned and undated letter from Murray Bodine to Board of Directors, Community Valley Bancorp
JX25	Dep. Ex. 116	8/8/2007	E-mail re Strategic Planning, 8/8/07
JX26	Dep. Ex. 117	8/10/2007	E-mail re Background For 8/21 Meeting, 8/10/07
JX27	Dep. Ex. 2 (excerpt)	8/21/2007	Minutes of the Board of Directors Meeting, Butte Community Bank, 8/21/2007
JX28	Dep. Ex. 2 (excerpt)	8/21/2007	Minutes of the Board of Directors Meeting, Community Valley Bancorp, 8/21/2007
JX29	Dep. Ex. 66	8/21/2007	Community Valley Bancorp, Butte Community Bank, Board Directors, Board Discussion, 8/21/07
JX30	Dep. Ex. 184	9/1/2007	The Findley Reports, Speechless, 9/07
JX31	Dep. Ex. 2 (excerpt)	9/18/2007	Minutes of the Board of Directors Meeting, Butte Community Bank, 9/18/2007
JX32	Dep. Ex. 2 (excerpt)	9/18/2007	Minutes of the Board of Directors Meeting, Community Valley Bancorp, 9/18/2007
JX33	Dep. Ex. 147	9/19/2007	Sale-Leaseback Transaction Analysis, Community Valley Bancorp, 9/19/07
JX34	Dep. Ex. 154	9/21/2007	Share Repurchase Analysis, Community Valley Bancorp, 9/21/07

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Joint Ex. No.	Bates No./Other Identifier	Document Date	Description Of Exhibit
JX35	Dep. Ex. 120	9/30/2007	Securities and Exchange Commission, Form 10-Q for 9/30/07, Community Valley Bancorp
JX36	Dep. Ex. 2 (excerpt)	10/16/2007	Minutes of the Board of Directors Meeting, Butte Community Bank, 10/16/2007
JX37	Dep. Ex. 2 (excerpt)	10/16/2007	Minutes of the Board of Directors Meeting, Community Valley Bancorp, 10/16/2007
JX38	CL Ex. 27	11/8/2007	Board of Governors of the Federal Reserve System, Testimony of Ben Bernanke, 11/08/07
JX39	Dep. Ex. 2 (excerpt)	11/20/2007	Minutes of the Board of Directors Meeting, Butte Community Bank, 11/20/2007
JX40	Dep. Ex. 2 (excerpt)	11/20/2007	Minutes of the Board of Directors Meeting, Community Valley Bancorp, 11/20/2007
JX41	Dep. Ex. 123	11/29/2007	E-mail re Sale and Leaseback Comparison, 11/29/07
JX42	Dep. Ex. 19	12/10/2007	Report of Examination, Butte Community Bank, examination date 12/10/07
JX43	CL Ex. 28	12/11/2007	Federal Reserve press release, 12/11/07
JX44	Dep. Ex. 2 (excerpt)	12/18/2007	Minutes of the Board of Directors Meeting, Butte Community Bank, 12/18/2007
JX45	Dep. Ex. 2 (excerpt)	12/18/2007	Minutes of the Board of Directors Meeting, Community Valley Bancorp, 12/18/2007
JX46	Dep. Ex. 97	12/31/2007	Form 10-K, Community Valley Bancorp, f/y/e 12/31/07
JX47	CL Ex. 1	12/31/2007	Butte 12/31/07 Uniform Bank Performance Report
JX48		12/31/2007	Butte Community Bank Call Report, 12/31/2007
JX49	Dep. Ex. 188	1/1/2008	Issuer Tender Offer – Timetable & Schedule of Responsibilities, Community Valley Bancorp prepared by Findley
JX50	Dep. Ex. 194	1/8/2008	E-mail re Capital Planning, 1/8/08
JX51	CL Ex. 169	1/11/2008	E-mail re Tender Offer, 1/11/08

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Joint Ex. No.	Bates No./Other Identifier	Document Date	Description Of Exhibit
JX52	CL Ex. 38	1/11/2008	CNN Money article re Countrywide rescue
JX53	Dep. Ex. 195	1/12/2008	E-mail re Tender Offer, 1/12/08
JX54	Dep. Ex. 76	1/14/2008	E-mail re Tender Offer Decision Model, 1/14/08
JX55	Dep. Ex. 2 (excerpt)	1/15/2008	Minutes of the Board of Directors Meeting, Butte Community Bank, 1/15/2008
JX56	Dep. Ex. 2 (excerpt)	1/15/2008	Minutes of the Board of Directors Meeting, Community Valley Bancorp, 1/15/2008
JX57	Dep. Ex. 204	1/19/2008	E-mail re Tender Offer, 1/19/08
JX58	CL Ex. 29	1/22/2008	Federal Reserve press release, 1/22/08
JX59	CL Ex. 173	1/25/2008	E-mail re Butte ITO Timetable, revised, 1/25/08
JX60	Dep. Ex. 90	1/30/2008	E-mail re Tender Offer, 1/30/08
JX61	CL Ex. 30	1/30/2008	Federal Reserve press release, 1/30/08
JX62	Dep. Ex. 48	1/31/2008	Minutes of the Regular ALCO Meeting, Butte Community Bank, 1/31/08
JX63	Dep. Ex. 32	1/31/2008	Letter from Frank Bushnell to Board of Directors re Report of Independent Examination of Butte Community Bank, 1/31/08
JX64	CL Ex. 175	1/31/2008	E-mail re Howe Barnes valuation
JX65	Dep. Ex. 73	2/8/2008	Community Valley Bancorp, Documentation Report Relating To The Fairness Of The Proposed Tender Offer by Community Valley Bancorp, Chico, CA for up to 1,000,000 of its Common Shares
JX66	Dep. Ex. 206	2/11/2008	E-mail re Tender Offer, 2/11/08
JX67	Dep. Ex. 78	2/12/2008	E-mail re Option Exercise vs. Tender, 2/12/08
JX68	Dep. Ex. 209	2/13/2008	E-mail re Butte Press Release, 2/13/08
JX69	Dep. Ex. 23	2/14/2008	E-mail re Proposed Entries, 2/14/08

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Joint Ex. No.	Bates No./Other Identifier	Document Date	Description Of Exhibit
JX70	Dep. Ex. 53	2/15/2008	E-mail re: Fwd. Option Exercise vs. Tender, 2/15/08
JX71	Dep. Ex. 22	2/19/2008	Minutes of the Board of Directors Meeting, Butte Community Bank, 2/19/08
JX72	Dep. Ex. 2 (excerpt)	2/19/2008	Community Valley Bancorp, Minutes of the Meeting of the Board of Directors (Signed), 2/19/08
JX73	Dep. Ex. 49	2/19/2008	Revised and unsigned Community Valley Bancorp, Minutes of the Meeting of the Board of Directors, 2/19/08
JX74	Dep. Ex. 196	3/1/2008	Profit Report CVB, year to date, 3/08
JX75	Dep. Ex. 21	3/10/2008	Letter from John Coger to Frank Bushnell, 3/10/08
JX76	Dep. Ex. 109	3/13/2008	United States Securities and Exchange Commission, Schedule TO-1/A-1, Tender Offer Statement
JX77	CL Ex. 39	3/17/2008	CNN Money article re JP Morgan scoops up troubled Bear
JX78	CL Ex. 31	3/18/2008	Federal Reserve press release, 3/18/08
JX79	Dep. Ex. 2 (excerpt)	3/25/2008	Minutes of the Board of Directors Meeting, Butte Community Bank, 3/25/2008
JX80	Dep. Ex. 2 (excerpt)	3/25/2008	Minutes of the Board of Directors Meeting, Community Valley Bancorp, 3/25/2008
JX81	Dep. Ex. 106	3/31/2008	Form 10-Q, Community Valley Bancorp, quarterly period ended 3/31/08
JX82	CL Ex. 14	3/31/2008	FDIC Quarterly Banking Profile, First Quarter 2008
JX83	CL Ex. 2	3/31/2008	Butte 3/31/08 Uniform Bank Performance Report
JX84		3/31/2008	Butte Community Bank Call Report, 3/31/2008
JX85	Dep. Ex. 59	4/1/2008	The Findley Reports, Call it Repression, 4/08
JX86	Dep. Ex. 43	4/1/2008	Three County Market Trends Analysis by Evans Appraisal Service

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Joint Ex. No.	Bates No./Other Identifier	Document Date	Description Of Exhibit
JX87	Dep. Ex. 105	4/15/2008	E-mail re CVB's 1 st Quarter Newsletter, 4/15/08
JX88	10278-BTCB-543763303-002229	4/15/2008	04/15/08 Bank Minutes of the Meeting of the Board of Directors
JX89	10278-BTCB-543763303-002233	4/15/2008	04/15/08 CVB Minutes of the Meeting of the Board of Directors
JX90	Dep. Ex. 80	4/22/2008	E-mail re Dividend Policy, 4/22/08
JX91	Dep. Ex. 20	4/25/2008	Corporate Newsletter/Number 10, 4/25/08
JX92	CL Ex. 70	4/30/2008	Minutes of the Regular ALCO Meeting, Butte Community Bank, 4/30/08
JX93	Dep. Ex. 50	5/5/2008	E-mail re: February meeting minutes, 5/5/08
JX94	Dep. Ex. 55	5/8/2008	E-mail re: Fwd. CVB Offer, 5/8/08
JX95	Dep. Ex. 81	5/12/2008	E-mail re Stock Ownership, 5/12/08
JX96	10278-BTCB-543763303-002097	5/13/2008	05/13/08 Bank Minutes of the Meeting of the Board of Directors
JX97	10278-BTCB-543763303-002101	5/13/2008	05/13/08 CVB Minutes of the Meeting of the Board of Directors
JX98	Dep. Ex. 83	5/29/2008	E-mail re Opt Exerc Req, 5/29/08
JX99	Dep. Ex. 84	6/17/2008	E-mail re Risk Based Capital, 6/17/08
JX100	10278-BTCB-543763303-001940 to 001936	6/17/2008	06/17/08 CVB Minutes of the Meeting of the Board of Directors
JX101	10278-BTCB-543763303-001940	6/17/2008	06/17/08 Bank Minutes of the Meeting of the Board of Directors

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Joint Ex. No.	Bates No./Other Identifier	Document Date	Description Of Exhibit
JX102	Dep. Ex. 197	6/19/2008	Minutes of the Annual Meeting, Community Valley Bancorp, 6/19/08
JX103	10278-BTCB-543763303-001939	6/24/2008	06/24/08 CVB Minutes of the Meeting of the Board of Directors
JX104		6/30/2008	FDIC Quarterly Banking Profile for Second Quarter of 2008
JX105	Dep. Ex. 39	6/30/2008	Commercial Pledge Agreement
JX106		6/30/2008	Butte Community Bank Call Report 6/30/2008
JX107	Dep. Ex. 100	8/21/2008	Letter from BankVision to Butte Community Bank Audit Committee, 8/21/08
JX108	Dep. Ex. 26	8/26/2008	Outstanding Findings By, 8/26/08

ATTACHMENT D: FDIC-R'S EXHIBIT LIST

Ex. No.	Bates No./Other Identifier	Document Date	Description Of Exhibit
1	Dep. Ex. 45	9/1/2002	Community Valley Bank, Management Services Monthly Fees Allocation, 9/02
2	Dep. Ex. 95	5/31/2006	E-mail re Sale/Leaseback Accounting, 5/31/06
3	Dep. Ex. 180	1/1/2007	The Findley Reports, Reflections on a Plane, 1/07
4	10278-BTCB-543763303-002508	3/1/2007	Profit Report CVB-Year to Date 03/07
5	Dep. Ex. 110	4/3/2007	E-mail re Budget Adjustment
6	Dep. Ex. 7	6/6/2007	Notice of Annual Meeting of Shareholders, Community Valley Bancorp, 6/6/07
7	10278-N000000017703	8/1/2007	Email re: Buy Back- Gene's Input, 8/1/2007
8	Dep. Ex. 183	8/1/2007	The Findley Reports, Nasty and Ugly, 8/07
9	Dep. Ex. 8	8/1/2007	E-mail re Buy Back – Gene’s input, 8/1/07
10	10278-N000000017688-89	8/2/2007	E-mail re Buy Back - Gene's Input, 8/2/2007
11	Dep. Ex. 200	8/9/2007	E-mail re Sale and Lease Back Funds Usage For Share Buy Back, 8/9/07
12	Dep. Ex. 159	9/5/2007	E-mail re CVB’s Decision Not to Use Sandler O’Neill for Tender Offer, 9/5/07
13	Dep. Ex. 28	9/18/2007	Board fees receipt, 9/18/07 for Townshend
14	10278-N000000016979	9/21/2007	Email re: information leak, 9/21/2007
15	Dep. Ex. 185	12/1/2007	The Findley Reports, What Are We Thankful For?, 12/07

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Ex. No.	Bates No./Other Identifier	Document Date	Description Of Exhibit
16	Public, provided by email	12/13/2007	FDIC Pocket Guide for Directors – Guidelines for Financial Institutions Directors
17	Dep. Ex. 16	12/14/2007	Credit Memo – Borrower:, Guarantors:, et al., 12/14/07
18	CMJ007890	12/15/2007	Butte Community Bank 2008 Budget (Original)
19	Dep. Ex. 36	1/1/2008	The Findley Reports, Expect the Unexpected, 1/08
20	Dep. Ex. 96	1/1/2008	Fixed Assets, Rollforward of book/tax/ differences
21	Dep. Ex. 25	1/2/2008	Community Valley Bancorp and Subsidiaries, Services To/From Affiliates, 1/2/08
22	Dep. Ex. 129	1/4/2008	E-mail re The Findley Reports Banking Newsletter, 1/4/08
23	Dep. Ex. 18 excerpt, HT03515-18	1/8/2008	Minutes of the Loan Committee, 1/8/2008
24	Dep. Ex. 14	1/10/2008	Memo re Board of Directors Meeting, 1/10/08 and 12/07 minutes for Bank and Holding Co.
25	Dep. Ex. 18 (first page only); HT03509	1/15/2008	Butte Community Bank 2008 Budget (Revised)
26	10278-BTCB-543763306-000313	1/15/2008	Profit Report Budget/Actual December-2007
27	10278-BTCB-543763306-000347	1/15/2008	Profit Report CVB Year to Date December 2007
28	Dep. Ex. 52	1/16/2008	E-mail re: Tender Offer, 1/16/08
29	CL Ex. 172	1/19/2008	E-mail re Tender Offer, 1/19/08

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Ex. No.	Bates No./Other Identifier	Document Date	Description Of Exhibit
30	Public, provided by email	1/23/2008	James Rickards' January 23, 2008 SEC Form 4
31	Dep. Ex. 205	1/31/2008	E-mail re value of Community Valley Bank shares
32	Dep. Ex. 58	2/1/2008	The Findley Reports, Ch-Ch-Ch-Change
33	Dep. Ex. 77	2/7/2008	E-mail Re Director Fees, 2/7/08
34	10278-N000000014954	2/13/2008	E-mail re We have all received an invitation for dinner, 2/13/2008
35	Dep. Ex. 46		Capital, Earnings and Dividend Policy, Butte Community Bank
36	Dep. Ex. 47		Asset/Liability Management Policy, Butte Community Bank
37	Dep. Ex. 17	2/14/2008	Memo re Board of Directors Meeting, 2/14/08
38	Public, provided by email	2/15/2008	Hubert Townshend's February 15, 2008 SEC Form 4
39	Public, provided by email	2/15/2008	Robert Morgan's February 15, 2008 SEC Form 4
40	Public, provided by email	2/15/2008	John Lanam's February 15, 2008 SEC Form 4
41	Public, provided by email	2/15/2008	Ellis Matthews' February 15, 2008 SEC Form 4
42	Dep. Ex. 29	2/19/2008	Board fees receipt, 2/19/08 for Townshend
43	10278-N000000380819	2/28/2008	E-mail re Dinner in Hawaii, 2/28/2008
44	CJM001296	2/28/2008	February 2008 Profit Report For CVB – Year to Date

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Ex. No.	Bates No./Other Identifier	Document Date	Description Of Exhibit
45	10278-BTCB-543763303-002454	3/1/2008	Profit Report Budget/Actual 03/08
46	10278-BTCB-543763303-002479 to 002480	3/1/2008	CVB Stock Information for 03/08
47	10278-BTCB-543763303-002370	3/4/2008	03/04/08 CVB Minutes of the Meeting of the Board of Directors
48	10278-N000000014394-95	3/7/2008	E-mail re Howe Barnes - Dinner location, 3/7/2008
49	10278-BTCB-543763303-002384	3/12/2008	03/12/08 Minutes of the Audit Committee
50	Dep. Ex. 60	3/17/2008	Financial Institution Letters, Managing Commercial Real Estate Concentrations in a Challenging Environment, 3/17/08
51	10278-BTCB-543763303-002420	3/31/2008	03/31/08 Qualitative Factor Considerations
52	Public, provided by email	3/31/2008	FDIC Quarterly Banking Profile for Fourth Quarter of 2007
53	10278-BTCB-543763303-002228	4/1/2008	04/08 Executive Summary
54	10278-BTCB-543763303-002303	4/1/2008	Profit Report Budget/Actual 04/08
55	10278-BTCB-543763303-002360	4/1/2008	Profit Report CVB-Year to Date 04/08
56	Dep. Ex. 79	4/5/2008	E-mail re trading of CVB shares

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Ex. No.	Bates No./Other Identifier	Document Date	Description Of Exhibit
57	Dep. Ex. 42	4/10/2008	Memo re Board of Directors Meeting, 4/10/08 attaching minutes for March 2008 of Bank and Holding Co.
58	10278-BTCB-543763303-002251	4/15/2008	04/15/08 Minutes of the Audit Committee
59	10278-BTCB-543763303-002234	4/29/2008	04/29/08 CVB Minutes of the Special Meeting of the Board of Directors
60	10278-BTCB-543763303-002248	4/29/2008	04/29/08 Minutes of the Loan Committee
61	Dep. Ex. 126	5/6/2008	E-mail Fwd: RE Cartoon
62	10278-BTCB-543763303-002114	5/7/2008	05/07/08 Audit Committee Minutes
63	Dep. Ex. 125	5/8/2008	E-mail re Tender Offer distribution, 5/8/08
64	Public, provided by email	5/9/2008	Robert Ching's May 9, 2008 SEC Form 4
65	Public, provided by email	5/9/2008	John Coger's May 9, 2008 SEC Form 4
66	Public, provided by email	5/9/2008	Eugene Even's May 9, 2008 SEC Form 4
67	Public, provided by email	5/9/2008	John Lanam's May 9, 2008 SEC Form 4
68	Public, provided by email	5/9/2008	Donald Leforce's May 9, 2008 SEC Form 4
69	Public, provided by email	5/9/2008	Ellis Matthews' May 9, 2008 SEC Form 4

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Ex. No.	Bates No./Other Identifier	Document Date	Description Of Exhibit
70	Public, provided by email	5/9/2008	Robert Morgan's May 9, 2008 SEC Form 4
71	Public, provided by email	5/9/2008	Keith Robbins' May 9, 2008 SEC Form 4
72	Public, provided by email	5/9/2008	Gary Strauss' May 9, 2008 SEC Form 4
73	Public, provided by email	5/9/2008	Hubert Townshend's May 9, 2008 SEC Form 4
74	Public, provided by email	5/12/2008	CVB 5/12/2008 10-Q
75	Dep. Ex. 82	5/15/2008	E-mail re 2008 BCB Budget, 5/15/08
76	CJM001336	5/31/2008	May 2008 Profit Report For CVB – Year to Date
77	Dep. Ex. 186	6/1/2008	The Findley Reports, Required Regulatory Interaction, 6/08
78	10278-BTCB-543763303-001953	6/17/2008	June 17, 2008 Minutes of the Audit Committee
79	BC000061-79	6/19/2008	CVB Proxy Statement, June 19, 2008 Annual Meeting
80	10278-N000000364669	6/23/2008	E-mail "Tomorrow Morning" from Cogler to Robbins
81	Public, provided by email	6/27/2008	CVB 6/27/2008 8-K
82	10278-BTCB-543763303-001955	6/30/2008	June 30, 2008 Profit Report For CVB – Year to Date
83		6/30/2008	FDIC UPBR

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Ex. No.	Bates No./Other Identifier	Document Date	Description Of Exhibit
84	Dep. Ex. 156	7/7/2008	E-mail re yikes...tender offer, now this..., Community Valley Bancorp quarterly dividend, 7/7/08
85	10278-N000000010083	7/25/2008	CVB Corporation Newsletter dated 07/25/08
86	Dep. Ex. 44	7/25/2008	Community Valley Bancorp, Accounts Payable Register. 7/25/08
87		8/8/2008	CVB 8/8/2008 10-Q
88	Dep. Ex. 34	8/28/2008	E-mail re Dividend Up Resolution, 8/28/08
89	10278-BTCB-543763303-001469	9/16/2008	9/16/2008 Butte Community Bank Board of Directors Meeting Minutes
90	10278-BTCB-543763306-000910	9/16/2008	Declaration of Dividend Up from Butte Community Bank to Community Valley Bancorp, 9/16/2008
91	Public, provided by email	9/19/2008	CVB 9/19/2008 8-K
92	Public, provided by email	9/30/2008	FDIC Quarterly Banking Profile for Third Quarter of 2007
93	Dep. Ex. 93	10/28/2008	E-mail re News Article (Director Obligation Article)
94	Public, provided by email	11/6/2008	CVB 11/6/2008 10-Q
95	Dep. Ex. 94	11/19/2008	E-mail re Pocket Guide for Directors, 11/19/08
96	Dep. Ex. 35	12/16/2008	Declaration of Dividend Up from Butte Community Bank to Community Valley Bancorp, 12/16/08
97	Dep. Ex. 15 excerpt, HT03393-96	12/18/2008	Minutes of the Loan Committee, 12/18/2007
98	BC00086	12/31/2008	CVB 2008 Bank Statements

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Ex. No.	Bates No./Other Identifier	Document Date	Description Of Exhibit
99	PerrySmith00004306	12/31/2008	Perry Smith Audit Workpapers 2009
100	Public, provided by email	3/3/2009	CVB 3/3/2009 10-K
101	GSF004232-53	6/19/2009	CVB Proxy Statement, June 19, 2009 Annual Meeting
102	10278-N000000007554-56	6/30/2009	E-mail re: \$500,000 Principal Payment
103	Dep. Ex. 92	10/11/2009	E-mail re Fwd: FW: some additional thoughts, 10/11/09
104	BC00087	12/31/2009	CVB 2009 Bank Statements
105	PerrySmith00006630	12/31/2009	Perry Smith Audit Workpapers 2008
106	Public, provided by email	4/25/2010	CVB 4/15/2010 10-K
107	Public, provided by email	4/30/2010	E-mail re: Tender Offer, 4/30/10
108	BC00056-74	6/3/2010	CVB Proxy Statement, June 3, 2010 Annual Meeting
109	Public, provided by email	3/31/2016	Butte Community Bank Receivership Balance Statement Summary
110	Public, provided by email	9/1/1964	Accounting Standards Board Opinion No. 5
111	Public, provided by email	11/1/1976	Statement of Financial Accounting Standards No. 13
112	Public, provided by email	5/1/1979	Statement of Financial Accounting Standards No. 28

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Ex. No.	Bates No./Other Identifier	Document Date	Description Of Exhibit
113	Public, provided by email	10/1/1982	Statement of Financial Accounting Standards No. 66
114	Dep. Ex. 75	11/14/1985	Federal Reserve Board Policy Statement, 11/14/85
115	Public, provided by email	5/1/1988	Statement of Financial Accounting Standards No. 98
116		12/3/1992	FDIC Statement Concerning the Responsibilities of Bank Directors and Officers – FIL-87-92
117	Public, provided by email	5/1/1993	Statement of Financial Accounting Standards No. 114
118	Dep. Ex. 179	2/22/2013	Correction of Gary Steven Findley administrative deposition regarding the Community Valley Bancorp shares owned
119	Dep. Ex. 70	11/13/2013	Answer, Affirmative Defenses And Jury Demand Of Defendants Robert Ching, Eugene Even, Donald Leforce, Ellis Matthews, Luther McLaughlin, Robert Morgan, James Rickards, Gary Strauss, Hubert Townshend, John Coger And Keith Robbins
120	Dep. Ex. 108	3/17/2014	Declaration of Keith Robbins in Support Of Defendants’ Motion For Summary Judgment, Or In The Alternative, Partial Summary Judgment, On Plaintiff’s Complaint
121	Dep. Ex. 74	5/1/2014	Capital Earnings and Dividend Policy, Butte Community Bank Documents
122	Dep. Ex. 128	1/19/2015	Defendant Keith Robbins’ Response to Plaintiff’s First Set of Interrogatories
123	Dep. Ex. 130	1/19/2015	Defendant Robert Morgan’s Response To Plaintiff’s First Set Of Interrogatories
124	Dep. Ex. 56	1/19/2015	Defendant John Coger’s Response to Plaintiff’s First Set of Interrogatories
125	Dep. Ex. 57	1/19/2015	Verification, John Coger, 1/19/15

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Ex. No.	Bates No./Other Identifier	Document Date	Description Of Exhibit
126	Dep. Ex. 71	1/19/2015	Defendant Gary Strauss's Response To Plaintiff's First Set Of Interrogatories
127	Dep. Ex. 91	1/19/2015	Defendant Donald Leforce's Response to Plaintiff's First Set of Interrogatories
128	Dep. Ex. 176	6/30/2015	Butte Community Bank Receivership Balance Statement Summary
129	Dep. Ex. 103	8/18/2015	Historical Changes of the Target Federal Funds and Discount Rates
130	RE Ex. C	11/27/2015	"Butte Community bank BOD Minutes, Asset Liability Management Reports"
131	RE Ex. D	11/27/2015	"Butte Community Bank, Net Income vs. Dividends Paid"
132	RE Ex. E	11/27/2015	"Community Valley Bancorp, Dividends Paid"
133	RE Ex. F	11/27/2015	"Proceeds Paid to Defendants as a Result of the Tender Offer"
134	TH Ex. 10	11/27/2015	Percent Change in Nominal Home Prices S&P Case Shiller Index (2002-2007)
135	TH Ex. 11	11/27/2015	Residential Loan Delinquency Rates, U.S. Federal Reserve (1992-2008)
136	TH Ex. 12	11/27/2015	Commercial Bank Loan Delinquency Rate, Federal Deposit Insurance Corporation (2005-2007)
137	TH Ex. 13	11/27/2015	Ration California Median Price to U.S. Median, National Association of Realtors and California Association of Realtors (1993-2010)
138	TH Ex. 14	11/27/2015	Share of Mortgages Delinquent 90 Days Plus 9New York Federal Reserve (2003-2010)
139	TH Ex. 15	11/27/2015	Months Supply of Existing Homes, California Association of Realtors (2003-2008)
140	TH Ex. 16	11/27/2015	California Notices of Default, DataQuick (2002-2011)
141	TH Ex. 17	11/27/2015	Index of Home Sale, DataQuick (2002-2010)

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Ex. No.	Bates No./Other Identifier	Document Date	Description Of Exhibit
142	TH Ex. 18	11/27/2015	Index of Home Prices, DataQuick (2002-2010)
143	TH Ex. 19	11/27/2015	Index of Trustee Deeds Files, DataQuick (1994-2010)
144	TH Ex. 20	11/27/2015	Area Names and Locations
145	TH Ex. 21	11/27/2015	Change in Median Home Prices, DataQuick (2002-2006)
146	TH Ex. 22	11/27/2015	Existing Home Sales, DataQuick (2002-2010)
147	TH Ex. 23	11/27/2015	New Home Sales, DataQuick (2004-2008)
148	TH Ex. 24	11/27/2015	Trustee Deeds Filed, DataQuick (2002-2010)
149	TH Ex. 25	11/27/2015	Single Family Housing Permits, Construction Industry Research Board (2002-2010)
150	TH Ex. 26	11/27/2015	Residential Sales Statistics Presented in Evan's report to Butte Bank (2005-2007)
151	TH Ex. 27	11/27/2015	Evans Report Outlook for Local Residential Real Estate for 2008
152	TH Ex. 5	11/27/2015	Real Investments in Structures, Bureau of Economic Analysis (1958-2014)
153	TH Ex. 6	11/27/2015	Building Permits, U.S. Census Bureau (1962-2014)
154	TH Ex. 7	11/27/2015	Sales and Inventories of New Single Family Homes (2003-2007)
155	TH Ex. 8	11/27/2015	Existing Home Sales, National Association of Realtors (1990-2010)
156	TH Ex. 9	11/27/2015	Real Home Price Index, S&P Case Shiller Index and U.S. Bureau of Labor Statistics (1960-2011)
157	TH Ex. 29	1/18/2005	Baker, Dean. "Trouble At Home: The Housing Bubble." <i>Around the Kitchen Table</i> . 18 Jan. 2005.
158	TH Ex. 34	5/27/2005	Krugman, Paul. "Running out of Bubbles." <i>The New York Times</i> 27 May 2005.

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Ex. No.	Bates No./Other Identifier	Document Date	Description Of Exhibit
159	TH Ex. 30	6/3/2005	Brand, Madeleine. "Yale Professor Predicts Housing 'Bubble' Will Burst." <i>Day to Day</i> . National Public Radio. 2005. Radio. Transcript.
160	TH Ex. 37	6/27/2005	Myerhoff, Matt. "Burst of Real Estate Bubble Could Result in Recession, Economists Say." <i>Los Angeles Business Journal</i> 27 June 2005.
161	TH Ex. 35	8/8/2005	Krugman, Paul. "That Hissing Sound." <i>The New York Times</i> 8 Aug. 2005.
162	TH Ex. 36	8/21/2005	Leonhardt, David. "Be Warned: Mr. Bubble's Worried Again." <i>The New York Times</i> 21 Aug. 2005.
163	TH Ex. 44	9/28/2005	Sing, Bill. "Peak for Housing Said to Be Near." <i>Los Angeles Times</i> 28 Sept. 2005.
164	TH Ex. 28	3/30/2006	Baker, Dean. "The Menace of an Unchecked Housing Bubble." <i>The Economists' Voice</i> 3.4. 30 Mar. 2006.
165	TH Ex. 45	8/15/2006	Vincent, Roger. "Real Estate Economist Leaves UCLA Forecast." <i>Los Angeles Times</i> 15 Aug. 2006.
166	TH Ex. 39	8/23/2006	Nutting, Rex. "Recession Will Be Nasty and Deep, Economist Says." <i>Market Watch</i> . The Wall Street Journal, 23 Aug. 2006.
167	TH Ex. 41	9/24/2006	Robledo, S. Jhoanna. "The Descent: One Extreme View of How Long This Market Will Last." <i>New York Magazine</i> 24 Sept. 2006.
168	TH Ex. 46	2/4/2007	Wilcox, Gregory. "California foreclosure rate climbs to 8-year high" <i>Chicago Tribune</i> 04 Feb. 2007.
169	TH Ex. 43	8/17/2007	<u>Sacramento new-home prices, sales tumble</u> <i>Sacramento Business Journal</i> 17 Aug. 2007.
170	TH Ex. 40	8/20/2007	<u>Record number of homes on market as sales drop</u> <i>Sacramento Business Journal</i> 20 Aug. 2007.

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Ex. No.	Bates No./Other Identifier	Document Date	Description Of Exhibit
171	TH Ex. 31	10/21/2007	Celaschi, Robert. "Housing haunts 2008 outlook" <i>Sacramento Business Journal</i> 21 Oct. 2007.
172	TH Ex. 33	10/24/2007	<u>Home sales drop almost 40 percent in September</u> <i>Sacramento Business Journal</i> 24 Oct. 2007.
173	TH Ex. 38	10/26/2007	<u>New-home building permits plummet</u> <i>Sacramento Business Journal</i> 26 Oct. 2007.
174	TH Ex. 42	2/25/2008	<u>Sacramento home prices tumble 28 percent</u> <i>Sacramento Business Journal</i> 25 Feb. 2008.
175	TH Ex. 32	2/28/2008	<u>Home building permits fall 66 percent</u> <i>Sacramento Business Journal</i> 28 Feb. 2008.

ATTACHMENT E: DEFENDANTS' AMENDED EXHIBIT LIST

Ex. No.	Description and Identifying Information
A	May 11, 1990 Butte Community Bank Articles of Incorporation Bates No. Butte-01109003.
B	May 22, 1990 Butte Community Bank Bylaws Bates No. 10278-N000000461799 (Excerpts from Clinton Report Exhibit 55)
C	November 1997 Butte Community Bank CDFI Report of Examination Bates No. 10278-BTCB-543763322-000531
D	December 31, 1998 FDIC Report of Examination Bates No. 10278-BTCB-543763322-000501
E	June 30, 2000 FDIC Report of Examination 10278-BTCB-543763322-000466
F	September 24, 2001 State of CDFI Report of Examination Bates No. 10278-BTCB-543763306-000964
G	June 30, 2002 FDIC Report of Examination Bates No. 10278-BTCB-543763322-000425
H	December 17, 2002 Minutes of the Board meeting Bates No. FDIC-R-BUT-CHI-0000773-775 (Excerpts from Clinton Report Exhibit 55)
I	September 30, 2003 FDIC Report of Examination Bates No. 10278-BTCB-543763322-000402
J	September 21, 2004 Butte Community Bank Amended and Restated Director Deferred Fee Agreement
K	September 30, 2004 FDIC Report of Examination Bates No. 10278-BTCB-543763322-000381
L	December 5, 2005 State of CDFI Report of Examination Bates No. 10278-BTCB-543763322-000360
M	2005 FDIC Quarterly Banking Profile (Last Updated February 28, 2006) Clinton Report Exhibit 13
N	September 2006 Community Valley Bancorp Quarterly Report
O	September 30, 2006 FDIC Report of Examination Bates No. 10278-BTCB-543763322-000328

Ex. No.	Description and Identifying Information
P	December 31, 2006 Community Valley Bancorp 10K Annual Report
Q	2003-2007 SNL Data Share Repurchase Activity Clinton Report Exhibit 20
R	2007 Butte Community Bank Budget Notes (Deposition Exhibit #7)
S	2007 Compensation Committee Resolution of Increased Benefits for Keith Robbins
T	January 16, 2007 to December 16, 2008 Minutes of Bank and CVB Board of Directors Meeting (Deposition Exhibit #2)
U	March 26, 2007 Email from Richard Tuohey to K Robbins Subject: Sale-Leaseback Transactions of Bank Owned Property to Middle Market Banks (Deposition Exhibit #131)
V	March 26, 2007 Email from Richard Tuohey to K Robbins Subject: Sale-Leaseback Model (Deposition Exhibit #148)
W	March 31, 2007 PeerPoint Customized Performance Analysis (Deposition Exhibit #11)
X	April 5, 2007 Email from Keith Robbins to Richard Tuohey re: Sale-Leaseback transactions of Bank owned property to middle market banks (Deposition Exhibit #132)
Y	May 3, 2007 Email from Keith Robbins to Gary Findley re: Tender Offer (Deposition Exhibit #111)
Z	May 4, 2007 Email from Gary Findley to Keith Robbins re: Tender Offer (Deposition Exhibit #190)
AA	April 30, 2007 SEC Schedule 14A
BB	May 15, 2007 Bank/CVB Minutes of the Board of Directors Meeting (Deposition Exhibit #62)
CC	May 23, 2007 Email from Tom Killian to Calum Robertson re: Sale Leaseback Conference Call Community Valley Bancorp (Deposition Exhibit #149)
DD	May 24, 2007 Community Valley Bancorp Sale-Leaseback Transaction Analysis (Deposition Exhibit #38)
EE	June 2007 Community Valley Bancorp Tender Offer (Deposition Exhibit #199)

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Ex. No.	Description and Identifying Information
FF	June 19, 2007 Bank/CVB Minutes of the meeting of the Board of directors (Deposition Exhibit #64)
GG	June 22, 2007 email from Keith Robbins to John Coger re: Stockman's (Deposition Exhibit #112)
HH	July 2, 2007 Email from Peter Buck to Adam Keefer re cvll model (without attachments)
II	July 2, 2007 Sandler O'Neill Sale Leaseback Analysis (Deposition Exhibit #133)
JJ	July 3, 2007 Email from Peter Buck to Murray Bodine re: updated analysis for project nba (Deposition Exhibit #157)
KK	July 3, 2007 Email from Adam Keefer to Keith Robbins re: Additional Analysis (Deposition Exhibit #167)
LL	July 5, 2007 email from Keith Robbins to Adam Keefer re: additional analysis Clinton Report Exhibit 101
MM	July 5, 2007 Email from Adam Keefer to Keith Robbins re: Additional Analysis (Deposition Exhibit #168)
NN	July 6, 2007 Email from Adam Keefer to Keith Robbins re: Additional Analysis (Deposition Exhibit #151)
OO	July 16, 2007 Email from Peter Buck to Murray Bodine re: Cvll (Deposition Exhibit #166)
PP	July 16, 2007 Email from Richard Tuohey to Tom Killian re: Sale/lease (Deposition Exhibit #135)
QQ	July 16, 2007 Email from Richard Tuohey to Adam Keefer re: Sale/lease (Deposition Exhibit #136)
RR	July 16, 2007 Email from Adam Keefer to Richard Tuohey re: Repurchase slides for krobbins (Deposition Exhibit #137)
SS	July 17, 2007 Email from Richard Tuohey to Keith Robbins re: Updated model with stock buyback (Deposition Exhibit #138)
TT	July 17, 2007 CVB share repurchase Analysis Sandler O'Neill (Deposition Exhibit #139)

Ex. No.	Description and Identifying Information
UU	July 17, 2007 Email from Keith Robbins to John Coger re: updated model with stock buyback Clinton Report Exhibit 111
VV	July 19, 2007 Email from Tom Killian to gblumenthal@afrt.com re: update model with stock buyback (Deposition Exhibit #141)
WW	July 19, 2007 Email from Tom Killian to Richard Tuohey re: updated model with stock buyback (Deposition Exhibit #140)
XX	July 23, 2007 CVB Share Repurchase Analysis Sandler O'Neill (Deposition Exhibit #1)
YY	Email from Adam Keefer to Richard Tuohey re: updated model with stock buyback (Deposition Exhibit #142)
ZZ	July 23, 2007 Email from Richard Tuohey to Keith Robbins re: Model with Revisions (Deposition Exhibit #144)
A-1	July 23, 2007 Email from Richard Tuohey to Keith Robbins re: Model with Revisions (Deposition Exhibit #153)
A-2	July 24, 2007 Bank/CVB Minutes of the meeting of the Board of Directors (Deposition Exhibit #65)
A-3	July 24, 2007 Butte Community Bank Amended and Restated Executive Supplemental Retirement Plan Executive Agreement
A-4	July 26, 2007 Email from Don Leforce to Bert & Debbie Townshend re: Strategic Planning (Deposition Exhibit #5)
A-5	August 6, 2007 Sale Leaseback Analysis Sandler O'Neill (Deposition Exhibit #145)
A-6	INTENTIONALLY LEFT BLANK
A-7	August 7, 2007 Board of Governors of the Federal Reserve System Press Release Clinton Report Exhibit 24
A-8	August 9, 2007 Email from Keith Robbins to John Coger re: background for 8/21 meeting (Deposition Exhibit #200)
A-9	August 10, 2007 CVB Sale Leaseback Transaction Analysis (Deposition Exhibit #146)

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Ex. No.	Description and Identifying Information
A-10	August 21, 2007 Community Valley Bancorp Butte Community Bank Board Discussion (Deposition Exhibit #6)
A-11	August 21, 2007 Community Valley Bancorp Butte Community Bank Board Discussion (Deposition Exhibit #27)
A-12	August 21, 2007 Bank/CVB Minutes of the Board of Directors Meeting (Deposition Exhibit #9)
A-13	August 21, 2007 Community Valley Bancorp Butte Community Bank Board Discussion (Deposition Exhibit #5)
A-14	August 27, 2007 Email from Murray Bodine to Keith Robbins re: here it is in word form with a few blanks (Deposition Exhibit #169)
A-15	August 31, 2007 Email from Don Leforce to Gayle Lee re: Stock Price run up (Deposition Exhibit #86)
A-16	September 2, 2007 Email from Gary Findley to Don Leforce re: Stock Price run up Clinton Report Exhibit 129
A-17	September 30, 2007 CVB 10-Q
A-18	September 2007 Bank internal Executive Summary
A-19	September 5, 2007 Email from Keith Robbins to Murray Bodine re: here it is in word form with a few blanks (Deposition Exhibit #118)
A-20	September 5, 2007 Email from Murray Bodine to Adam Keefer re: here it is in word form with a few blanks (Deposition Exhibit #159)
A-21	September 6, 2007 Email from Don Leforce to Gary Strauss re: Increase in stock price (Deposition Exhibit #87)
A-22	September 7, 2007 Community Valley Bancorp Sale Lease Back Transaction Analysis (Deposition Exhibit #127)
A-23	September 7, 2007 Email from Keith Robbins to John Coger re: Sandler Clinton Report Exhibit 133
A-24	September 7, 2007 Email from Richard Tuohey to Keith Robbins and John Coger re Updated Sale Leaseback numbers, and attachment (Excerpts from Clinton Report Exhibit 55)

Ex. No.	Description and Identifying Information
A-25	September 10, 2007 Sale and Lease Back Funds Usage for Share Buy Back KR00022
A-26	September 11, 2007 Email from Peter Buck to Murray Bodine re: Repurchase Analysis (Deposition Exhibit #160)
A-27	September 12, 2007 Email from Keith Robbins to Gary Findley re: Tender Offer Clinton Report Exhibit 136
A-28	September 12, 2007 Email from Jeffrey Jones to Keith Robbins re: Meeting September 27 Clinton Report Exhibit 137
A-29	September 14, 2007 Email from Adam Keefer to Peter Buck re revised analysis for cvll (without attachment)
A-30	September 17, 2007 Community Valley Bancorp Share Repurchase Analysis Sandler O'Neil & Partners (Deposition Exhibit #161)
A-30	September 17, 2007 Community Valley Bancorp Share Repurchase Analysis Sandler O'Neil & Partners (Deposition Exhibit #161)
A-31	September 18, 2007 Bank/CVB Minutes of the board of directors meeting (Deposition Exhibit #10)
A-32	September 18, 2007 Federal Reserve Press Release Clinton Report Exhibit 25
A-33	September 19, 2007 Email from Denna McGhee to Keith Robbins re: Cvll repurchase analysis (Excerpts from Clinton Report Exhibit 55)
A-34	September 20, 2007 Email from Keith Robbins to John Coger, Don Leforce re: cvll repurchase analysis (with attached September 19, 2007 Email from Denna McGhee to Keith Robbins and Gary Findley Re: cvll repurchase analysis, and attachment) (Clinton Report Exhibit 141)
A-35	September 21, 2007 Email from Adam Keefer to Peter Buck re analysis for cvll (without attachment)
A-36	September 21, 2007 Email from Adam Keefer to Peter Buck RE: cvll (without attachment), and attached September 21, 2007 email string from Peter Buck to Adam Keefer
A-37	September 21, 2007 Email from Adam Keefer to Peter Buck re Attachments: 07-09-21CVLL.pdf (but without attachment)
A-38	September 21, 2007 Email from Peter Buck to Keith Robbins re: repurchase analysis (Deposition Exhibit #164)

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Ex. No.	Description and Identifying Information
A-39	September 21, 2007 CVB Share Repurchase Analysis Sandler O'Neill Clinton Report Exhibit 144
A-40	September 21, 2007 Email from Don Leforce to Gary Strauss re: Tender Offer (Deposition Exhibit #119)
A-41	September 21, 2007 Email from Don Leforce to Gary Strauss re: Information leak (Deposition Exhibit #88)
A-42	October 2, 2007 email from Keith Robbins to Denna McGhee re: cvll repurchase analysis (Clinton Report Exhibit 147)
A-43	October 11, 2007 Email from Keith Robbins to Laura re: ITO (Deposition Exhibit #191)
A-44	October 16, 2007 Bank/CVB Minutes of the board of Directors meeting (Deposition Exhibit #11)
A-45	October 16, 2007 Bank/CVB Minutes of the board of Directors meeting Bates No. FDIC00409-412
A-46	October 17, 2007 Email from Keith Robbins to Gary Findley re: Stolen Laptop Clinton Report Exhibit 151
A-47	October 17, 2007 Email from Keith Robbins to Gary Findley re: Tender Offer (Deposition Exhibit #121)
A-48	October 22, 2007 Email from Gary Findley to Keith Robbins re: Open Period (Deposition Exhibit #202)
A-49	October 25, 2007 Email from Gary Findley to Don Leforce re: Tender Offer & information breach (Deposition Exhibit #203)
A-50	October 26, 2007 email from Keith Robbins to McLaughlin Re: tender offer & information breach Clinton Report Exhibit 154
A-51	October 31, 2007 Federal Reserve Press Release Clinton Report Exhibit 26
A-52	November 7, 2007 Sale and Lease Back expense comparison Clinton Report Exhibit 155

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Ex. No.	Description and Identifying Information
A-53	November 20, 2007 Bank/CVB Minutes of the board of directors meeting (Deposition Exhibit #12)
A-54	December 2007 Executive Summary Butte Community Bank
A-55	December 4, 2007 Minutes of the Loan Committee Butte Community Bank (Deposition Exhibit #15)
A-56	December 10, 2007 CDFI Report of Examination Bates No. FDIC00183
A-57	2007 California Public Bank Pricing Clinton Report Exhibit 21
A-58	2007 Holding Company Capital Analysis Publicly traded western banks Clinton Report Exhibit 45
A-59	2000-2008 Bank Merger Data Clinton Report Exhibit 19
A-60	2001-2008 Labor Force Statistics from the Current Population Survey Clinton Report Exhibit 15
A-61	2006-2008 SNL Price Clinton Report Exhibit 18
A-62	2008 Butte Community Bank Budget (Deposition Exhibit #18)
A-63	Documents Produced to FDIC-R by Raymond James & Associates
A-64	January 2008 BCB Executive Summary Bates No. HT03510 Clinton Report Exhibit 167
A-65	January 2008 Tender Offer Decision Model (Deposition Exhibit #9)
A-66	January 2008 Tender Offer Decision Model (Deposition Exhibit #2)
A-67	January 8, 2008 Minutes of the Loan Committee Butte Community Bank Bates No. HT03515 Clinton Report Exhibit 164

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Ex. No.	Description and Identifying Information
A-68	January 10, 2008 Memo to the Board of Directors from Keith Robbins re: Board of Directors Meeting (Deposition Exhibit #14)
A-69	January 10, 2008 BCB/CVB Board Packet (Clinton Report Exhibit 75)
A-70	January 10, 2008 Email from Keith Robbins to G Findley re: Tender Offer (Deposition Exhibit #7)
A-71	January 10, 2008 Email from Keith Robbins to G Findley re: Tender Offer Bates No. FDIC01385
A-72	January 11, 2008 Email from Gary Findley to Keith Robbins re: Tender Offer (Deposition Exhibit #10)
A-73	January 15, 2008 email from Keith Robbins to G Findley re: Tender Offer (Deposition Exhibit #8)
A-74	January 15, 2008 Bank/CVB Minutes of the Board of Directors Meeting Bates No. FDIC00422-425
A-75	January 15, 2008 Community Valley Bancorp Minutes of the meeting of the Board of Directors
A-76	January 29, 2008 Email from John Coger to Tom Mecredy re: Butte ITO Timetable revised Bates No. FDIC00962
A-77	INTENTIONALLY OMITTED
A-78	January 31, 2008 Risk based Capital Calculation Bates No. HT03560 Clinton Report Exhibit 176
A-79	Documents marked at Clinton expert deposition (Deposition Exhibit #213)
A-80	February 8, 2008 Letter to Board of Directors Community Valley Bancorp from Howe Barnes Hoefler & Arnett Bates No. 000021-23
A-81	February 11, 2008 Email from Keith Robbins to John Coger, Gary Findley and Don Leforce re: Howe Barnes (Clinton Report Exhibit 181)
A-82	February 11, 2008 Email from Don Leforce to Luther McLaughlin re: Fairness Opinion

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Ex. No.	Description and Identifying Information
A-83	February 12, 2008 Email from Laura Dean-Richardson to Tom Kwan, et al. re: Tender Offer Questions and revised timetables (Deposition Exhibit #207)
A-84	February 12, 2008 email from Laura Dean-Richardson to Tom Kwan re: Press Release (Deposition Exhibit #208)
A-85	February 13, 2008 Email from Gary Findley to Keith Robbins re: Butte Press Release (including attached Draft March 2008 CVB Tender Offer press release) Clinton Report Exhibit 186
A-86	Intentionally Omitted
A-87	February 14, 2008 BCB/CVB Board Packet (Clinton Report Exhibit 76)
A-88	February 14, 2008 Email from Thomas Q. Kwan to Gary Findley re: Option Exercise vs Tender Bates No. FDIC00954
A-89	February 19, 2008 Certificate of Secretary James Rickards
A-90	March 2008 Quarterly Banking Profile Clinton Report Exhibit 14
A-91	March 7, 2008 Email from Laura Dean Richardson to John Coger, et al. re: Tender Offer Docs, and attachments (Clinton Report Exhibit 192)
A-92	March 13, 2008 Email from Gayle Lee to Keith Robbins re: Tender Offer has been posted (Deposition Exhibit #54)
A-93	March 13, 2008 Email from Nicole Howell to Jimmy Dunne re: Community Valley Bancorp Announces Tender Offer Clinton Report Exhibit 196
A-94	March 25, 2008 Bank/CVB Minutes of the Board of Directors Meeting Bates No. FDIC00436-439
A-95	March 20, 2008 BCB/CVB Board Packet (Clinton Report Exhibit 77)
A-96	March 31, 2008 Statistics at a glance Clinton Report Exhibit 5
A-97	April 3, 2008 Email from Murray Bodine to Peter Buck re: Gold Country (Deposition Exhibit #163)

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Ex. No.	Description and Identifying Information
A-98	Documents produced by Robert Ching at his deposition (Deposition Exhibit #1)
A-99	April 10, 2008 BCB/CVB Board Packet excerpt (Deposition Exhibit #42)
A-100	April 10, 2008 BCB/CVB Board Packet (Clinton Report Exhibit 78)
A-101	April 22, 2008 Email from Adam Keefer to Keith Robbins re: Contact info (Deposition Exhibit #170)
A-102	Excerpts of June 2008 BCB/CVB Board Packet (Clinton Report Exhibit 80)
A-103	May 5, 2008 SEC Statement of Changes in Beneficial Ownership re CVB Directors
A-104	May 5, 2008 Tender Offer Statement Bates No. FDIC001132 Clinton Report Exhibit 206
A-105	May 8, 2008 BCB/CVB Board Packet (Clinton Report Exhibit 79)
A-106	March 31, 2008 FDIC Quarterly Banking Profile (Last Updated May 29, 2008) Clinton Report Exhibit 6
A-107	Email from Adam Keefer to Keith Robbins re: Revised Analysis (Deposition Exhibit #171)
A-108	June to December 2008 BCB Executive Summary
A-109	June 2, 2008 Email from Adam Keefer to Keith Robbins re: revised analysis (Deposition Exhibit #172)
A-110	June 5, 2008 Email from Adam Keefer to Keith Robbins re: revised analysis (Deposition Exhibit #173)
A-111	June 2008 Bank/CVB Board Packet (printed from Relativity starting at 10278-BTCB-543763303-002092 and ending at 10278-BTCB-543763303-002220 but does not bear Relativity identifying numbers or any other Bates numbers)
A-112	June 24, 2008 Resolution Negative Pledge Agreement Bates No. PerrySmith00013553-578
A-113	June 25, 2008 Federal Reserve Press Release Clinton Report Exhibit 32

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Ex. No.	Description and Identifying Information
A-114	June 30, 2008 CVB 10-Q (Deposition Exhibit #107)
A-115	June 30, 2008 Collateral Receipt Bates No. FDIC00576
A-116	June 30, 2008 BCB Call Report
A-117	July 10, 2008 BCB/CVB Board Packet (Clinton Report Exhibit 81)
A-118	July 13, 2008 CNNMoney Article <i>The Fall of IndyMac</i> Clinton Report Exhibit 40
A-119	July 15, 2008 Butte Community Bank Agenda
A-120	July 15, 2008 Minutes of the Board of Directors Butte Community Bank
A-121	July 15, 2008 Community Valley Bancorp Minutes of the Meeting of the Board of Directors
A-122	July 24, 2008 Minutes of the regular ALCO Meeting Butte Community Bank Clinton Report Exhibit 71
A-123	August 19, 2008 Bank/CVB Minutes of the Board of Directors Meeting
A-124	June 30, 2008 Quarterly Banking Profile (Last Updated August 26, 2008) Clinton Report Exhibit 7
A-125	INTENTIONALLY OMITTED
A-126	September 15, 2008 The New York Times Article <i>Lehman Files for Bankruptcy; Merrill is Sold</i> Clinton Report Exhibit 36
A-127	September 16, 2008 Bank/CVB Minutes of the Board of Directors Meeting (Deposition Exhibit #33)
A-128	Wall Street Journal Article <i>WaMu is Seized, Sold off to J.P. Morgan, In Largest failure in U.S. Banking History</i> Clinton Report Exhibit 35
A-129	September 30, 2008 FDIC Report of Examination (Deposition Exhibit #174)
A-130	October 3, 2008 The New York Times Article <i>Wells Fargo to Buy Wachovia in \$15.1 Billion Deal</i> Clinton Report Exhibit 37

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Ex. No.	Description and Identifying Information
A-131	October 14, 2008 USA Today Article <i>Dow Suffers its Worst Drop Ever</i> Clinton Report Exhibit 42
A-132	October 21, 2008 Bank/CVB Minutes of the Board of Directors Meeting Bates No. FDIC00463-467
A-133	October 23, 2008 Email from B08-22 to Keith Robbins re: Bank B08-22 Acquisition Opportunity
A-134	November 18, 2008 Bank Minutes of the Meeting of the Board of Directors Bates No. FDIC00474-477
A-135	November 18, 2008 Community Valley Bancorp Minutes of the Meeting of the Board of Directors Bates No. FDIC00468
A-136	September 30, 2008 Quarterly Banking Profile (Last Updated November 25, 2008) Clinton Report Exhibit 8
A-137	December 15, 2008 Email from Keith Robbins to Don Leforce re: TARP Clinton Report Exhibit 224
A-138	December 31, 2008 Perry-Smith workpapers (Deposition Exhibit #96)
A-139	December 31, 2008 Statistics at a glance Clinton Report Exhibit 4
A-140	December 31, 2008 CVB 10-K (Deposition Exhibit #102)
A-141	December 31, 2008 BCB Call Report
A-142	2009 Subscription Agreement for the Purchase of Note and Exchange of Note for preferred stock in CVB executed by Luther McLaughlin
A-143	August 21, 2007 to February 5, 2009 CVB stock purchase confirmations for Luther McLaughlin
A-144	February 13, 2009 Memorandum to Directors from Gayle Lee (Deposition Exhibit #31)
A-145	March 11, 2009 FDIC Letter to Butte Community Bank Bates No. FDIC-CORPORATE/CHING-0001 Clinton Report Exhibit 74

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Ex. No.	Description and Identifying Information
A-146	2008 Quarterly Banking Profile (Last Updated March 18, 2009) Clinton Report Exhibit 12
A-147	December 31, 2008 Quarterly Banking Profile (Last Updated March 20, 2009) Clinton Report Exhibit 9
A-148	2008 Quarterly Banking Profile (Last Updated March 20, 2009) Clinton Report Exhibit 10
A-149	April 29, 2009 Letter from the FDIC to Board of Directors Butte Community Bank re: Memorandum of Understanding
A-150	May 1, 2009 SEC Schedule 14A
A-151	March 31, 2009 Quarterly Banking Profile (Last Updated May 19, 2009) Clinton Report Exhibit 11
A-152	July 20, 2009 BankVision Inc. Butte Community Bank Administration/Finance/ Treasury Audit
A-153	December 31, 2009 CVB 10-K (Deposition Exhibit #16)
A-154	December 31, 2009 Keith Robbins brokerage account statement reflecting CVB holdings
A-155	2010 FDIC Sales Clinton Report Exhibit 22
A-156	January 28, 2010 Community Valley Bancorp Certificate of Preferred Stock
A-157	February 2010 Surrender and Death Benefit Report
A-158	June 22, 2010 Agreement for termination of Keith Robbins Salary continuation agreement and Supplemental executive retirement agreement and release and waiver
A-159	August 1, 2000 Keith Robbins Executive Retirement Plan Executive Agreement
A-160	June 30, 2010 CVB 10-Q
A-161	August 20, 2010 FDIC Press Release <i>Rabobank, National Association Acquires all the deposits of two banks in California</i> (Deposition Exhibit #177)
A-162	August 20, 2010 Butte Community Bank Bid Summary (Deposition Exhibit #175)

Ex. No.	Description and Identifying Information
A-163	August 20, 2010 The Findley Reports <i>The Failure of Butte Community Bank and the assumption of all deposits and the purchase of certain assets by Rabobank</i> (Deposition Exhibit #210)
A-164	August 20, 2010 Purchase and Assumption Agreement FDIC & Rabobank (Deposition Exhibit #178)
A-165	September 30, 2010 Guru Focus Article <i>Big Time Investors who Made Big Time Mistakes Example #2 Tom Brown Prominent Bank Stock Analyst of Second Curve Capital Calls the bottom of Financials in the Fall of 2007!</i> Clinton Report Exhibit 44
A-166	November 22, 2010 FDIC-R Proof of Claim John Coger deferred compensation
A-167	December 17, 2010 Letter from FDIC to Donald Leforce re: Notice of Disallowance of Claim
A-168	December 17, 2010 Letter from FDIC to John Coger re: Notice of Disallowance of Claim
A-169	December 17, 2010 Letter from FDIC to Keith Robbins re: Notice of Disallowance of Claim
A-170	July 1, 2012 the Wall Street Journal <i>BofA's Blunder: \$40 Billion-Plus</i> Clinton Report Exhibit 33
A-171	March 19, 2013 Sale and Lease Back Funds Usage for Share Buy Back (Deposition Exhibit #4)
A-172	April 30, 2013 Settlement Agreement and Release CVB and FDIC
A-173	July 2013 FDIC Office of the Comptroller of the Currency New Capital Rule Community Bank Guide Hargett Report Exhibit
A-174	July 9, 2013 FDIC Financial Institution Letter Hargett Report Exhibit
A-175	September 10, 2013 Federal Register Vol. 78 No. 175 Hargett Report Exhibit
A-176	2000-2015 S&P Dow Jones Indices S&P / Case-Shiller 20-City Composite Home Price Index Clinton Report Exhibit 23
A-177	February 21, 20014 Article from The Sacramento Bee As 2008 " <i>Economic Disaster Loomed, Yellen first for Aggressive Action, Transcripts Show</i> "

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Ex. No.	Description and Identifying Information
A-178	February 20, 2015 print-out of FDIC Failed Bank List identifying banks that have failed since October 1, 2000 (attached as Exhibit G to Defendant Donald Leforce's First Set of Requests for Admission dated February 20, 2015)
A-179	June 30, 2015 Butte Community Bank Receivership Balance Sheet Summary (Deposition Exhibit #176)
A-180	Sandler O'Neill Excel Earnings Analysis (Deposition Exhibit #72)
A-181	August 6, 2015 The Wall Street Journal <i>Fannie Mae to Send \$4.4 Billion to Treasury Department</i> Clinton Report Exhibit 34
A-182	August 28, 2015 Email from Heftman Lawrence to Linda Kim re: Meet and Confer
A-183	September 30, 2015 Failed Bank Information from FDIC website Butte Community Bank Receivership Balance Sheet Summary
A-184	October 27, 2015 Fully Vested BOLI and Deferred Total Payout
A-185	Community Valley Bancorp Issue Tender Offer Timetable & Schedule of Responsibilities (Deposition Exhibit #193)
A-186	November 18, 2015 CNSNEWS Web Article <i>Bernanke Leaves Fed with Record Balance Sheet of \$4,138,000,000</i> Clinton Report Exhibit 43
A-187	December 31, 2015 Failed Bank Information from FDIC website Butte Community Bank Receivership Balance Sheet Summary
A-188	2015 Bank of America Web Article Financial Releases <i>Bank of America Agrees to Purchase Countrywide Financial Corp.</i> Clinton Report Exhibit 41
A-189	Federal Reserve Board Household Debt Service and Financial Obligations Ratios Historical Data Dating Back to 1980 (Last Updated June 17, 2015) Clinton Report Exhibit 16
A-190	Federal Reserve Board Discount Rate Historical Data Dating Back to 2003 Clinton Report Exhibit 17
A-191	December 31, 2005 UBPR Reports (Clinton Report Exhibit 3)
A-192	Section 6.1 of the FDIC's Risk Management Manual of Examination Policies (attached to FDIC-R's Response to Defendant Donald Leforce's First Set of Requests for Admission dated April 17, 2015)

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Ex. No.	Description and Identifying Information
A-193	FDIC Law, Regulations, Related Acts 5000 Statements Policy Uniform <i>Financial Institutions Ratings System</i> Hargett Report Exhibit
A-194	FDIC Regulatory Capital Interim Final Rule Hargett Report Exhibit
A-195	Expanded Community Bank Guide to the New Capital Rule for FDIC Supervised Banks Hargett Report Exhibit
A-196	Community Valley Bancorp Issue Tender Offer Timetable & Schedule of responsibilities Butte Community Bank Capital Earnings and Policy (Deposition Exhibit #193)
A-197	July 23, 2007 Share Repurchase Analysis (including Base Case Forecast Sandler O’Neill& Partners Bates No. SOP_REV00000485) (Deposition Exhibit #67)
A-198	Prompt Corrective Action Categories Hargett Report Exhibit
A-199	Risk Management Manual of Examination Policies Section 6.1 Liquidity and Funds Management (DE 21 at pp. 142-162)
A-200	FDIC Supervisory Policy and Guidance Topics Allowance for Loan and Lease Losses (ALLL)
A-201	INTENTIONALLY LEFT BLANK
A-202	CVB’s Form 10-K for period ending December 31, 2005 [Hargett Report Exhibit]
A-203	CVB’s Form 10-K for period ending December 31, 2006 [Hargett Report Exhibit]
A-204	CVB’s Form 10-K for period ending December 31, 2007 [Hargett Report Exhibit]
A-205	CVB’s Form 10-K for period ending December 31, 2008 [Hargett Report Exhibit]
A-206	CVB’s Form 10-K for period ending December 31, 2009 [Hargett Report Exhibit]

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Ex. No.	Description and Identifying Information
A-207	Butte Community Bank's Call Report (Consolidated Report of Condition and Income) for Quarter End Date March 31, 2001 [Hargett Report Exhibit]
A-208	Butte Community Bank's Call Report (Consolidated Report of Condition and Income) for Quarter End Date June 30, 2001 [Hargett Report Exhibit]
A-209	Butte Community Bank's Call Report (Consolidated Report of Condition and Income) for Quarter End Date September 30, 2001 [Hargett Report Exhibit]
A-210	Butte Community Bank's Call Report (Consolidated Report of Condition and Income) for Quarter End Date December 31, 2001 [Hargett Report Exhibit]
A-211	Butte Community Bank's Call Report (Consolidated Report of Condition and Income) for Quarter End Date March 31, 2002 [Hargett Report Exhibit]
A-212	Butte Community Bank's Call Report (Consolidated Report of Condition and Income) for Quarter End Date June 30, 2002 [Hargett Report Exhibit]
A-213	Butte Community Bank's Call Report (Consolidated Report of Condition and Income) for Quarter End Date September 30, 2002 [Hargett Report Exhibit]
A-214	Butte Community Bank's Call Report (Consolidated Report of Condition and Income) for Quarter End Date December 31, 2002 [Hargett Report Exhibit]
A-215	Butte Community Bank's Call Report (Consolidated Report of Condition and Income) for Quarter End Date March 31, 2003 [Hargett Report Exhibit]
A-216	Butte Community Bank's Call Report (Consolidated Report of Condition and Income) for Quarter End Date June 30, 2003 [Hargett Report Exhibit]
A-217	Butte Community Bank's Call Report (Consolidated Report of Condition and Income) for Quarter End Date September 30, 2003 [Hargett Report Exhibit]

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Ex. No.	Description and Identifying Information
A-218	Butte Community Bank's Call Report (Consolidated Report of Condition and Income) for Quarter End Date December 31, 2003 [Hargett Report Exhibit]
A-219	Butte Community Bank's Call Report (Consolidated Report of Condition and Income) for Quarter End Date March 31, 2004 [Hargett Report Exhibit]
A-220	Butte Community Bank's Call Report (Consolidated Report of Condition and Income) for Quarter End Date June 30, 2004 [Hargett Report Exhibit]
A-221	Butte Community Bank's Call Report (Consolidated Report of Condition and Income) for Quarter End Date September 30, 2004 [Hargett Report Exhibit]
A-222	Butte Community Bank's Call Report (Consolidated Report of Condition and Income) for Quarter End Date December 31, 2004 [Hargett Report Exhibit]
A-223	Butte Community Bank's Call Report (Consolidated Report of Condition and Income) for Quarter End Date March 31, 2005 [Hargett Report Exhibit]
A-224	Butte Community Bank's Call Report (Consolidated Report of Condition and Income) for Quarter End Date June 30, 2005 [Hargett Report Exhibit]
A-225	Butte Community Bank's Call Report (Consolidated Report of Condition and Income) for Quarter End Date September 30, 2005 [Hargett Report Exhibit]
A-226	Butte Community Bank's Call Report (Consolidated Report of Condition and Income) for Quarter End Date December 31, 2005 [Hargett Report Exhibit]
A-227	Butte Community Bank's Call Report (Consolidated Report of Condition and Income) for Quarter End Date March 31, 2006 [Hargett Report Exhibit]
A-228	Butte Community Bank's Call Report (Consolidated Report of Condition and Income) for Quarter End Date June 30, 2006 [Hargett Report Exhibit]

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Ex. No.	Description and Identifying Information
A-229	Butte Community Bank's Call Report (Consolidated Report of Condition and Income) for Quarter End Date September 30, 2006 [Hargett Report Exhibit]
A-230	Butte Community Bank's Call Report (Consolidated Report of Condition and Income) for Quarter End Date December 31, 2006 [Hargett Report Exhibit]
A-231	Butte Community Bank's Call Report (Consolidated Report of Condition and Income) for Quarter End Date March 31, 2007 [Hargett Report Exhibit]
A-232	Butte Community Bank's Call Report (Consolidated Report of Condition and Income) for Quarter End Date June 30, 2007 [Hargett Report Exhibit]
A-233	Butte Community Bank's Call Report (Consolidated Report of Condition and Income) for Quarter End Date September 30, 2007 [Hargett Report Exhibit]
A-234	INTENTIONALLY OMITTED
A-235	INTENTIONALLY OMITTED
A-236	INTENTIONALLY OMITTED
A-237	Butte Community Bank's Call Report (Consolidated Report of Condition and Income) for Quarter End Date September 30, 2008 [Hargett Report Exhibit]
A-238	Butte Community Bank's Call Report (Consolidated Report of Condition and Income) for Quarter End Date December 31, 2008 [Hargett Report Exhibit]
A-239	Butte Community Bank's Call Report (Consolidated Report of Condition and Income) for Quarter End Date March 31, 2009 [Hargett Report Exhibit]
A-240	Butte Community Bank's Call Report (Consolidated Report of Condition and Income) for Quarter End Date June 30, 2009 [Hargett Report Exhibit]
A-241	Butte Community Bank's Call Report (Consolidated Report of Condition and Income) for Quarter End Date September 30, 2009 [Hargett Report Exhibit]

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Ex. No.	Description and Identifying Information
A-242	Butte Community Bank's Call Report (Consolidated Report of Condition and Income) for Quarter End Date December 31, 2009 [Hargett Report Exhibit]
A-243	July 6, 2007 email from Keith Robbins to John Coger re Additional Analysis, with attached July 2007 email strings between Keith Robbins and Adam Keefer and attached July 3, 2007 Sander O'Neill Pro Forma Analysis Regarding Project NBA (Bates No. beginning 10278-N000000018007, but attached email strings and Pro Forma Analysis could not be printed with Bates Nos.)
A-244	July 19, 2007 email from Keith Robbins to John Coger re Updated model with stock buyback, and attached July 2007 email strings between Richard Tuohey and Keith Robbins (Bates No. beginning 10278-N000000017861, but attached email strings could not be printed with Bates Nos.)
A-245	July 30, 2007 email from Luther McLaughlin to Keith Robbins, John Coger, Don Leforce, and Eugene Even re Buy back, and attached July 30, 2007 email from Keith Robbins to John Coger, Don Leforce, Luther McLaughlin, and Eugene Even
A-246	July 30, 2007 email from John Coger to Keith Robbins, Don Leforce, Luther McLaughlin, and Eugene Even re Buy back, and attached email strings
A-247	July 31, 2007 email from Eugene Even to Keith Robbins, John Coger, Luther McLaughlin re Buy Back – Gene's input
A-248	July 31, 2007 email from Keith Robbins to John Coger, Don Leforce, Luther McLaughlin re Buy Back – Gene's input
A-249	March 4, 2008 email from Keith Robbins to Gayle Lee, John Coger, Don Leforce Re: Agenda, and attached March 4, 2008 email strings from Gayle Lee and Keith Robbins
A-250	June 1, 2011 email from Susan Cordonnier to Keith Robbins and John Coger re Call (Bates No. PerrySmith00000033)
A-251	Community Valley Bancorp Timeline of Events for Robert Hartline (Bates Nos. PerrySmith00001442- PerrySmith00001443)
A-252	June 23, 2011 email from Robert Hartline to Farley Neuman Re: Perry-Smith LLP, and two attachments (Bates Nos. PerrySmith00002389- PerrySmith00002394, but attachment constituting the model could not be printed with Bates Nos.)