First Foundation Inc.
Form 10-Q
August 09, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended June 30, 2016

OR

¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to

Commission File Number 001-36461

FIRST FOUNDATION INC.

(Exact name of Registrant as specified in its charter)

| | |
|---|---|
| Delaware<br>(State or other jurisdiction<br>of incorporation or organization) | 20-8639702<br>(I.R.S. Employer<br>Identification Number) |
| 18101 Von Karman Avenue, Suite 700 Irvine, CA 92612<br>(Address of principal executive offices) | 92612<br>(Zip Code) |

(949) 202-4160

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every interactive data file required to be submitted and posted pursuant to Rule 405 of Regulation S-T (section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of “large accelerated filer”, “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.) (Check one):

| | | | |
|---|---|---|---|
| Large accelerated filer | ¨ | Accelerated filer | x |
| Non-accelerated filer | ¨ | Smaller reporting company | ¨ |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

As of August 5, 2016, there were 16,220,575 shares of registrant’s common stock outstanding

FIRST FOUNDATION INC.

QUARTERLY REPORT ON FORM 10-Q

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2016

TABLE OF CONTENTS


| | | Exhibit No. |
|---|---|---|
| Part I. Financial Information | | |
| Item 1. | Financial Statements | 1 |
| Item 2 | Management's Discussion and Analysis of Financial Condition and Results of Operations | 20 |
| Item 3. | Quantitative and Qualitative Disclosures About Market Risk | 39 |
| Item 4. | Controls and Procedures | 39 |
| Part II. Other Information | | |
| Item 1A | Risk Factors | 39 |
| Item 6 | Exhibits | 40 |
| SIGNATURES | | S-1 |
| EXHIBITS | | E-1 |

PART I — FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS
FIRST FOUNDATION INC.

CONSOLIDATED BALANCE SHEETS

(In thousands, except share and per share amounts)

| | June 30, 2016 (unaudited) | December 31, 2015 |
|---|---|---|
| ASSETS | | |
| Cash and cash equivalents | $444,518 | $215,748 |
| Securities available-for-sale (“AFS”) | 532,231 | 565,135 |
| Loans held for sale | 468,277 | — |
| Loans, net of deferred fees | 2,003,821 | 1,765,483 |
| Allowance for loan and lease losses (“ALLL”) | (12,200) | (10,600) |
| Net loans | 1,991,621 | 1,754,883 |
| Investment in FHLB stock | 25,326 | 21,492 |
| Premises and equipment, net | 4,774 | 2,653 |
| Deferred taxes | 10,077 | 15,392 |
| Real estate owned (“REO”) | 1,074 | 4,036 |
| Goodwill and intangibles | 2,288 | 2,416 |
| Other assets | 12,754 | 10,824 |
| Total Assets | $3,492,940 | $2,592,579 |
| LIABILITIES AND SHAREHOLDERS’ EQUITY | | |
| Liabilities: | | |
| Deposits | $2,265,596 | $1,522,176 |
| Borrowings | 938,000 | 796,000 |
| Accounts payable and other liabilities | 11,836 | 14,667 |
| Total Liabilities | 3,215,432 | 2,332,843 |
| Commitments and contingencies | — | — |
| Shareholders’ Equity | | |

| | | |
|---|---|---|
| Common Stock, par value $0.001: 70,000,000 shares authorized; 16,207,160 and 15,980,526 shares issued and outstanding at June 30, 2016 and December 31, 2015, respectively | 16 | |
| Additional paid-in-capital | 230,316 | 227,262 |
| Retained earnings | 40,873 | 33,762 |
| Accumulated other comprehensive income (loss), net of tax | 6,303 | (1,304) |
| Total Shareholders' Equity | 277,508 | 259,736 |
| | | |
| Total Liabilities and Shareholders' Equity | $3,492,940 | $2,592,579 |

(See accompanying notes to the consolidated financial statements)

FIRST FOUNDATION INC.

CONSOLIDATED INCOME STATEMENTS - UNAUDITED

(In thousands, except share and per share amounts)

| | Quarter Ended | | Six Months Ended | |
|---|---|---|---|---|
| | June 30, 2016 | 2015 | June 30, 2016 | 2015 |
| Interest income: | | | | |
| Loans | $20,961 | $13,362 | $39,131 | $25,463 |
| Securities AFS | 3,100 | 822 | 6,221 | 1,637 |
| Fed funds sold, FHLB stock and deposits | 512 | 809 | 919 | 1,051 |
| Total interest income | 24,573 | 14,993 | 46,271 | 28,151 |
| Interest expense: | | | | |
| Deposits | 1,973 | 1,115 | 3,768 | 2,038 |
| Borrowings | 679 | 454 | 1,221 | 818 |
| Total interest expense | 2,652 | 1,569 | 4,989 | 2,856 |
| Net interest income | 21,921 | 13,424 | 41,282 | 25,295 |
| Provision for loan losses | 1,250 | 753 | 1,650 | 903 |
| Net interest income after provision for loan losses | 20,671 | 12,671 | 39,632 | 24,392 |
| Noninterest income: | | | | |
| Asset management, consulting and other fees | 5,985 | 5,922 | 11,986 | 11,772 |
| Gain (loss) on capital markets activities | (2,358) | (15) | (2,048) | (26) |
| Other income | 1,283 | 513 | 1,957 | 878 |
| Total noninterest income | 4,910 | 6,420 | 11,895 | 12,624 |
| Noninterest expense: | | | | |
| Compensation and benefits | 11,924 | 9,390 | 24,648 | 18,570 |
| Occupancy and depreciation | 2,896 | 1,968 | 5,711 | 3,925 |
| Professional services and marketing costs | 2,560 | 1,512 | 4,283 | 2,570 |
| Other expenses | 2,470 | 1,104 | 4,625 | 2,267 |
| Total noninterest expense | 19,850 | 13,974 | 39,267 | 27,332 |
| Income before taxes on income | 5,731 | 5,117 | 12,260 | 9,684 |
| Taxes on income | 2,407 | 2,175 | 5,149 | 4,116 |
| Net income | $3,324 | $2,942 | $7,111 | $5,568 |
| Net income per share: | | | | |
| Basic | $0.21 | $0.36 | $0.44 | $0.70 |

| | | | | |
|---|---|---|---|---|
| Diluted | $0.20 | $0.35 | $0.43 | $0.67 |
| Shares used to compute net income per share: | | | | |
| Basic | 16,134,869 | 8,070,386 | 16,068,979 | 7,963,515 |
| Diluted | 16,572,567 | 8,449,703 | 16,520,150 | 8,330,632 |

(See accompanying notes to the consolidated financial statements)

FIRST FOUNDATION INC.

CONSOLIDATED STATEMENT OF CHANGES

IN SHAREHOLDERS' EQUITY - Unaudited

(In thousands, except share amounts)

| | Common Stock | | Additional | | Accumulated Other | |
|---|---|---|---|---|---|---|
| | Number of Shares | Amount | Paid-in Capital | Retained Earnings | Comprehensive Income (Loss) | Total |
| Balance: December 31, 2015 | 15,980,526 | $ 16 | $227,262 | $33,762 | $ (1,304) | $259,736 |
| Net income | — | — | — | 7,111 | — | 7,111 |
| Other comprehensive income | — | — | — | — | 7,607 | 7,607 |
| Stock based compensation | — | — | 492 | — | — | 492 |
| Issuance of common stock: | | | | | | |
| Exercise of options | 204,396 | — | 2,562 | — | — | 2,562 |
| Issuance of restricted stock | 22,238 | — | — | — | — | — |
| Balance: June 30, 2016 | 16,207,160 | $ 16 | $230,316 | $40,873 | $ 6,303 | $277,508 |

(See accompanying notes to the consolidated financial statements)

FIRST FOUNDATION INC.

CONSOLIDATED STATEMENTS OF

COMPREHENSIVE INCOME - UNAUDITED

(In thousands)

| | Quarter Ended | | Six Months Ended | |
|---|---|---|---|---|
| | June 30, 2016 | 2015 | June 30, 2016 | 2015 |
| Net income | $3,324 | $2,942 | $7,111 | $5,568 |
| Other comprehensive income: | | | | |
| Unrealized holding gains (losses) on securities arising during the period | 3,728 | (2,478) | 12,927 | (1,213) |
| Other comprehensive income (loss) before tax | 3,728 | (2,478) | 12,927 | (1,213) |
| Income tax (expense) benefit related to items of other comprehensive income | (1,534) | 1,020 | (5,320) | 500 |
| Other comprehensive income (loss) | 2,194 | (1,458) | 7,607 | (713) |
| Reclassification adjustment for gains included in net earnings | — | — | (310) | — |
| Income tax expense related to reclassification adjustment | — | — | 130 | — |
| Reclassification adjustment for gains included in net earnings, net of tax | — | — | (180) | — |
| Other comprehensive income (loss), net of tax | 2,194 | (1,458) | 7,427 | (713) |
| Total comprehensive income | $5,518 | $1,484 | $14,538 | $4,855 |

(See accompanying notes to the consolidated financial statements)

FIRST FOUNDATION INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS - UNAUDITED

(In thousands)

| | For the Six Months Ended June 30, | |
|---|---|---|
| | 2016 | 2015 |
| Cash Flows from Operating Activities: | | |
| Net income | $ 7,111 | $ 5,568 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Provision for loan losses | 1,650 | 903 |
| Stock–based compensation expense | 492 | 253 |
| Depreciation and amortization | 854 | 650 |
| Deferred tax provision | (5) | (685) |
| Accretion of discounts on purchased loans, net | (323) | (271) |
| Gain on sale of securities | (310) | — |
| Increase in other assets | (1,209) | (1,892) |
| Decrease in accounts payable and other liabilities | (2,831) | (1,567) |
| Net cash provided by operating activities | 5,429 | 2,959 |
| | | |
| Cash Flows from Investing Activities: | | |
| Net increase in loans (including changes in loans held for sale) | (707,082) | (274,913) |
| Proceeds from sale of REO | 3,702 | — |
| Purchases of premises and equipment | (2,975) | (749) |
| Purchases of securities AFS | (31,038) | (7,543) |

| | | | | |
|---|---|---|---|---|
| Proceeds from sale of securities AFS | 39,456 | | — | |
| Maturities / payments – securities AFS | 37,130 | | 7,525 | |
| Cash acquired in acquisition | — | | 38,624 | |
| Purchases (net of redemptions) of FHLB stock | (3,834) | | (777) | |
| Net cash used in investing activities | (664,641) | | (237,833) | |
| | | | | |
| Cash Flows from Financing Activities: | | | | |
| Increase in deposits | 743,420 | | 183,523 | |
| FHLB Advances – net increase | 142,000 | | 180,000 | |
| Proceeds – term note | — | | 10,114 | |
| Principal payments – term note | — | | (750) | |
| Proceeds from sale of stock, net | 2,562 | | 5,139 | |
| Net cash provided by financing activities | 887,982 | | 378,026 | |
| | | | | |
| Increase in cash and cash equivalents | 228,770 | | 143,152 | |
| Cash and cash equivalents at beginning of year | 215,748 | | 29,692 | |
| Cash and cash equivalents at end of period | $ 444,518 | | $ 172,844 | |
| | | | | |
| Supplemental disclosures of cash flow information: | | | | |
| Cash paid during the period for: | | | | |
| Interest | $ 4,750 | | $ 2,820 | |
| Income taxes | $ 7,150 | | $ 4,950 | |
| Noncash transactions: | | | | |
| Chargeoffs against allowance for loans losses | $ 50 | | $ 253 | |
| Transfer of loans to REO | $ 740 | | $ — | |
| Transfer of loans to loans held for sale | $ 468,277 | | $ 113,325 | |

(See accompanying notes to the consolidated financial statements)

FIRST FOUNDATION INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the Six Months Ended June 30, 2016 - UNAUDITED

NOTE 1: BASIS OF PRESENTATION

The consolidated financial statements include First Foundation Inc. (“FFI”) and its wholly owned subsidiaries: First Foundation Advisors (“FFA”), First Foundation Bank (“FFB” or the “Bank”) and First Foundation Insurance Services (“FFIS”), a wholly owned subsidiary of FFB (collectively referred to as the “Company”). All inter-company balances and transactions have been eliminated in consolidation. The results of operations reflect any interim adjustments, all of which are of a normal recurring nature and which, in the opinion of management, are necessary for a fair presentation of the results for the interim period presented. The results for the 2016 interim periods are not necessarily indicative of the results expected for the full year.

The consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America and prevailing practices within the banking industry. In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the balance sheet and revenues and expenses for the period. Actual results could differ significantly from those estimates.

The accompanying unaudited consolidated financial statements include all information and footnotes required for interim financial statement presentation. Those financial statements assume that readers of this Report have read the most recent Annual Report on Form 10-K which contains the latest available audited consolidated financial statements and notes thereto as of and for the year ended December 31, 2015.

Certain reclassifications have been made to the prior year consolidated financial statements to conform to the 2016 presentation.

In June 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2016-13 “Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments” which introduces new guidance for the accounting for credit losses on certain types of financial instruments. It also modifies the impairment model for available-for-sale debt securities and provides for a simplified accounting model for purchased financial assets with credit deterioration since their origination. The new model, referred to as the current expected credit losses (CECL) model, will apply to financial assets subject to credit losses and measured at amortized cost, and certain off-balance sheet credit exposures. Upon initial recognition of the exposure, the CECL model requires an entity to estimate the credit losses expected over the life of an exposure. This update is effective for the Company for annual periods beginning after December 15, 2019, and interim periods within those annual periods. The Company is currently evaluating the effects of ASU 2016-13 on its financial statements and disclosures.

In March 2016, the FASB issued ASU 2016-09 “Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting” as part of the Simplification Initiative to identify, evaluate, and improve areas of generally accepted accounting principles (“GAAP”) for which cost and complexity can be reduced while maintaining or improving the usefulness of the information provided to users of financial statements. Areas of simplification as it relates to share-based compensation address, among other items, the tax effects of exercised or vested awards, classification of excess tax benefits on the Statement of Cash Flows, forfeitures, minimum statutory tax

withholding requirements, expected term and intrinsic value. The amendments in this update are effective for the Company for annual periods beginning after December 15, 2016, and interim periods within those annual periods. The Company is currently evaluating the effects of ASU 2016-09 on its financial statements and disclosures.

On February 25, 2016, the FASB issued ASU 2016-02, Leases (Topic 842). The most significant change for lessees is the requirement under the new guidance to recognize right-of-use assets and lease liabilities for all leases not considered short-term leases, which is generally defined as a lease term of less than 12 months. This change will result in lessees recognizing right-of-use assets and lease liabilities for most leases currently accounted for as operating leases under current lease accounting guidance. The amendments in this update are effective for interim and annual periods beginning after December 15, 2018. The Company is currently evaluating the effects of ASU 2016-02 on its financial statements and disclosures.

On January 5, 2016, the FASB issued ASU 2016-01, Financial Instruments–Overall: Recognition and Measurement of Financial Assets and Financial Liabilities (Subtopic 825-10). Changes made to the current measurement model primarily affect the accounting for equity securities with readily determinable fair values, where changes in fair value will impact earnings instead of other comprehensive income. The accounting for other financial instruments, such as loans, investments in debt securities, and financial liabilities is largely unchanged. The update also changes the presentation and disclosure requirements for financial instruments including a requirement that public business entities use exit price when measuring the fair value of financial instruments measured at amortized cost for disclosure purposes. This update is generally effective for public business entities in fiscal years beginning after

FIRST FOUNDATION INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the Six Months Ended June 30, 2016 – UNAUDITED

December 15, 2017, including interim periods within those fiscal years. The Company is currently evaluating the effects of ASU 2016-01 on its financial statements and disclosures.

In September, 2015, the FASB issued ASU 2015-16, Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments. The amendments in this update require that an acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. For public companies, this update is effective for interim and annual periods beginning after December 15, 2015, including interim periods within those fiscal periods. The adoption of ASU No. 2015-16 is not expected to have a material impact on the Company's Consolidated Financial Statements.

NOTE 2: ACQUISITIONS

On June 16, 2015, the Company completed the acquisition of Pacific Rim Bank ('PRB"), through a merger of PRB with and into the Bank, in exchange for 621,345 shares of its common stock with a fair value of $19.00 per share and $543,000 in cash, which was paid to dissenting shareholders. The primary reason for acquiring PRB was to expand our operations into Hawaii.

The acquisition is accounted for under the purchase method of accounting. The acquired assets, assumed liabilities and identifiable intangible assets are recorded at their respective acquisition date fair values. Goodwill of $1.3 million, which is not tax deductible, is included in intangible assets in the table below. These amounts are based on current information and are subject to adjustment as the Company completes its analysis of the fair values of the assets acquired and liabilities assumed.

The following table represents the assets acquired and liabilities assumed of PRB as of June 16, 2015 and the fair value adjustments and amounts recorded by the Bank in 2015 under the acquisition method of accounting:

| (dollars in thousands) | PRB Book Value | Fair Value Adjustments | Fair Value |
|---|---|---|---|
| Assets Acquired: | | | |
| Cash and cash equivalents | $38,624 | $ — | $38,624 |
| Securities AFS | 7,179 | 115 | 7,294 |
| Loans, net of deferred fees | 80,192 | (2,419) | 77,773 |
| Allowance for loan losses | (2,034) | 2,034 | — |
| Premises and equipment, net | 251 | (188) | 63 |

| | | | |
|---|---|---|---|
| Investment in FHLB stock | 152 | — | 152 |
| Deferred taxes | — | 2,258 | 2,258 |
| REO | 4,374 | (672) | 3,702 |
| Goodwill | — | 1,300 | 1,300 |
| Core deposit intangible | — | 1,099 | 1,099 |
| Other assets | 269 | — | 269 |
| Total assets acquired | $129,007 | $ 3,527 | $132,534 |
| | | | |
| Liabilities Assumed: | | | |
| Deposits | $119,663 | $ 178 | $119,841 |
| Accounts payable and other liabilities | 442 | (98) | 344 |
| Total liabilities assumed | 120,105 | 80 | 120,185 |
| Excess of assets acquired over liabilities assumed | 8,902 | 3,447 | 12,349 |
| Total | $129,007 | $ 3,527 | $132,534 |
| | | | |
| Consideration: | | | |
| Stock issued | | | $11,806 |
| Cash paid | | | 543 |
| Total | | | $12,349 |

FIRST FOUNDATION INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the Six Months Ended June 30, 2016 – UNAUDITED

In many cases, the fair values of assets acquired and liabilities assumed were determined by estimating the cash flows expected to result from those assets and liabilities and discounting them at appropriate market rates. The most significant category of assets for which this procedure was used was that of acquired loans. The excess of expected cash flows above the fair value of the majority of loans will be accreted to interest income over the remaining lives of the loans in accordance with FASB Accounting Standards Codification ("ASC") 310-20.

Certain loans, for which specific credit-related deterioration since origination was identified, are recorded at fair value reflecting the present value of the amounts expected to be collected. Income recognition on these "purchased credit impaired" loans is based on a reasonable expectation about the timing and amount of cash flows to be collected. Acquired loans deemed impaired and considered collateral dependent, with the timing of the sale of loan collateral indeterminate, remain on nonaccrual status and have no accretable yield. All purchased credit impaired loans were classified as accruing loans as of and subsequent to the acquisition date.

In accordance with generally accepted accounting principles there was no carryover of the allowance for loan losses that had been previously recorded by PRB.

The Company recorded a deferred income tax asset of $2.3 million related to PRB's operating loss carry-forward and other tax attributes of PRB, along with the effects of fair value adjustments resulting from applying the purchase method of accounting.

The fair value of savings and transaction deposit accounts acquired from PRB were assumed to approximate their carrying value as these accounts have no stated maturity and are payable on demand. Certificates of deposit accounts were valued by comparing the contractual cost of the portfolio to an identical portfolio bearing current market rates. The portfolio was segregated into pools based on remaining maturity. For each pool, the projected cash flows from maturing certificates were then calculated based on contractual rates and prevailing market rates. The valuation adjustment for each pool is equal to the present value of the difference of these two cash flows, discounted at the assumed market rate for a certificate with a corresponding maturity. This valuation adjustment will be accreted to reduce interest expense over the remaining maturities of the respective pools. The Company also recorded a core deposit intangible, which represents the value of the deposit relationships acquired from PRB, of $1.1 million. The core deposit intangible will be amortized over a period of 7 years.

Pro Forma Information (unaudited)

The following table presents unaudited pro forma information as if the acquisition of PRB had occurred on January 1, 2015, for the six months period ending June 30, 2015, after giving effect to certain adjustments. The unaudited pro forma information for these periods includes adjustments for interest income on loans acquired, amortization of intangibles arising from the transaction, adjustments for interest expense on deposits acquired, and the related income tax effects of all these items and the income tax benefits derived from PRB's loss before taxes. The net effect of these pro forma adjustments was an increase of $0.3 million in net income for the six months ended June 30, 2015. The unaudited pro forma financial information is not necessarily indicative of the results of operations that would have occurred had the transaction been effected on the assumed dates.

| | Pro Forma |
|---|---|
| (dollars in thousands) | |
| Net interest income | $26,991 |
| Provision for loan losses | 903 |
| Noninterest income | 12,689 |
| Noninterest expenses | 30,208 |
| Income before taxes | 8,569 |
| Taxes on income | 3,647 |
| Net income | $4,922 |
| | |
| Net income per share: | |
| Basic | $0.58 |
| Diluted | $0.55 |

The revenues (net interest income and noninterest income) and net income for the period from June 16, 2015 to June 30, 2015 related to the operations acquired from PRB and included in the results of operations for 2015 was approximately $0.2 million and $0.0 million, respectively.

FIRST FOUNDATION INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the Six Months Ended June 30, 2016 – UNAUDITED

NOTE 3: FAIR VALUE MEASUREMENTS

Assets Measured at Fair Value on a Recurring Basis

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Current accounting guidance establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. There are three levels of inputs that may be used to measure fair values:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect the Company's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

The following tables show the recorded amounts of assets and liabilities measured at fair value on a recurring basis as of:

| | | Fair Value Measurement | | |
|---|---|---|---|---|
| | Total | Level 1 | Level 2 | Level 3 |
| (dollars in thousands) | | | | |
| June 30, 2016: | | | | |
| Investment securities available for sale: | | | | |
| US Treasury securities | $302 | $302 | $— | $— |
| Agency mortgage-backed securities | 519,946 | — | 519,946 | — |
| Beneficial interest – FHLMC securitizations | 11,983 | — | — | 11,983 |

| | | | | |
|---|---|---|---|---|
| Total assets at fair value on a recurring basis | $532,231 | $302 | $519,946 | $11,983 |
| | | | | |
| December 31, 2015: | | | | |
| Investment securities available for sale: | | | | |
| US Treasury securities | $300 | $300 | $— | $— |
| FNMA and FHLB Agency notes | 16,013 | — | 16,013 | — |
| Agency mortgage-backed securities | 536,148 | — | 536,148 | — |
| Beneficial interest – FHLMC securitizations | 12,674 | — | — | 12,674 |
| Total assets at fair value on a recurring basis | $565,135 | $300 | $552,161 | $12,674 |

The decrease in level 3 assets from December 31, 2015 was due to principal payments. The Company did not have any material assets measured at fair value on a nonrecurring basis as of June 30, 2016 and December 31, 2015.

Fair Value of Financial Instruments

We have elected to use fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. Securities available for sale are measured at fair value on a recurring basis. Additionally, from time to time, we may be required to measure at fair value other assets on a nonrecurring basis, such as loans held for investment and certain other assets. These nonrecurring fair value adjustments typically involve application of lower of cost or market accounting or write-downs of individual assets.

FIRST FOUNDATION INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the Six Months Ended June 30, 2016 – UNAUDITED

Fair value estimates are made at a discrete point in time based on relevant market information and other information about the financial instruments. Because no active market exists for a significant portion of our financial instruments, fair value estimates are based in large part on judgments we make primarily regarding current economic conditions, risk characteristics of various financial instruments, prepayment rates, and future expected loss experience. These estimates are subjective in nature and invariably involve some inherent uncertainties. Additionally, unexpected changes in events or circumstances can occur that could require us to make changes to our assumptions and which, in turn, could significantly affect and require us to make changes to our previous estimates of fair value.

In addition, the fair value estimates are based on existing on and off-balance sheet financial instruments without attempting to estimate the value of existing and anticipated future customer relationships and the value of assets and liabilities that are not considered financial instruments, such as premises and equipment and other real estate owned.

The Company does not currently have any material assets measured at fair value on a nonrecurring basis.

The following methods and assumptions were used to estimate the fair value of financial instruments.

Cash and Cash Equivalents. The fair value of cash and cash equivalents approximates its carrying value.

Investment Securities Available for Sale. Investment securities available-for-sale are measured at fair value on a recurring basis. Fair value measurement is based upon quoted prices, if available. If quoted prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for the security's credit rating, prepayment assumptions and other factors such as credit loss assumptions. When a market is illiquid or there is a lack of transparency around the inputs to valuation, the securities are classified as Level 3 and reliance is placed upon internally developed models, and management judgment and evaluation for valuation. Level 1 securities include those traded on an active exchange, such as the New York Stock Exchange, U.S. Treasury securities that are traded by dealers or brokers in active over-the-counter markets and money market funds. Level 2 securities include mortgage-backed securities issued by government sponsored entities, municipal bonds and corporate debt securities. Securities classified as level 3 include beneficial interests – FHLMC securitization. Significant assumptions in the valuation of these Level 3 securities as of June 30, 2016 included a prepayment rate of 15% and discount rates ranging from 4.0% to 10%.

Federal Home Loan Bank Stock. The Bank is a member of the Federal Home Loan Bank (the "FHLB"). As a member, we are required to own stock of the FHLB, the amount of which is based primarily on the level of our borrowings from this institution. The fair value of that stock is equal to the carrying amount, is classified as restricted securities and is periodically evaluated for impairment based on our assessment of the ultimate recoverability of our investments in that stock. Any cash or stock dividends paid to us on such stock are reported as income.

Loans Held for Sale. Mortgage loans originated or transferred and intended for sale in the secondary market are carried at the lower of aggregate cost or fair value, as determined by outstanding commitments from investors. Net unrealized losses, if any, are recorded as a valuation allowance and charged to earnings.

Loans. The fair value for loans with variable interest rates is the carrying amount. The fair value of fixed rate loans is derived by calculating the discounted value of future cash flows expected to be received by the various homogeneous

categories of loans. All loans have been adjusted to reflect changes in credit risk.

Impaired Loans. ASC 820-10 applies to loans measured for impairment in accordance with ASC 310-10, “Accounting by Creditors for Impairment of a Loan”, including impaired loans measured at an observable market price (if available), and at the fair value of the loan’s collateral (if the loan is collateral dependent) less estimated selling cost. The fair value of an impaired loan is estimated using one of several methods, including collateral value, market value of similar debt, enterprise value, liquidation value and discounted cash flows. When the fair value of the collateral is based on an observable market price or a current appraised value, we measure the impaired loan at nonrecurring Level 2. When an appraised value is not available, or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price or a discounted cash flow has been used to determine the fair value, we measure the impaired loan at nonrecurring Level 3.

Deposits. The fair value of demand deposits, savings deposits, and money market deposits is defined as the amounts payable on demand at quarter-end. The fair value of fixed maturity certificates of deposit is estimated based on the discounted value of the future cash flows expected to be paid on the deposits.

FIRST FOUNDATION INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the Six Months Ended June 30, 2016 – UNAUDITED

Borrowings. The fair value of $938 million in borrowings is the carrying value of overnight FHLB advances that approximate fair value because of the short-term maturity of this instrument, resulting in a Level 2 classification. The fair value of term borrowings is derived by calculating the discounted value of future cash flows expected to be paid out by the Company. The carrying amounts and estimated fair values of financial instruments are as follows as of:

| | Carrying | Fair Value Measurement Level | | | |
|---|---|---|---|---|---|
| (dollars in thousands) | Value | 1 | 2 | 3 | Total |
| June 30, 2016: | | | | | |
| Assets: | | | | | |
| Cash and cash equivalents | $444,518 | $444,518 | $— | $— | $444,518 |
| Securities AFS | 532,231 | 302 | 519,946 | 11,983 | 532,231 |
| Loans | 1,991,621 | — | — | 2,012,859 | 2,012,859 |
| Loans held for sale | 468,277 | — | — | 478,579 | 478,579 |
| Investment in FHLB stock | 25,326 | — | 25,326 | — | 25,326 |
| | | | | | |
| Liabilities: | | | | | |
| Deposits | 2,265,596 | 1,681,611 | 584,111 | — | 2,265,722 |
| Borrowings | 938,000 | — | 938,000 | — | 938,000 |
| | | | | | |
| December 31, 2015: | | | | | |
| Assets: | | | | | |
| Cash and cash equivalents | $215,748 | $215,748 | $— | $— | $215,748 |
| Securities AFS | 565,135 | 300 | 552,161 | 12,674 | 565,135 |
| Loans | 1,754,883 | — | — | 1,779,941 | 1,779,941 |
| Investment in FHLB stock | 21,492 | — | 21,492 | — | 21,492 |
| | | | | | |
| Liabilities: | | | | | |
| Deposits | 1,522,176 | 1,051,976 | 470,128 | — | 1,522,104 |
| Borrowings | 796,000 | — | 796,000 | — | 796,000 |

NOTE 4: SECURITIES

The following table provides a summary of the Company’s securities AFS portfolio as of:

| (dollars in thousands) | Amortized Cost | Gross Unrealized Gains | Losses | Estimated |
|---|---|---|---|---|

| | | | | Fair Value |
|---|---|---|---|---|
| June 30, 2016: | | | | |
| US Treasury securities | $300 | $2 | $— | $302 |
| Agency mortgage-backed securities | 508,862 | 11,084 | — | 519,946 |
| Beneficial interests in FHLMC securitization | 12,358 | 310 | (685) | 11,983 |
| Total | $521,520 | $11,396 | $(685) | $532,231 |
| | | | | |
| December 31, 2015: | | | | |
| US Treasury securities | $300 | $— | $— | $300 |
| FNMA and FHLB Agency notes | 16,108 | — | (95) | 16,013 |
| Agency mortgage-backed securities | 538,269 | 909 | (3,030) | 536,148 |
| Beneficial interests in FHLMC securitization | 12,674 | 476 | (476) | 12,674 |
| Total | $567,351 | $1,385 | $(3,601) | $565,135 |

The US Treasury securities are pledged as collateral to the State of California to meet regulatory requirements related to the Bank’s trust operations.

FIRST FOUNDATION INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the Six Months Ended June 30, 2016 – UNAUDITED

The table below indicates, as of June 30, 2016 the gross unrealized losses and fair values of our investments, aggregated by investment category and length of time that the individual securities have been in a continuous unrealized loss position.

| | Securities with Unrealized Loss at June 30, 2016 | | | | | |
|---|---|---|---|---|---|---|
| | Less than 12 months | | 12 months or more | | Total | |
| (dollars in thousands) | Fair Value | Unrealized Loss | Fair Value | Unrealized Loss | Fair Value | Unrealized Loss |
| Beneficial interests in FHLMC securitization | $2,402 | $(685) | $— | $— | $2,402 | $ (685) |

Unrealized losses in beneficial interests in FHLMC securitizations have not been recognized into income because the issuer bonds are of high credit quality, management does not intend to sell, it is not more likely than not that management would be required to sell the securities prior to their anticipated recovery, and the decline in fair value is largely due to changes in discount rates and assumptions regarding future interest rates. The fair value is expected to recover as the bonds approach maturity.

The scheduled maturities of securities AFS and the related weighted average yields were as follows as of June 30, 2016:

| (dollars in thousands) | Less than 1 Year | 1 Through 5 years | 5 Through 10 Years | After 10 Years | Total |
|---|---|---|---|---|---|
| Amortized Cost: | | | | | |
| US Treasury securities | $ — | $ 300 | $ — | $ — | $300 |
| Weighted average yield | —% | 0.90 % | — % | —% | 0.90% |
| | | | | | |
| Estimated Fair Value: | | | | | |
| US Treasury Securities | $ — | $ 300 | $ — | $ — | $300 |

Agency mortgage backed securities and beneficial interests in FHLMC securitizations are excluded from the above table because such securities are not due at a single maturity date. The weighted average yield of the agency mortgage backed securities as of June 30, 2016 was 2.21%.

NOTE 5: LOANS

The following is a summary of our loans as of:

| (dollars in thousands) | June 30, 2016 | December 31, 2015 |
|---|---|---|
| Outstanding principal balance: | | |
| Loans secured by real estate: | | |
| Residential properties: | | |
| Multifamily | $687,481 | $627,311 |
| Single family | 564,121 | 533,257 |
| Total real estate loans secured by residential properties | 1,251,602 | 1,160,568 |
| Commercial properties | 429,754 | 358,791 |
| Land and construction | 23,747 | 12,320 |
| Total real estate loans | 1,705,103 | 1,531,679 |
| Commercial and industrial loans | 243,702 | 196,584 |
| Consumer loans | 53,910 | 37,206 |
| Total loans | 2,002,715 | 1,765,469 |
| Premiums, discounts and deferred fees and expenses | 1,106 | 14 |
| Total | $2,003,821 | $1,765,483 |

As of June 30, 2016 and December 31, 2015, the principal balances shown above are net of unaccreted discount related to loans acquired in an acquisition of $2.5 million and $2.8 million, respectively.

FIRST FOUNDATION INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the Six Months Ended June 30, 2016 – UNAUDITED

In 2012 and 2015, the Company purchased loans, for which there was, at acquisition, evidence of deterioration of credit quality since origination and it was probable, at acquisition, that all contractually required payments would not be collected. The carrying amount of these purchased credit impaired loans is as follows as of:

| (dollars in thousands) | June 30, 2016 | December 31, 2015 |
|---|---|---|
| Outstanding principal balance: | | |
| Loans secured by real estate: | | |
| Commercial properties | 301 | 533 |
| Land | — | 1,616 |
| Total real estate loans | 301 | 2,149 |
| Commercial and industrial loans | 7,559 | 6,787 |
| Consumer loans | 8 | 14 |
| Total loans | 7,868 | 8,950 |
| Unaccreted discount on purchased credit impaired loans | (2,028) | (2,291) |
| Total | $5,840 | $6,659 |

Accretable yield, or income expected to be collected on purchased credit impaired loans, and the related changes, is as follows for the periods indicated:

| (dollars in thousands) | Six Months Ended June 30, 2016 | Year Ended December 31, 2015 |
|---|---|---|
| Beginning balance | $ 582 | $ 130 |
| Accretion of income | (121) | (529) |
| Reclassifications from nonaccretable difference | — | 176 |
| Acquisition | — | 805 |
| Disposals | (77) | — |
| Ending balance | $ 384 | $ 582 |

The following table summarizes our delinquent and nonaccrual loans as of:

| (dollars in thousands) | Past Due and Still Accruing | Nonaccrual | Total Past | Current | Total |
|---|---|---|---|---|---|

| | 30–59 Days | 60-89 Days | 90 Days or More | | Due and Nonaccrual | | |
|---|---|---|---|---|---|---|---|
| June 30, 2016: | | | | | | | |
| Real estate loans: | | | | | | | |
| Residential properties | $3,844 | $— | $— | $ 177 | $ 4,021 | $1,247,581 | $1,251,602 |
| Commercial properties | 1,609 | — | 784 | 1,506 | 3,899 | 425,855 | 429,754 |
| Land and construction | — | — | — | — | — | 23,747 | 23,747 |
| Commercial and industrial loans | 400 | 1,380 | 2,852 | 4,489 | 9,121 | 234,581 | 243,702 |
| Consumer loans | 10 | — | — | — | 10 | 53,900 | 53,910 |
| Total | $5,863 | $1,380 | $ 3,636 | $ 6,172 | $ 17,051 | $1,985,664 | $2,002,715 |
| Percentage of total loans | 0.29 % | 0.07 % | 0.18 % | 0.31 % | 0.85 % | | |
| December 31, 2015: | | | | | | | |
| Real estate loans: | | | | | | | |
| Residential properties | $— | $— | $— | $ — | $ — | $1,160,568 | $1,160,568 |
| Commercial properties | 1,232 | — | 793 | 1,552 | 3,577 | 355,214 | 358,791 |
| Land and construction | — | — | — | — | — | 12,320 | 12,320 |
| Commercial and industrial loans | 2,425 | 1,639 | 5,713 | 2,509 | 12,286 | 184,298 | 196,584 |
| Consumer loans | 1,010 | — | 1,991 | 75 | 3,076 | 34,130 | 37,206 |
| Total | $4,667 | $1,639 | $ 8,497 | $ 4,136 | $ 18,939 | $1,746,530 | $1,765,469 |
| Percentage of total loans | 0.26 % | 0.09 % | 0.48 % | 0.23 % | 1.07 % | | |

FIRST FOUNDATION INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the Six Months Ended June 30, 2016 – UNAUDITED

The level of delinquent loans and nonaccrual loans have been adversely impacted by the loans acquired from acquisitions. As of June 30, 2016, of the $9.8 million in loans over 90 days past due, including loans on nonaccrual, $4.9 million, or 50% were loans acquired from acquisitions.

Accrual of interest on loans is discontinued when reasonable doubt exists as to the full, timely collection of interest or principal and, generally, when a loan becomes contractually past due for sixty days or more with respect to principal or interest. The accrual of interest may be continued on a well-secured loan contractually past due sixty days or more with respect to principal or interest if the loan is in the process of collection or collection of the principal and interest is deemed probable. The Bank considers a loan to be impaired when, based upon current information and events, it believes it is probable that the Bank will be unable to collect all amounts due according to the contractual terms of the loan agreement. The determination of past due, nonaccrual or impairment status of loans acquired in an acquisition, other than loans deemed purchased impaired, is the same as loans we originate.

The troubled debt restructure (“TDR”) activity during the first six months of 2016 consisted of six commercial and industrial loans, with a recorded investment of $4.2 million, whose payment terms were restructured. The TDR activity during the first six months of 2015 consisted of two commercial and industrial loans, with a recorded investment of $0.4 million, whose payment terms were restructured.

NOTE 6: ALLOWANCE FOR LOAN LOSSES

The following is a roll forward of the Bank’s allowance for loan losses for the following periods:

| (dollars in thousands) | Beginning Balance | Provision for Loan Losses | Charge-offs | Recoveries | Ending Balance |
|---|---|---|---|---|---|
| Quarter Ended June 30, 2016: | | | | | |
| Real estate loans: | | | | | |
| Residential properties | $ 6,390 | $ (1,037) | $ — | $ — | $ 5,353 |
| Commercial properties | 2,181 | (244) | (50) | — | 1,887 |
| Land and construction | 261 | 11 | | | 272 |
| Commercial and industrial loans | 1,789 | 2,350 | — | — | 4,139 |
| Consumer loans | 379 | 170 | — | — | 549 |
| Total | $ 11,000 | $ 1,250 | $ (50) | $ — | $ 12,200 |
| | | | | | |
| Six Months Ended June 30, 2016: | | | | | |
| Real estate loans: | | | | | |

| | | | | | |
|---|---|---|---|---|---|
| Residential properties | $ 6,799 | $ (1,446 ) | $ — | $ — | $ 5,353 |
| Commercial properties | 1,813 | 124 | (50 ) | — | 1,887 |
| Land and construction | 103 | 169 | | | 272 |
| Commercial and industrial loans | 1,649 | 2,490 | — | — | 4,139 |
| Consumer loans | 236 | 313 | — | — | 549 |
| Total | $ 10,600 | $ 1,650 | $ (50 ) | $ — | $ 12,200 |
| | | | | | |
| Year Ended December 31, 2015: | | | | | |
| Real estate loans: | | | | | |
| Residential properties | $ 6,546 | $ 253 | $ — | $ — | $ 6,799 |
| Commercial properties | 1,499 | 624 | (310 ) | — | 1,813 |
| Land and construction | 67 | 36 | | | 103 |
| Commercial and industrial loans | 1,897 | 1,665 | (1,913 ) | — | 1,649 |
| Consumer loans | 141 | 95 | — | — | 236 |
| Total | $ 10,150 | $ 2,673 | $ (2,223 ) | $ — | $ 10,600 |

FIRST FOUNDATION INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the Six Months Ended June 30, 2016 – UNAUDITED

The following table presents the balance in the allowance for loan losses and the recorded investment in loans by impairment method as of:

| (dollars in thousands) | Allowance for Loan Losses | | | | Unaccreted Credit |
|---|---|---|---|---|---|
| | Evaluated for Impairment | | Purchased | | Component Other |
| | Individually | Collectively | Impaired | Total | Loans |
| June 30, 2016: | | | | | |
| Allowance for loan losses: | | | | | |
| Real estate loans: | | | | | |
| Residential properties | $— | $5,358 | $ — | $5,358 | $ 170 |
| Commercial properties | — | 1,894 | — | 1,894 | 207 |
| Land and construction | — | 260 | — | 260 | 3 |
| Commercial and industrial loans | — | 4,139 | — | 4,139 | 172 |
| Consumer loans | — | 549 | — | 549 | 21 |
| Total | $— | $12,200 | $ — | $12,200 | $ 573 |
| Loans: | | | | | |
| Real estate loans: | | | | | |
| Residential properties | $— | $1,251,602 | $ — | $1,251,602 | $ 14,638 |
| Commercial properties | 2,257 | 427,312 | 185 | 429,754 | 30,772 |
| Land and construction | — | 23,747 | — | 23,747 | 431 |
| Commercial and industrial loans | 1,563 | 236,484 | 5,655 | 243,702 | 24,807 |
| Consumer loans | — | 53,910 | — | 53,910 | 1,621 |
| Total | $3,820 | $1,993,055 | $ 5,840 | $2,002,715 | $ 72,269 |
| | | | | | |
| December 31, 2015: | | | | | |
| Allowance for loan losses: | | | | | |
| Real estate loans: | | | | | |
| Residential properties | $— | $6,799 | $ — | $6,799 | $ 127 |
| Commercial properties | 30 | 1,783 | — | 1,813 | 363 |
| Land and construction | — | 103 | — | 103 | 42 |
| Commercial and industrial loans | — | 1,649 | — | 1,649 | 187 |
| Consumer loans | — | 236 | — | 236 | 13 |
| Total | $30 | $10,570 | $ — | $10,600 | $ 732 |
| Loans: | | | | | |
| Real estate loans: | | | | | |
| Residential properties | $— | $1,160,568 | $ — | $1,160,568 | $ 7,747 |
| Commercial properties | 6,275 | 352,162 | 354 | 358,791 | 43,287 |
| Land and construction | — | 11,180 | 1,140 | 12,320 | 4,267 |

| | | | | | |
|---|---|---|---|---|---|
| Commercial and industrial loans | 5,687 | 185,732 | 5,165 | 196,584 | 28,231 |
| Consumer loans | 76 | 37,130 | — | 37,206 | 1,761 |
| Total | $12,038 | $1,746,772 | $ 6,659 | $1,765,469 | $ 85,293 |

The column labeled “Unaccreted Credit Component Other Loans” represents the amount of unaccreted credit component discount for loans acquired in an acquisition that were not classified as purchased impaired or individually evaluated for impairment as of the dates indicated, and the stated principal balance of the related loans. The unaccreted credit component discount is equal to 0.79% and 0.86% of the stated principal balance of these loans as of June 30, 2016 and December 31, 2015, respectively. In addition to this unaccreted credit component discount, an additional $0.2 million and $0.3 million of the ALLL has been provided for these loans as of June 30, 2016 and December 31, 2015, respectively.

FIRST FOUNDATION INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the Six Months Ended June 30, 2016 – UNAUDITED

The Bank categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as current financial information, historical payment experience, collateral adequacy, credit documentation, and current economic trends, among other factors. The Bank analyzes loans individually by classifying the loans as to credit risk. This analysis typically includes larger, non-homogeneous loans such as loans secured by multifamily or commercial real estate and commercial and industrial loans. This analysis is performed on an ongoing basis as new information is obtained. The Bank uses the following definitions for risk ratings:

Pass: Loans classified as pass are strong credits with no existing or known potential weaknesses deserving of management's close attention.

Special Mention: Loans classified as special mention have a potential weakness that deserves management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or of the institution's credit position at some future date.

Substandard: Loans classified as substandard are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

Impaired: A loan is considered impaired, when, based on current information and events, it is probable that the Bank will be unable to collect all amounts due according to the contractual terms of the loan agreement. Purchased credit impaired loans are not considered impaired loans for these purposes.

Loans listed as pass include larger non-homogeneous loans not meeting the risk rating definitions above and smaller, homogeneous loans not assessed on an individual basis.

Based on the most recent analysis performed, the risk category of loans by class of loans is as follows as of:

| (dollars in thousands) | Pass | Special Mention | Substandard | Impaired | Total |
|---|---|---|---|---|---|
| June 30, 2016: | | | | | |
| Real estate loans: | | | | | |
| Residential properties | $1,247,744 | $ 3,858 | $ — | $— | $1,251,602 |
| Commercial properties | 427,312 | — | 185 | 2,257 | 429,754 |
| Land and construction | 23,747 | — | — | — | 23,747 |
| Commercial and industrial loans | 220,153 | 4,413 | 17,573 | 1,563 | 243,702 |
| Consumer loans | 53,910 | — | — | — | 53,910 |
| Total | $1,972,866 | $ 8,271 | $ 17,758 | $3,820 | $2,002,715 |
| | | | | | |
| December 31, 2015: | | | | | |
| Real estate loans: | | | | | |

| | | | | | |
|---|---|---|---|---|---|
| Residential properties | $1,159,029 | $ 1,539 | $ — | $— | $1,160,568 |
| Commercial properties | 351,988 | 174 | 354 | 6,275 | 358,791 |
| Land and construction | 11,180 | — | 1,140 | — | 12,320 |
| Commercial and industrial loans | 180,755 | 4,977 | 5,165 | 5,687 | 196,584 |
| Consumer loans | 37,130 | — | — | 76 | 37,206 |
| Total | $1,740,082 | $ 6,690 | $ 6,659 | $12,038 | $1,765,469 |

FIRST FOUNDATION INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the Six Months Ended June 30, 2016 – UNAUDITED

Impaired loans evaluated individually and any related allowance are as follows as of:

| | With No Allowance Recorded | | With an Allowance Recorded | | |
|---|---|---|---|---|---|
| (dollars in thousands) | Unpaid Principal Balance | Recorded Investment | Unpaid Principal Balance | Recorded Investment | Related Allowance |
| June 30, 2016: | | | | | |
| Real estate loans: | | | | | |
| Commercial properties | $1,957 | $ 1,957 | $590 | $ 300 | $ — |
| Commercial and industrial loans | 1,563 | 1,563 | — | — | — |
| Total | $3,520 | $ 3,520 | $590 | $ 300 | $ — |
| | | | | | |
| December 31, 2015: | | | | | |
| Real estate loans: | | | | | |
| Commercial properties | $5,925 | $ 5,925 | $ 590 | $ 350 | $ 30 |
| Commercial and industrial loans | 7,770 | 5,687 | — | — | — |
| Consumer loans | 114 | 76 | — | — | — |
| Total | $13,809 | $ 11,688 | $590 | $ 350 | $ 30 |

The weighted average annualized average balance of the recorded investment for impaired loans, beginning from when the loan became impaired, and any interest income recorded on impaired loans after they became impaired is as follows for the:

| | Six months Ended June 30, 2016 | | Year Ended December 31, 2015 | |
|---|---|---|---|---|
| (dollars in thousands) | Average Recorded Investment | Interest Income after Impairment | Average Recorded Investment | Interest Income after Impairment |
| Real estate loans: | | | | |
| Residential properties | $— | $ — | $27 | $ 2 |
| Commercial properties | 1,933 | 5 | 6,487 | 281 |
| Commercial and industrial loans | 2,012 | — | 7,850 | 394 |
| Consumer loans | — | — | 105 | — |
| Total | $3,945 | $ 5 | $14,469 | $ 677 |

There was no interest income recognized on a cash basis in either 2016 or 2015 on impaired loans.

NOTE 7: DEPOSITS

The following table summarizes the outstanding balance of deposits and average rates paid thereon as of:

| | June 30, 2016 | | December 31, 2015 | |
|---|---|---|---|---|
| (dollars in thousands) | Amount | Weighted Average Rate | Amount | Weighted Average Rate |
| Demand deposits: | | | | |
| Noninterest-bearing | $750,661 | — | $299,794 | — |
| Interest-bearing | 220,802 | 0.488 % | 260,167 | 0.359 % |
| Money market and savings | 710,148 | 0.666 % | 492,015 | 0.531 % |
| Certificates of deposits | 583,985 | 0.562 % | 470,200 | 0.554 % |
| Total | $2,265,596 | 0.401 % | $1,522,176 | 0.404 % |

At June 30, 2016, of the $179.9 million of certificates of deposits of $250,000 or more, $165.3 million mature within one year and $14.6 million mature after one year. Of the $404.1 million of certificates of deposit of less than $250,000, $390.2 million mature within one year and $13.9 million mature after one year. At December 31, 2015, of the $149.2 million of certificates of deposits of $250,000 or more, $137.8 million mature within one year and $11.4 million mature after one year. Of the $321 million of certificates of deposit of less than $250,000, $292.5 million mature within one year and $28.5 million mature after one year.

FIRST FOUNDATION INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the Six Months Ended June 30, 2016 – UNAUDITED

NOTE 8: BORROWINGS

At June 30, 2016, our borrowings consisted of $938 million of overnight FHLB advances. At December 31, 2015, our borrowings consisted of $796.0 million of overnight FHLB advances . The FHLB advances were paid in full in the early part of July 2016 and January 2016, respectively, and bore interest rates of 0.47% and 0.27%, respectively. Because the Bank utilizes overnight borrowings, the balance of outstanding borrowings fluctuates on a daily basis. The average balance of overnight borrowings during the first six months of 2016 was $568 million, as compared to $353 million during all of 2015.

NOTE 9: EARNINGS PER SHARE

Basic earnings per share excludes dilution and is computed by dividing net income or loss available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflects the potential dilution that could occur if contracts to issue common stock were exercised or converted into common stock that would then share in earnings. The following table sets forth the Company's unaudited earnings per share calculations for the periods indicated:

| | Quarter Ended June 30, 2016 | | Quarter Ended June 30, 2015 | |
|---|---|---|---|---|
| (dollars in thousands, except per share amounts) | Basic | Diluted | Basic | Diluted |
| Net income | $3,324 | $3,324 | $2,942 | $2,942 |
| Basic common shares outstanding | 16,134,869 | 16,134,869 | 8,070,386 | 8,070,386 |
| Effect of contingent shares issuable | | 796 | | 796 |
| Effect of options and restricted stock | | 436,902 | | 378,521 |
| Diluted common shares outstanding | | 16,572,567 | | 8,449,703 |
| Earnings per share | $0.21 | $0.20 | $0.36 | $0.35 |

Based on a weighted average basis, options to purchase 77,625 shares of common stock were excluded for the quarter ended June 30, 2015 because their effect would have been anti-dilutive.

| (dollars in thousands, except per share amounts) | Six Months Ended June 30, 2016 Basic | Diluted | Six Months Ended June 30, 2015 Basic | Diluted |
|---|---|---|---|---|
| Net income | $7,111 | $7,111 | $5,568 | $5,568 |
| Basic common shares outstanding | 16,068,979 | 16,068,979 | 7,963,515 | 7,963,515 |
| Effect of contingent shares issuable | | 796 | | 796 |
| Effect of options and restricted stock | | 450,375 | | 366,321 |
| Diluted common shares outstanding | | 16,520,150 | | 8,330,632 |
| Earnings per share | $0.44 | $0.43 | $0.70 | $0.67 |

Based on a weighted average basis, options to purchase 6,625 and 78,371 shares of common stock were excluded for the six months ended June 30, 2016 and 2015, respectively, because their effect would have been anti-dilutive.

FIRST FOUNDATION INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the Six Months Ended June 30, 2016 – UNAUDITED

NOTE 10: SEGMENT REPORTING

For the quarter and six months ended June 30, 2016 and 2015, the Company had two reportable business segments: Banking (FFB and FFIS) and Wealth Management (FFA). The results of FFI and any elimination entries are included in the column labeled Other. The following tables show key operating results for each of our business segments used to arrive at our consolidated totals for the following periods:

| (dollars in thousands) | Banking | Wealth Management | Other | Total |
|---|---|---|---|---|
| Quarter ended June 30, 2016: | | | | |
| Interest income | $24,573 | $ — | $— | $24,573 |
| Interest expense | 2,652 | — | — | 2,652 |
| Net interest income | 21,921 | — | — | 21,921 |
| Provision for loan losses | 1,250 | — | — | 1,250 |
| Noninterest income | (170) | 5,222 | (142) | 4,910 |
| Noninterest expense | 14,268 | 4,616 | 966 | 19,850 |
| Income (loss) before taxes on income | $6,233 | $ 606 | $(1,108) | $5,731 |
| Quarter ended June 30, 2015: | | | | |
| Interest income | $14,993 | $— | $— | $14,993 |
| Interest expense | 1,273 | — | 296 | 1,569 |
| Net interest income | 13,720 | — | (296) | 13,424 |
| Provision for loan losses | 753 | — | — | 753 |
| Noninterest income | 1,384 | 5,188 | (152) | 6,420 |
| Noninterest expense | 8,566 | 4,550 | 858 | 13,974 |
| Income (loss) before taxes on income | $5,785 | $638 | $(1,306) | $5,117 |
| Six months ended June 30, 2016: | | | | |
| Interest income | $ 46,271 | $ — | $ — | $46,271 |
| Interest expense | 4,989 | — | — | 4,989 |
| Net interest income | 41,282 | — | — | 41,282 |
| Provision for loan losses | 1,650 | — | — | 1,650 |
| Noninterest income | 1,582 | 10,598 | (285) | 11,895 |
| Noninterest expense | 27,612 | 9,839 | 1,816 | 39,267 |
| Income (loss) before taxes on income | $ 13,602 | $ 759 | $ (2,101) | $12,260 |
| Six months ended June 30, 2015: | | | | |

| | | | | |
|---|---|---|---|---|
| Interest income | $ 28,151 | $ — | $ — | $28,151 |
| Interest expense | 2,320 | — | 536 | 2,856 |
| Net interest income | 25,831 | — | (536) | 25,295 |
| Provision for loan losses | 903 | — | — | 903 |
| Noninterest income | 2,662 | 10,255 | (293) | 12,624 |
| Noninterest expense | 16,485 | 9,265 | 1,582 | 27,332 |
| Income (loss) before taxes on income | $ 11,105 | $ 990 | $ (2,411) | $9,684 |

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis is intended to facilitate the understanding and assessment of significant changes and trends in our businesses that accounted for the changes in our results of operations in the quarter and six months ended June 30, 2016 as compared to our results of operations in the quarter and six months ended June 30, 2015; and our financial condition at June 30, 2016 as compared to our financial condition at December 31, 2015. This discussion and analysis is based on and should be read in conjunction with our consolidated financial statements and the accompanying notes thereto contained elsewhere in this report and our audited consolidated financial statements for the year ended December 31, 2015, and the notes thereto, which are set forth in Item 8 of our Annual Report on Form 10-K ("our 2015 10-K") which we filed with the Securities and Exchange Commission ("SEC") on March 15, 2016.

Forward-Looking Statements

Statements contained in this report that are not historical facts or that discuss our expectations, beliefs or views regarding our future financial performance or future financial condition, or financial or other trends in our business or in the markets in which we operate, constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts. Often, they include words such as "believe," "expect," "anticipate," "intend," "plan," "estimate," "project," "forecast" or words of similar meaning, or future or conditional verbs such as "will," "would," "should," "could," or "may." Such forward-looking statements are based on current information that is available to us, and on assumptions that we make, about future events or economic or financial conditions or trends over which we do not have control. In addition, our businesses and the markets in which we operate are subject to a number of risks and uncertainties. Those risks and uncertainties, and unexpected future events, could cause our financial condition or actual operating results in the future to differ, possibly significantly, from our expected financial condition and operating results that are set forth in the forward-looking statements contained in this report.

The principal risks and uncertainties to which our businesses are subject are discussed in Item 1A in our 2015 10-K and in this Item 2 below. Therefore, you are urged to read not only the information contained in this Item 2, but also the risk factors and other cautionary information contained in Item 1A of our 2015 10-K, which qualify the forward-looking statements contained in this report.

Due to these risks and uncertainties, you are cautioned not to place undue reliance on the forward-looking statements contained in this report and not to make predictions about our future financial performance based solely on our historical financial performance. We also disclaim any obligation to update forward-looking statements contained in this report or in our 2015 10-K, except as may otherwise be required by applicable law or government regulations.

Critical Accounting Policies

Our consolidated financial statements are prepared in accordance with generally accepted accounting principles in the United States ("GAAP") and accounting practices in the banking industry. Certain of those accounting policies are considered critical accounting policies, because they require us to make estimates and assumptions regarding circumstances or trends that could materially affect the value of those assets, such as economic conditions or trends that could impact our ability to fully collect our loans or ultimately realize the carrying value of certain of our other assets. Those estimates and assumptions are made based on current information available to us regarding those economic conditions or trends or other circumstances. If changes were to occur in the events, trends or other circumstances on which our estimates or assumptions were based, or other unanticipated events were to occur that might affect our operations, we may be required under GAAP to adjust our earlier estimates and to reduce the carrying values of the affected assets on our balance sheet, generally by means of charges against income, which could also

affect our results of operations in the fiscal periods when those charges are recognized. There have been no significant changes to our critical accounting policies as described in our 2015 10-K.

Utilization and Valuation of Deferred Income Tax Benefits. We record as a “deferred tax asset” on our balance sheet an amount equal to the tax credit and tax loss carryforwards and tax deductions (collectively “tax benefits”) that we believe will be available to us to offset or reduce income taxes in future periods. Under applicable federal and state income tax laws and regulations, tax benefits related to tax loss carryforwards will expire if they cannot be used within specified periods of time. Accordingly, the ability to fully use our deferred tax asset related to tax loss carryforwards to reduce income taxes in the future depends on the amount of taxable income that we generate during those time periods. At least once each year, or more frequently, if warranted, we make estimates of future taxable income that we believe we are likely to generate during those future periods. If we conclude, on the basis of those estimates and the amount of the tax benefits available to us, that it is more likely, than not, that we will be able to fully utilize those tax benefits prior to their expiration, we recognize the deferred tax asset in full on our balance sheet. On the other hand, if we conclude on the basis of those estimates and the amount of the tax benefits available to us that it has become more likely, than not, that

we will be unable to utilize those tax benefits in full prior to their expiration, then, we would establish a valuation allowance to reduce the deferred tax asset on our balance sheet to the amount with respect to which we believe it is still more likely, than not, that we will be able to use to offset or reduce taxes in the future. The establishment of such a valuation allowance, or any increase in an existing valuation allowance, would be effectuated through a charge to the provision for income taxes or a reduction in any income tax credit for the period in which such valuation allowance is established or increased.

Allowance for Loan and Lease Losses. Our ALLL is established through a provision for loan losses charged to expense and may be increased by a recapture of previously established chargeoffs. Loans are charged against the ALLL when management believes that collectability of the principal is unlikely. The ALLL is an amount that management believes will be adequate to absorb estimated losses on existing loans that may become uncollectible based on an evaluation of the collectability of loans and prior loan loss experience. This evaluation also takes into consideration such factors as changes in the nature and volume of the loan portfolio, overall portfolio quality, review of specific problem loans, current economic conditions and certain other subjective factors that may affect the borrower's ability to pay. While we use the best information available to make this evaluation, future adjustments to our ALLL may be necessary if there are significant changes in economic or other conditions that can affect the collectability in full of loans in our loan portfolio.

Adoption of new or revised accounting standards. We have elected to take advantage of the extended transition period afforded by the Jumpstart our Business Startups Act of 2012 (or "JOBS Act"), for the implementation of new or revised accounting standards. As a result, we will not be required to comply with new or revised accounting standards that have different effective dates for public and private companies until those standards apply to private companies or we cease to be an "emerging growth" company as defined in the JOBS Act. As a result of this election, our financial statements may not be comparable to the financials statements of companies that comply with public company effective dates.

We have two business segments, "Banking" and "Investment Management and Wealth Planning" ("Wealth Management"). Banking includes the operations of FFB and FFIS and Wealth Management includes the operations of FFA. The financial position and operating results of the stand-alone holding company, FFI, are included under the caption "Other" in certain of the tables that follow, along with any consolidation elimination entries.

Recent Developments and Overview

We experienced strong growth during the first six months of 2016 with loan originations of $899 million and deposit growth of $743 million. We classified $469 million of multifamily loans as loans held for sale as part of a planned sale and securitization of these loans. Our assets under management ("AUM") in Wealth Management increased $57 million during the first six months of 2016 in spite of a volatile market. Revenues and income before taxes continue to increase as our investments in staffing and systems are resulting in higher levels of interest earnings assets.

The Company entered an agreement to sell $265 million of loans secured by multifamily properties which provided for changes in pricing based upon changes in rates on certain treasury swap indices. In an effort to reduce the interest rate risk associated with this agreement, the Company entered into a swap agreement. Effective June 20, 2016, in conjunction with the finalization of pricing under the agreement, the Company closed out its swap position. As a result of changes in interest rates, the Company paid $2.4 million, including fees, to counterparties under the swap agreement, and the pricing to be received by the Company on the loan sale increased by $2.2 million. The $2.4 million charge is included in noninterest income. The related sale of loans closed on July 28, 2016.

21

Results of Operations

Our net income for the quarter and six months ending June 30, 2016 was $3.3 million and $7.1 million, respectively as compared to $2.9 million and $5.6 million for the corresponding periods in 2015. Income before taxes for the quarter and six months ending June 30, 2016 was $5.7 million and $12.3 million, respectively, as compared to $5.1 million and $9.7 million for the corresponding periods in 2015. The effective tax rate was 42.0% and 42.5% for the six month periods ending June 30, 2016 and 2015, respectively.

The primary sources of revenue for Banking are net interest income, fees from its deposits, trust and insurance services, fees charged for consulting and administrative services and certain loan fees. The primary source of revenue for Wealth Management is asset management fees assessed on the balance of AUM. Compensation and benefit costs, which represent the largest component of noninterest expense accounted for 60% and 76%, respectively, of the total noninterest expense for Banking and Wealth Management in the first six months of 2016.

The following table shows key operating results for each of our business segments for the quarter ended June 30:

| (dollars in thousands) | Banking | Wealth Management | Other | Total |
|---|---|---|---|---|
| 2016: | | | | |
| Interest income | $24,573 | $ — | $— | $24,573 |
| Interest expense | 2,652 | — | — | 2,652 |
| Net interest income | 21,921 | — | — | 21,921 |
| Provision for loan losses | 1,250 | — | — | 1,250 |
| Noninterest income | (170) | 5,222 | (142) | 4,910 |
| Noninterest expense | 14,268 | 4,616 | 966 | 19,850 |
| Income (loss) before taxes on income | $6,233 | $ 606 | $(1,108) | $5,731 |
| 2015: | | | | |
| Interest income | $14,993 | $ — | $— | $14,993 |
| Interest expense | 1,273 | — | 296 | 1,569 |
| Net interest income | 13,720 | — | (296) | 13,424 |
| Provision for loan losses | 753 | — | — | 753 |
| Noninterest income | 1,384 | 5,188 | (152) | 6,420 |
| Noninterest expense | 8,566 | 4,550 | 858 | 13,974 |
| Income (loss) before taxes on income | $5,785 | $ 638 | $(1,306) | $5,117 |

General. Consolidated income before taxes was $5.7 million for the second quarter of 2016 as compared to $5.1 million in the second quarter of 2015. The increase in income before taxes was primarily the result of a $0.4 million increase in income before taxes for Banking and a $0.2 million decrease in corporate expenses. The increase in Banking was due to higher net interest income which was partially offset by a higher provision for loan losses, lower noninterest income and higher noninterest expenses. Income before taxes for Wealth Management for the second quarter of 2016 was consistent with the second quarter of 2015 with no significant differences in either noninterest income or noninterest expenses. Corporate interest expense decreased by $0.3 million due to the payoff of a term note in 2015, while corporate noninterest expenses increased by $0.1 million.

22

The following table shows key operating results for each of our business segments for the six months ended June 30:

| (dollars in thousands) | Banking | Wealth Management | Other | Total |
|---|---|---|---|---|
| 2016: | | | | |
| Interest income | $46,271 | $ — | $— | $46,271 |
| Interest expense | 4,989 | — | — | 4,989 |
| Net interest income | 41,282 | — | — | 41,282 |
| Provision for loan losses | 1,650 | — | — | 1,650 |
| Noninterest income | 1,582 | 10,598 | (285) | 11,895 |
| Noninterest expense | 27,612 | 9,839 | 1,816 | 39,267 |
| Income (loss) before taxes on income | $13,602 | $ 759 | $(2,101) | $12,260 |
| 2015: | | | | |
| Interest income | $28,151 | $ — | $— | $28,151 |
| Interest expense | 2,320 | — | 536 | 2,856 |
| Net interest income | 25,831 | — | (536) | 25,295 |
| Provision for loan losses | 903 | — | — | 903 |
| Noninterest income | 2,662 | 10,255 | (293) | 12,624 |
| Noninterest expense | 16,485 | 9,265 | 1,582 | 27,332 |
| Income (loss) before taxes on income | $11,105 | $ 990 | $(2,411) | $9,684 |

General. Consolidated income before taxes for the first six months of 2016 was $12.3 million as compared to $9.7 million for the first six months of 2015. This increase was due to increases in income before taxes for Banking of $2.5 million and a $0.3 million decrease in corporate expenses, which were partially offset by a $0.2 million decrease in earnings before taxes for Wealth Management. The increase in income before taxes for Banking was due primarily to higher net interest income, which was partially offset by a higher provision for loans losses and higher noninterest expenses. The decrease in Wealth Management was due to higher noninterest expenses which were partially offset by higher noninterest income. Corporate interest expense decreased $0.5 million due to the payoff of a term note in 2015, while corporate noninterest expenses increased by $0.2 million.

Net Interest Income. The following tables set forth, for the periods indicated, information regarding (i) the total dollar amount of interest income from interest-earning assets and the resultant average yields on those assets; (ii) the total dollar amount of interest expense and the average rate of interest on our interest-bearing liabilities; (iii) net interest income; (iv) net interest rate spread; and (v) net yield on interest-earning assets:

| | Quarter Ended June 30: | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | 2016 | | | | 2015 | | | |
| (dollars in thousands) | Average Balances | Interest | Average Yield / Rate | | Average Balances | Interest | Average Yield / Rate | |
| Interest-earning assets: | | | | | | | | |
| Loans | $2,208,793 | $20,961 | 3.80 | % | $1,365,682 | $13,362 | 3.92 | % |
| Securities | 533,435 | 3,100 | 2.32 | % | 137,382 | 822 | 2.39 | % |
| Fed funds, FHLB stock, and deposits | 56,535 | 512 | 3.64 | % | 46,696 | 809 | 6.96 | % |
| Total interest-earning assets | 2,798,763 | 24,573 | 3.51 | % | 1,549,760 | 14,993 | 3.87 | % |
| Noninterest-earning assets: | | | | | | | | |
| Nonperforming assets | 6,327 | | | | 1,220 | | | |
| Other | 35,343 | | | | 18,085 | | | |
| Total assets | $2,840,433 | | | | $1,569,065 | | | |
| Interest-bearing liabilities: | | | | | | | | |
| Demand deposits | $224,903 | 266 | 0.48 | % | $290,510 | 335 | 0.46 | % |
| Money market and savings | 614,772 | 967 | 0.63 | % | 212,592 | 308 | 0.58 | % |
| Certificates of deposit | 486,319 | 740 | 0.61 | % | 325,741 | 472 | 0.58 | % |
| Total interest-bearing deposits | 1,325,994 | 1,973 | 0.60 | % | 828,843 | 1,115 | 0.54 | % |
| Borrowings | 631,297 | 679 | 0.43 | % | 362,544 | 454 | 0.50 | % |
| Total interest-bearing liabilities | 1,957,291 | 2,652 | 0.54 | % | 1,191,387 | 1,569 | 0.53 | % |
| Noninterest-bearing liabilities: | | | | | | | | |
| Demand deposits | 598,150 | | | | 262,557 | | | |
| Other liabilities | 12,685 | | | | 9,183 | | | |
| Total liabilities | 2,568,126 | | | | 1,463,127 | | | |
| Shareholders' equity | 272,307 | | | | 105,938 | | | |
| Total liabilities and equity | $2,840,433 | | | | $1,569,065 | | | |
| Net Interest Income | | $21,921 | | | | $13,424 | | |
| Net Interest Rate Spread | | | 2.97 | % | | | 3.34 | % |
| Net Yield on Interest-earning Assets | | | 3.13 | % | | | 3.47 | % |

| | Six Months Ended June 30: | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | 2016 | | | | 2015 | | | |
| (dollars in thousands) | Average Balances | Interest | Average Yield / Rate | | Average Balances | Interest | Average Yield / Rate | |
| Interest-earning assets: | | | | | | | | |
| Loans | $2,034,816 | $39,131 | 3.85 | % | $1,284,276 | $25,463 | 3.97 | % |
| Securities | 533,629 | 6,221 | 2.33 | % | 136,460 | 1,637 | 2.40 | % |
| Fed funds, FHLB stock, and deposits | 54,270 | 919 | 3.41 | % | 37,728 | 1,051 | 5.62 | % |
| Total interest-earning assets | 2,622,715 | 46,271 | 3.53 | % | 1,458,464 | 28,151 | 3.87 | % |
| Noninterest-earning assets: | | | | | | | | |
| Nonperforming assets | 5,615 | | | | 1,302 | | | |
| Other | 33,968 | | | | 18,493 | | | |
| Total assets | $2,662,298 | | | | $1,478,259 | | | |
| Interest-bearing liabilities: | | | | | | | | |
| Demand deposits | $239,847 | 566 | 0.48 | % | $289,810 | 643 | 0.45 | % |
| Money market and savings | 573,341 | 1,780 | 0.62 | % | 198,951 | 578 | 0.59 | % |
| Certificates of deposit | 480,331 | 1,422 | 0.60 | % | 287,293 | 817 | 0.57 | % |
| Total interest-bearing deposits | 1,293,519 | 3,768 | 0.59 | % | 776,054 | 2,038 | 0.53 | % |
| Borrowings | 568,249 | 1,221 | 0.43 | % | 334,381 | 818 | 0.49 | % |
| Total interest-bearing liabilities | 1,861,768 | 4,989 | 0.54 | % | 1,110,435 | 2,856 | 0.52 | % |
| Noninterest-bearing liabilities: | | | | | | | | |
| Demand deposits | 518,090 | | | | 254,436 | | | |
| Other liabilities | 14,053 | | | | 9,863 | | | |
| Total liabilities | 2,393,911 | | | | 1,374,734 | | | |
| Shareholders’ equity | 268,387 | | | | 103,525 | | | |
| Total liabilities and equity | $2,662,298 | | | | $1,478,259 | | | |
| Net Interest Income | | $41,282 | | | | $25,295 | | |
| Net Interest Rate Spread | | | 2.99 | % | | | 3.35 | % |
| Net Yield on Interest-earning Assets | | | 3.15 | % | | | 3.47 | % |

Net interest income is impacted by the volume (changes in volume multiplied by prior rate), interest rate (changes in rate multiplied by prior volume) and mix of interest-earning assets and interest-bearing liabilities. The following table provides a breakdown of the changes in net interest income due to volume and rate changes for the quarter and six months ended June 30, 2016, as compared to corresponding periods in 2015:

| (dollars in thousands) | Quarter Ended June 30, 2016 vs. 2015 Increase (Decrease) due to: | | | Six Months Ended June 30, 2016 vs. 2015 Increase (Decrease) due to: | | |
|---|---|---|---|---|---|---|
| | Volume | Rate | Total | Volume | Rate | Total |
| Interest earned on: | | | | | | |
| Loans | $8,007 | $(408) | $7,599 | $14,462 | $(794) | $13,668 |
| Securities | 2,302 | (24) | 2,278 | 4,631 | (47) | 4,584 |
| Fed funds, FHLB stock, and deposits | 146 | (443) | (297) | 374 | (506) | (132) |
| Total interest-earning assets | 10,455 | (875) | 9,580 | 19,467 | (1,347) | 18,120 |
| Interest paid on: | | | | | | |
| Demand deposits | (78) | 9 | (69) | (115) | 38 | (77) |
| Money market and savings | 629 | 30 | 659 | 1,162 | 40 | 1,202 |
| Certificates of deposit | 242 | 26 | 268 | 572 | 33 | 605 |
| Borrowings | 296 | (71) | 225 | 517 | (114) | 403 |
| Total interest-bearing liabilities | 1,089 | (6) | 1,083 | 2,136 | (3) | 2,133 |
| Net interest income | $9,366 | $(869) | $8,497 | $17,331 | $(1,344) | $15,987 |

Net interest income increased 63% from $13.4 million in the second quarter of 2015, to $21.9 million in the second quarter of 2016 due primarily to a 81% increase in interest-earning assets which was partially offset by a decrease in our net yield on interest-earning assets. The decrease in our net yield on interest-earning assets from 3.47% in the second quarter of 2015 to 3.13% in the second quarter of 2016 was due primarily to a decrease in yield on total interest-earning assets. The decrease in yield on interest-earning assets from 3.87% to 3.51% was due to an increase in the proportion of lower yielding securities to total interest earning assets and a decrease in the yield on loans. The decrease in yield on loans was due to prepayments of higher yielding loans and the addition of loans at current market rates which are lower than the current yield on our loan portfolio. The effect of the increase in rates on interest-bearing deposits on the net yield on interest-earning assets was offset by the increase in the proportion of average noninterest-bearing demand deposits to average total deposits during the second quarter of 2016 as compared to the second quarter of 2015. The weighted average rate on average total deposits was 0.41% for the second quarters of both 2016 and 2015. The increase in the weighted average rate of our interest-bearing deposits was the result of increases in market rates, the use of higher than market promotional rates to attract new clients and our success in attracting higher balance accounts which generally bear higher interest rates. The benefit from the payoff of the higher interest term note in the third quarter of 2015 was offset by an increase in the borrowing rate on FHLB advances which increased from 0.19% in the second quarter of 2015 to 0.43% in the second quarter of 2016. The increase in rates paid on FHLB advances is in line with the 25 basis point increase in Fed Funds rates experienced in December 2015.

Net interest income increased 63% from $25.3 million in the first six months of 2015, to $41.3 million in the first six months of 2016 because of an 80% increase in interest-earning assets, which was partially offset by a decrease in our net yield on interest-earning assets. The decrease in our net yield on interest-earning assets from 3.47% in the first six months of 2015 to 3.15% in the first six months of 2016 was due to a decrease in yield on total interest-earning assets. The decrease in yield on interest-earning assets from 3.87% to 3.53% was due to an increase in the proportion of lower yielding securities to total interest earning assets and a decrease in the yield on loans. The decrease in yield on loans was due to prepayments of higher yielding loans and the addition of loans at current market rates which are lower than the current yield on our loan portfolio. The effect of the increase in rates on interest-bearing deposits on the net yield on interest-earning assets was partially offset by the increase in the proportion of average noninterest-bearing demand deposits to average total deposits during the second quarter of 2016 as compared to the second quarter of 2015. The weighted average rate on average total deposits was 0.42% and 0.40% for the first six months of 2016 and 2015, respectively. The increase in the weighted average rate of our interest-bearing deposits was the result of increases in market rates, the use of higher than market promotional rates to attract new clients and our success in attracting higher balance accounts which generally bear higher interest rates. The benefit from the payoff of the higher interest term note in the third quarter of 2015 was offset by an increase in the borrowing rate on FHLB advances which increased from 0.18% in the first six months of  2015 to 0.43% in the first six months of 2016.

Provision for loan losses. The provision for loan losses represents our estimate of the amount necessary to be charged against the current period’s earnings to maintain the ALLL at a level that we consider adequate in relation to the estimated losses inherent in the loan portfolio. The provision for loan losses is impacted by changes in loan balances as well as changes in estimated loss assumptions and charge-offs and recoveries. The amount of the provision also takes into consideration such factors as changes in the nature and volume of the loan portfolio, overall portfolio quality, review of specific problem loans, current economic conditions and certain other subjective factors that may affect the ability of borrowers to meet their repayment obligations to us. For the quarter and six months ended June 30, 2016, we recorded provisions for loan losses of $1.3 million and $1.7 million, respectively, as compared to $0.8 million and $0.9 million, respectively, for the quarter and six months ended June 30, 2015. The increases in the provision for loan losses for the quarter and six months ended June 30, 2016 as compared to the corresponding periods in 2015 reflects the significant increase in loans, which were partially offset by a decrease in estimated loss assumptions.

26

Noninterest income. Noninterest income for Banking includes fees charged to clients for trust services and deposit services, consulting fees, prepayment and late fees charged on loans and insurance commissions. The following table provides a breakdown of noninterest income for Banking for the quarter and six months ended June 30:

| (dollars in thousands) | 2016 | 2015 |
|---|---|---|
| Quarter Ended June 30: | | |
| Trust fees | $659 | $629 |
| Consulting fees | 205 | 194 |
| Deposit charges | 122 | 95 |
| Loss on capital markets activities | (2,351) | — |
| Prepayment fees | 315 | 309 |
| Other | 880 | 157 |
| Total noninterest income | $(170) | $1,384 |
| Six Months Ended June 30: | | |
| Trust fees | $1,203 | $1,200 |
| Consulting fees | 390 | 493 |
| Deposit charges | 243 | 190 |
| Loss on capital markets activities | (2,040) | — |
| Prepayment fees | 688 | 495 |
| Other | 1,098 | 284 |
| Total noninterest income | $1,582 | $2,662 |

Noninterest income for Banking in the second quarter decreased from $1.4 million in 2015 to a negative $0.2 million in 2016 due primarily to a $2.4 million loss on capital markets activities, partially offset by a $0.7 million increase in other income. The loss on capital markets activities was due to costs incurred to settle an interest rate swap agreement on the sale of $265 million in multifamily loans. Partially offsetting the impact of this cost was a $0.6 million increase in revenues in the second quarter of 2016 from our insurance agency operations when compared to the corresponding period in 2015.

Noninterest income for Banking was $1.6 million in the first six months of 2016 as compared to $2.7 million in the first six months of 2015. This decrease was due to the $2.4 million of costs incurred to close out the swap in the second quarter of 2016, which was partially offset by $0.7 million increase in revenues from our insurance agency operations and a $0.3 million gain on sale of securities realized in the first quarter of 2016. In the first quarter of 2016, we took advantage of favorable market conditions to sell, at a net gain, longer-term mortgage backed securities and all of the Bank’s agency bullet securities, which were acquired through bank acquisitions.

Noninterest income for Wealth Management includes fees charged to high net-worth clients for managing their assets and for providing financial planning consulting services. The following table provides a breakdown of noninterest income for Wealth Management for the quarter and six months ended June 30:

| (dollars in thousands) | 2016 | 2015 |
|---|---|---|
| Quarter Ended June 30: | | |

| | | |
|---|---|---|
| Asset management fees | $5,206 | $5,175 |
| Consulting and administration fees | 23 | 28 |
| Other | (7) | (15) |
| Total noninterest income | $5,222 | $5,188 |

| | | |
|---|---|---|
| Six Months Ended June 30: | | |
| Asset management fees | $10,555 | $10,214 |
| Consulting and administration fees | 51 | 67 |
| Other | (8) | (26) |
| Total noninterest income | $10,598 | $10,255 |

Noninterest revenue for Wealth Management increased by 1% and 3% for the quarter and six months ended June 30, 2016 when compared to the corresponding periods in 2015 due to 4% increases in the AUM balances on which the asset management fees are calculated for both the second quarter and first six months of 2016 as compared to the corresponding periods in 2015. AUM, which totaled $3.5 billion at June 30, 2016, increased by $57 million during the first six months of 2016 in spite of a volatile market as new account growth of $129 million and portfolio gains of $134 million were partially offset by net withdrawals and account terminations of $206 million.

Noninterest Expense. The following table provides a breakdown of noninterest expense for Banking and Wealth Management for the quarter and six months ended June 30:

| | Banking | | Wealth Management | |
|---|---|---|---|---|
| (dollars in thousands) | 2016 | 2015 | 2016 | 2015 |
| Quarter Ended June 30: | | | | |
| Compensation and benefits | $8,227 | $5,545 | $3,455 | $3,513 |
| Occupancy and depreciation | 2,339 | 1,461 | 525 | 473 |
| Professional services and marketing | 1,763 | 838 | 479 | 392 |
| Other expenses | 1,939 | 722 | 157 | 172 |
| Total noninterest expense | $14,268 | $8,566 | $4,616 | $4,550 |
| | | | | |
| Six Months Ended June 30: | | | | |
| Compensation and benefits | $16,635 | $10,735 | $7,492 | $7,245 |
| Occupancy and depreciation | 4,566 | 2,907 | 1,072 | 937 |
| Professional services and marketing | 2,714 | 1,322 | 976 | 765 |
| Other expenses | 3,697 | 1,521 | 299 | 318 |
| Total noninterest expense | $27,612 | $16,485 | $9,839 | $9,265 |

The $5.7 million and $11.1 million increases in noninterest expense in Banking in the second quarter and first six months of 2016 as compared to the corresponding periods in 2015 was due primarily to increases in staffing and costs associated with the Bank's expansion, the growth of its balances of loans and deposits and costs associated with our property and casualty insurance agency operations which started during the second quarter of 2015. Compensation and benefits for Banking increased $2.7 million or 48% during the second quarter of 2016 as compared to the second quarter of 2015 as the number of full time equivalent employees ("FTE") in Banking increased to 261.0 from 174.7. Compensation and benefits for Banking increased $5.9 million or 55% during the first six months of 2016 as compared to the first six months of 2015 as the number of FTE in Banking increased to 251.2 from 166.3. The increases in FTE were the result of the acquisition of Pacific Rim Bank ("PRB") in June of 2015 and increased staffing to support the growth in loans and deposits. The increase in occupancy and depreciation, professional services and marketing and other expenses of $3.0 million and $5.2 million for the second quarter and first six months of 2016, respectively, as compared to the corresponding periods in 2015, were related to increased costs related to the acquisition of PRB, higher legal costs related to ongoing litigation matters, costs associated with our expansion into additional corporate space and opening of new offices, and costs related to the higher levels of loans and deposits, including FDIC insurance and customer service costs. Included in noninterest expense in the second quarter and first six months of 2016, respectively, are $0.7 million and $1.2 million of costs related to our insurance agency operations.

Noninterest expense in Wealth Management was relatively unchanged in the second quarter of 2016 as compared to the second quarter of 2015. The $0.6 million increase in noninterest expense for Wealth Management in the first six months of 2016 as compared to the corresponding period in 2015 were due to increased staffing costs, including raises and higher number of employees and increased costs related to marketing activities.

Financial Condition

The following table shows the financial position for each of our business segments, and of FFI and elimination entries used to arrive at our consolidated totals which are included in the column labeled Other and Eliminations, as of:

| (dollars in thousands) | Banking | Wealth Management | Other and Eliminations | Total |
|---|---|---|---|---|
| June 30, 2016: | | | | |
| Cash and cash equivalents | $444,403 | $ 5,770 | $ (5,655) | $444,518 |
| Securities AFS | 532,231 | — | — | 532,231 |
| Loans Held For Sale | 468,277 | — | — | 468,277 |
| Loans, net | 1,991,621 | — | — | 1,991,621 |
| FHLB Stock | 25,326 | — | — | 25,326 |
| Premises and equipment | 3,969 | 680 | 125 | 4,774 |
| Deferred taxes | 8,968 | 654 | 455 | 10,077 |
| REO | 1,074 | — | — | 1,074 |
| Goodwill and intangibles | 2,288 | — | — | 2,288 |
| Other assets | 10,729 | 222 | 1,803 | 12,754 |
| Total assets | $3,488,886 | $ 7,326 | $ (3,272) | $3,492,940 |
| | | | | |
| Deposits | $2,288,163 | $ — | $ (22,567) | $2,265,596 |
| Borrowings | 938,000 | — | — | 938,000 |
| Intercompany balances | 2,378 | 480 | (2,858) | — |
| Other liabilities | 8,689 | 1,955 | 1,192 | 11,836 |
| Shareholders' equity | 251,656 | 4,891 | 20,961 | 277,508 |
| Total liabilities and equity | $3,488,886 | $ 7,326 | $ (3,272) | $3,492,940 |
| | | | | |
| December 31, 2015: | | | | |
| Cash and cash equivalents | $215,671 | $ 5,682 | $ (5,605) | $215,748 |
| Securities AFS | 565,135 | — | — | 565,135 |
| Loans, net | 1,754,883 | — | — | 1,754,883 |
| FHLB Stock | 21,492 | — | — | 21,492 |
| Premises and equipment | 1,996 | 545 | 112 | 2,653 |
| Deferred taxes | 14,466 | 630 | 296 | 15,392 |
| REO | 4,036 | — | — | 4,036 |
| Goodwill and Intangibles | 2,416 | — | — | 2,416 |
| Other assets | 8,645 | 314 | 1,865 | 10,824 |
| Total assets | $2,588,740 | $ 7,171 | $ (3,332) | $2,592,579 |
| | | | | |
| Deposits | $1,569,932 | $ — | $ (47,756) | $1,522,176 |
| Borrowings | 796,000 | — | — | 796,000 |
| Intercompany balances | 2,748 | 121 | (2,869) | — |
| Other liabilities | 9,309 | 2,634 | 2,724 | 14,667 |
| Shareholders' equity | 210,751 | 4,416 | 44,569 | 259,736 |
| Total liabilities and equity | $2,588,740 | $ 7,171 | $ (3,332) | $2,592,579 |

Our consolidated balance sheet is primarily affected by changes occurring in our Banking operations as our Wealth Management operations do not maintain significant levels of assets. Banking has experienced and is expected to

continue to experience increases in its total assets as a result of our growth strategy.

During the first six months of 2016, total assets for the Company and FFB increased by $900 million. For FFB, during the first six months of 2016, loans, including loans held for sale, and deposits increased $707 million and $718 million, respectively, cash and cash equivalents increased by $229 million, securities AFS decreased by $33 million and FHLB advances increased by $142 million.

Cash and cash equivalents, certificates of deposit and securities. Cash and cash equivalents, which primarily consist of funds held at the Federal Reserve Bank or at correspondent banks, including fed funds, increased $229 million during the first six months of 2016. Changes in cash equivalents are primarily affected by the funding of loans, investments in securities, and changes in our sources of funding: deposits, FHLB advances and FFI borrowings.

Securities available for sale. The following table provides a summary of the Company's AFS securities portfolio as of:

| (dollars in thousands) | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Estimated Fair Value |
|---|---|---|---|---|
| June 30, 2016: | | | | |
| US Treasury security | $300 | $2 | $— | $302 |
| Agency mortgage-backed securities | 508,862 | 11,084 | — | 519,946 |
| Beneficial interest – FHLMC securitization | 12,358 | 310 | (685) | 11,983 |
| Total | $521,520 | $11,396 | $(685) | $532,231 |
| | | | | |
| December 31, 2015: | | | | |
| US Treasury security | $300 | $— | $— | $300 |
| FNMA and FHLB Agency notes | 16,108 | — | (95) | 16,013 |
| Agency mortgage-backed securities | 538,269 | 909 | (3,030) | 536,148 |
| Beneficial interest – FHLMC securitization | 12,674 | 476 | (476) | 12,674 |
| Total | $567,351 | $1,385 | $(3,601) | $565,135 |

The US Treasury securities are pledged as collateral to the State of California to meet regulatory requirements related to FFB's trust operations.

During the first six months of 2016, the $46 million decrease in amortized cost of AFS securities was primarily the result of the sale of $39 million of AFS securities and the collection of $37 million in principal payments which were partially offset by the purchase of $31 million of AFS securities.

The scheduled maturities of securities AFS, other than agency mortgage-backed securities, and the related weighted average yield is as follows as of June 30, 2016:

| (dollars in thousands) | Less than 1 Year | 1 Through 5 years | 5 Through 10 Years | After 10 Years | Total |
|---|---|---|---|---|---|
| Amortized Cost: | | | | | |
| US Treasury securities | $ — | $ 300 | $ — | $ — | $300 |
| Weighted average yield | —% | 0.90 % | — % | —% | 0.90% |

| | | | | |
|---|---|---|---|---|
| Estimated Fair Value: | | | | |
| US Treasury securities | $ — | $ 300 | $ — | $ — | $300 |

Agency mortgage backed securities and beneficial interest – FHLMC securitizations are excluded from the above table because such securities are not due at a single maturity date. The weighted average yield of the agency mortgage backed securities as of June 30, 2016 was 2.21%.

Loans. The following table sets forth our loans, by loan category, as of:

| (dollars in thousands) | June 30, 2016 | December 31, 2015 |
|---|---|---|
| Outstanding principal balance: | | |
| Loans secured by real estate: | | |
| Residential properties: | | |
| Multifamily | $687,481 | $627,311 |
| Single family | 564,121 | 533,257 |
| Total real estate loans secured by residential properties | 1,251,602 | 1,160,568 |
| Commercial properties | 429,754 | 358,791 |
| Land and construction | 23,747 | 12,320 |
| Total real estate loans | 1,705,103 | 1,531,679 |
| Commercial and industrial loans | 243,702 | 196,584 |
| Consumer loans | 53,910 | 37,206 |
| Total loans | 2,002,715 | 1,765,469 |
| Premiums, discounts and deferred fees and expenses | 1,106 | 14 |
| Total | $2,003,821 | $1,765,483 |

The $707 million increase in loans, including loans classified as held for sale, during the first six months of 2016 was the result of loan originations and funding of existing credit commitments of $899 million, offset by $192 million of payoffs. Loan held for sale, which totaled and increased by $468 million as of and for the six months ended June 30, 2016, are not included in the above table.

The scheduled maturities, as of December 31, 2015, of the performing loans categorized as land loans and as commercial and industrial loans, are as follows:

| | Scheduled Maturity | | | Loans With a Scheduled Maturity After One Year | |
|---|---|---|---|---|---|
| (dollars in thousands) | Due in One Year or Less | Due After One Year Through Five Years | Due After Five Years | Loans With Fixed Rates | Loan With Adjustable Rates |
| Land and construction loans | $8,709 | $ 2,224 | $1,895 | $3,395 | $ 724 |
| Commercial and industrial loans | $81,085 | $ 69,854 | $42,625 | $46,081 | $ 66,398 |

Deposits. The following table sets forth information with respect to our deposits and the average rates paid on deposits, as of:

| | June 30, 2016 | | December 31, 2015 | |
|---|---|---|---|---|
| (dollars in thousands) | Amount | Weighted Average Rate | Amount | Weighted Average Rate |

| | | | | | | |
|---|---|---|---|---|---|---|
| Demand deposits: | | | | | | |
| Noninterest-bearing | $750,661 | — | | $299,794 | — | |
| Interest-bearing | 220,802 | 0.488 | % | 260,167 | 0.359 | % |
| Money market and savings | 710,148 | 0.666 | % | 492,015 | 0.531 | % |
| Certificates of deposits | 583,985 | 0.562 | % | 470,200 | 0.554 | % |
| Total | $2,265,596 | 0.401 | % | $1,522,176 | 0.404 | % |

During the first six months of 2016 our average deposit rates remained relatively flat. The weighted average rate of our interest-bearing deposits increased from 0.50% at December 31, 2015 to 0.60% at June 30, 2016, while the weighted average interest rates of both interest-bearing and noninterest-bearing deposits was 0.40% at December 31, 2015 and June 30, 2016, as the increase in the proportion of noninterest-bearing deposits, which increased from $300 million at December 31, 2015 to $751 million at June 30, 2016, offset the impacts of the increase in rates on interest-bearing deposits. The increase in the weighted average rate of our interest-bearing deposits was the result of increases in market rates, the use of higher than market promotional rates to attract new clients and our success in attracting higher balance accounts which generally bear higher interest rates.

The growth in deposits was due primarily to the organic growth in deposits from our specialty deposit group and our branch offices.

The maturities of our Certificates of deposit of $100,000 or more were as follows as of June 30, 2016:

| | (dollars in thousands) |
|---|---|
| 3 months or less | $134,273 |
| Over 3 months through 6 months | 38,931 |
| Over 6 months through 12 months | 82,946 |
| Over 12 months | 25,684 |
| Total | $281,834 |

FFB utilizes third party programs called CDARs and ICS which allows FFB to transfer funds of its clients in excess of the FDIC insurance limit (currently $250,000) to other institutions in exchange for an equal amount of funds from clients of these other institutions. This has allowed FFB to provide FDIC insurance coverage to its clients. Under certain regulatory guidelines, these deposits are considered brokered deposits. From time to time, the Bank will utilize brokered deposits as a source of funding. As of June 30, 2016 the Bank held $396 million of deposits which are classified as brokered deposits, including $104 million of CDARs and ICS reciprocal deposits.

Borrowings. At June 30, 2016 and December 31, 2015, our borrowings consisted of $938 million and $796 million, respectively, in overnight FHLB advances. The FHLB advances were paid in full in the early parts of July 2016 and January 2016, respectively. Because FFB utilizes overnight borrowings, the balance of outstanding borrowings fluctuates on a daily basis. The average balance of overnight borrowings during the first six months of 2016 was $568 million, as compared to $308 million during the first six months of 2015. The weighted average interest rate on these overnight borrowings was 0.43% for the first six months of 2016, as compared to 0.18% during 2015. The maximum amount of overnight borrowings outstanding at any month-end during the first six months of 2016 and 2015 was $938 million and $443 million, respectively.

Delinquent Loans, Nonperforming Assets and Provision for Credit Losses

Loans are considered past due following the date when either interest or principal is contractually due and unpaid. Loans on which the accrual of interest has been discontinued are designated as nonaccrual loans. Accrual of interest on loans is discontinued when reasonable doubt exists as to the full, timely collection of interest or principal and, generally, when a loan becomes contractually past due for 90 days or more with respect to principal or interest. However, the accrual of interest may be continued on a well-secured loan contractually past due 90 days or more with respect to principal or interest if the loan is in the process of collection or collection of the principal and interest is deemed probable. The following tables provide a summary of past due and nonaccrual loans as of:

| | Past Due and Still Accruing | | | | Total Past | | |
|---|---|---|---|---|---|---|---|
| (dollars in thousands) | 30–59 Days | 60-89 Days | 90 Days or More | Nonaccrual | Due and Nonaccrual | Current | Total |
| June 30, 2016: | | | | | | | |
| Real estate loans: | | | | | | | |
| Residential properties | $3,844 | $— | $— | $ 177 | $ 4,021 | $1,247,581 | $ 1,251,602 |
| Commercial properties | 1,609 | — | 784 | 1,506 | 3,899 | 425,855 | 429,754 |
| Land and construction | — | — | — | — | — | 23,747 | 23,747 |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| Commercial and industrial loans | 400 | 1,380 | 2,852 | 4,489 | 9,121 | 234,581 | 243,702 |
| Consumer loans | 10 | — | — | — | 10 | 53,900 | 53,910 |
| Total | $5,863 | $1,380 | $3,636 | $ 6,172 | $ 17,051 | $1,985,664 | $ 2,002,715 |
| Percentage of total loans | 0.29 % | 0.07 % | 0.18 % | 0.31 % | 0.85 % | | |
| December 31, 2015: | | | | | | | |
| Real estate loans: | | | | | | | |
| Residential properties | $— | $— | $— | $ — | $ — | $1,160,568 | $ 1,160,568 |
| Commercial properties | 1,232 | — | 793 | 1,552 | 3,577 | 355,214 | 358,791 |
| Land and construction | — | — | — | — | — | 12,320 | 12,320 |
| Commercial and industrial loans | 2,425 | 1,639 | 5,713 | 2,509 | 12,286 | 184,298 | 196,584 |
| Consumer loans | 1,010 | — | 1,991 | 75 | 3,076 | 34,130 | 37,206 |
| Total | $4,667 | $1,639 | $8,497 | $ 4,136 | $ 18,939 | $1,746,530 | $ 1,765,469 |
| Percentage of total loans | 0.26 % | 0.09 % | 0.48 % | 0.23 % | 1.07 % | | |

The following table presents the composition of TDRs by accrual and nonaccrual status as of:

| | June 30, 2016 | | | December 31, 2015 | | |
|---|---|---|---|---|---|---|
| (dollars in thousands) | Accrual | Nonaccrual | Total | Accrual | Nonaccrual | Total |
| Commercial and industrial | $456 | $4,239 | $4,695 | $— | $ 344 | $344 |

The following is a breakdown of our loan portfolio by the risk category of loans as of:

| (dollars in thousands) | Pass | Special Mention | Substandard | Impaired | Total |
|---|---|---|---|---|---|
| June 30, 2016: | | | | | |
| Real estate loans: | | | | | |
| Residential properties | $1,247,744 | $ 3,858 | $ — | $— | $1,251,602 |
| Commercial properties | 427,312 | — | 185 | 2,257 | 429,754 |
| Land and construction | 23,747 | — | — | — | 23,747 |
| Commercial and industrial loans | 220,153 | 4,413 | 17,573 | 1,563 | 243,702 |
| Consumer loans | 53,910 | — | — | — | 53,910 |
| Total | $1,972,866 | $ 8,271 | $ 17,758 | $3,820 | $2,002,715 |
| | | | | | |
| December 31, 2015: | | | | | |
| Real estate loans: | | | | | |
| Residential properties | $1,159,029 | $ 1,539 | $ — | $— | $1,160,568 |
| Commercial properties | 351,988 | 174 | 354 | 6,275 | 358,791 |
| Land and construction | 11,180 | — | 1,140 | — | 12,320 |
| Commercial and industrial loans | 180,755 | 4,977 | 5,165 | 5,687 | 196,584 |
| Consumer loans | 37,130 | — | — | 76 | 37,206 |
| Total | $1,740,082 | $ 6,690 | $ 6,659 | $12,038 | $1,765,469 |

We consider a loan to be impaired when, based upon current information and events, we believe that it is probable that we will be unable to collect all amounts due according to the contractual terms of the loan. We measure impairment using either the present value of the expected future cash flows discounted at the loan's effective interest rate, or the fair value of the properties collateralizing the loan. Impairment losses are included in the ALLL through a charge to provision for loan losses. Adjustments to impairment losses due to changes in the fair value of the property collateralizing an impaired loan are considered in computing the provision for loan losses. Loans collectively reviewed for impairment include all loans except for loans which are individually reviewed based on specific criteria, such as delinquency, debt coverage, adequacy of collateral and condition of property collateralizing the loans. Impaired loans include nonaccrual loans (excluding those collectively reviewed for impairment), certain restructured loans and certain performing loans less than 90 days delinquent ("other impaired loans") which we believe are not likely to be collected in accordance with the contractual terms of the loans.

In 2012 and in 2015, we purchased loans, for which there was, at acquisition, evidence of deterioration of credit quality since origination and it was probable, at acquisition, that all contractually required payments would not be collected. The carrying amount of these purchased credit impaired loans is as follows as of:

(dollars in thousands)

| | June 30, 2016 | December 31, 2015 |
|---|---|---|
| Outstanding principal balance: | | |
| Loans secured by real estate: | | |
| Commercial properties | $301 | $ 533 |
| Land | — | 1,616 |
| Total real estate loans | 301 | 2,149 |
| Commercial and industrial loans | 7,559 | 6,787 |
| Consumer loans | 8 | 14 |
| Total loans | 7,868 | 8,950 |
| Unaccreted discount on purchased credit impaired loans | (2,028) | (2,291) |
| Total | $5,840 | $ 6,659 |

Allowance for Loan Losses. The following table summarizes the activity in our ALLL for the periods indicated:

| (dollars in thousands) | Beginning Balance | Provision for Loan Losses | Charge-offs | Recoveries | Ending Balance |
|---|---|---|---|---|---|
| Quarter ended June 30, 2016: | | | | | |
| Real estate loans: | | | | | |
| Residential properties | $ 6,390 | $ (1,037) | $ — | $ — | $ 5,353 |
| Commercial properties | 2,181 | (244) | (50) | — | 1,887 |
| Land and construction | 261 | 11 | — | — | 272 |
| Commercial and industrial loans | 1,789 | 2,350 | — | — | 4,139 |
| Consumer loans | 379 | 170 | — | — | 549 |
| Total | $ 11,000 | $ 1,250 | $ (50) | $ — | $ 12,200 |
| | | | | | |
| Six months ended June 30, 2016: | | | | | |
| Real estate loans: | | | | | |
| Residential properties | $ 6,799 | $ (1,446) | $ — | $ — | $ 5,353 |
| Commercial properties | 1,813 | 124 | (50) | — | 1,887 |
| Land and construction | 103 | 169 | — | — | 272 |
| Commercial and industrial loans | 1,649 | 2,490 | — | — | 4,139 |
| Consumer loans | 236 | 313 | — | — | 549 |
| Total | $ 10,600 | $ 1,650 | $ (50) | $ — | $ 12,200 |
| | | | | | |
| Year ended December 31, 2015: | | | | | |
| Real estate loans: | | | | | |
| Residential properties | $ 6,546 | $ 253 | $ — | $ — | $ 6,799 |
| Commercial properties | 1,499 | 624 | (310) | — | 1,813 |
| Land and construction | 67 | 36 | | — | 103 |
| Commercial and industrial loans | 1,897 | 1,665 | (1,913) | — | 1,649 |
| Consumer loans | 141 | 95 | — | — | 236 |
| Total | $ 10,150 | $ 2,673 | $ (2,223) | $ — | $ 10,600 |

Excluding the loans acquired in acquisitions, our ALLL represented 0.62%, and 0.61% of total loans outstanding as of June 30, 2016 and December 31, 2015, respectively.

The amount of the ALLL is adjusted periodically by charges to operations (referred to in our income statement as the “provision for loan losses”) (i) to replenish the ALLL after it has been reduced due to loan write-downs or charge-offs, (ii) to reflect increases in the volume of outstanding loans, and (iii) to take account of changes in the risk of potential loan losses due to a deterioration in the condition of borrowers or in the value of property securing non–performing loans or adverse changes in economic conditions. The amounts of the provisions we make for loan losses are based on our estimate of losses in our loan portfolio. In estimating such losses, we use economic and loss migration models that are based on bank regulatory guidelines and industry standards, and our historical charge-off experience and loan delinquency rates, local and national economic conditions, a borrower’s ability to repay its borrowings, and the value of any property collateralizing the loan, as well as a number of subjective factors. However, these determinations involve judgments about changes and trends in current economic conditions and other events that can affect the ability of borrowers to meet their loan obligations to us and a weighting among the quantitative and qualitative factors we consider in determining the sufficiency of the ALLL. Moreover, the duration and anticipated effects of prevailing

economic conditions or trends can be uncertain and can be affected by a number of risks and circumstances that are outside of our control. If changes in economic or market conditions or unexpected subsequent events were to occur, or if changes were made to bank regulatory guidelines or industry standards that are used to assess the sufficiency of the ALLL, it could become necessary for us to incur additional, and possibly significant, charges to increase the ALLL, which would have the effect of reducing our income.

In addition, the FDIC and the California Department of Business Oversight, as an integral part of their examination processes, periodically review the adequacy of our ALLL. These agencies may require us to make additional provisions for loan losses, over and above the provisions that we have already made, the effect of which would be to reduce our income.

The following table presents the balance in the ALLL and the recorded investment in loans by impairment method as of:

| (dollars in thousands) | Allowance for Loan Losses Evaluated for Impairment | | Purchased | | Unaccreted Credit Component Other |
|---|---|---|---|---|---|
| | Individually | Collectively | Impaired | Total | Loans |
| June 30, 2016: | | | | | |
| Allowance for loan losses: | | | | | |
| Real estate loans: | | | | | |
| Residential properties | $— | $5,358 | $ — | $5,358 | $ 170 |
| Commercial properties | — | 1,894 | — | 1,894 | 207 |
| Land and construction | — | 260 | — | 260 | 3 |
| Commercial and industrial loans | — | 4,139 | — | 4,139 | 172 |
| Consumer loans | — | 549 | — | 549 | 21 |
| Total | $— | $12,200 | $ — | $12,200 | $ 573 |
| Loans: | | | | | |
| Real estate loans: | | | | | |
| Residential properties | $— | $1,251,602 | $ — | $1,251,602 | $ 14,638 |
| Commercial properties | 2,257 | 427,312 | 185 | 429,754 | 30,772 |
| Land and construction | — | 23,747 | — | 23,747 | 431 |
| Commercial and industrial loans | 1,563 | 236,484 | 5,655 | 243,702 | 24,807 |
| Consumer loans | — | 53,910 | — | 53,910 | 1,621 |
| Total | $3,820 | $1,993,055 | $ 5,840 | $2,002,715 | $ 72,269 |

| (dollars in thousands) | Allowance for Loan Losses Evaluated for Impairment | | Purchased | | Unaccreted Credit Component Other |
|---|---|---|---|---|---|
| | Individually | Collectively | Impaired | Total | Loans |
| December 31, 2015: | | | | | |
| Allowance for loan losses: | | | | | |
| Real estate loans: | | | | | |
| Residential properties | $— | $6,799 | $ — | $6,799 | $ 127 |
| Commercial properties | 30 | 1,783 | — | 1,813 | 363 |
| Land and construction | — | 103 | — | 103 | 42 |
| Commercial and industrial loans | — | 1,649 | — | 1,649 | 187 |
| Consumer loans | — | 236 | — | 236 | 13 |
| Total | $30 | $10,570 | $ — | $10,600 | $ 732 |
| Loans: | | | | | |
| Real estate loans: | | | | | |
| Residential properties | $— | $1,160,568 | $ — | $1,160,568 | $ 7,747 |
| Commercial properties | 6,275 | 352,162 | 354 | 358,791 | 43,287 |
| Land and construction | — | 11,180 | 1,140 | 12,320 | 4,267 |
| Commercial and industrial loans | 5,687 | 185,732 | 5,165 | 196,584 | 28,231 |

| | | | | | |
|---|---|---|---|---|---|
| Consumer loans | 76 | 37,130 | — | 37,206 | 1,761 |
| Total | $12,038 | $1,746,772 | $ 6,659 | $1,765,469 | $ 85,293 |

The column labeled “Unaccreted Credit Component Other Loans” represents the amount of unaccreted credit component discount for loans acquired in an acquisition that were not classified as purchased credit impaired or individually evaluated for impairment as of the dates indicated, and the stated principal balances of the related loans. The unaccreted credit component discount is equal to 0.79% and 0.86% of the stated principal balances of these loans as of June 30, 2016 and December 31, 2015, respectively. In addition to this unaccreted credit component discount, an additional $0.2 million and $0.3 million of the ALLL were provided for these loans as of June 30, 2016 and December 31, 2015, respectively.

Liquidity

Liquidity management focuses on our ability to generate, on a timely and cost-effective basis, cash sufficient to meet the funding needs of current loan demand, deposit withdrawals, principal and interest payments with respect to outstanding borrowings and to pay operating expenses. Our liquidity management is both a daily and long-term function of funds management. Liquid assets are generally invested in marketable securities or held as cash at the Federal Reserve Bank, or other financial institutions.

We monitor our liquidity in accordance with guidelines established by our Board of Directors and applicable regulatory requirements. Our need for liquidity is affected by our loan activity, net changes in deposit levels and the maturities of our borrowings. The principal sources of our liquidity consist of deposits, loan interest and principal payments and prepayments, investment management and consulting fees, FHLB advances and proceeds from borrowings and sales of shares by FFI. The remaining balances of the Company's lines of credit available to draw down totaled $160 million at June 30, 2016.

Cash Flows Provided by Operating Activities. During the six months ended June 30, 2016, operating activities provided net cash of $5.4 million, comprised primarily of our net income of $7.1 million, and $3.0 million of non-cash charges, including provisions for loan losses, stock based compensation expense, and depreciation and amortization, offset partially by a $1.2 million increase in other assets and $2.8 million decrease in accounts payable and other liabilities. During the six months ended June 30, 2015, operating activities provided net cash of $3.0 million, comprised primarily of our net income of $5.6 million, and $1.8 million of non-cash charges, including provisions for loan losses, stock based compensation expense, bonus and other accruals, and depreciation and amortization, offset partially by an $1.9 million increase in other assets and an $1.6 million decrease in accounts payable and other liabilities.

Cash Flows Used in Investing Activities. During the six months ended June 30, 2016, investing activities used net cash of $665 million, primarily to fund a $707 million net increase in loans and $31 million of securities purchases, offset partially by $77 million in cash received in proceeds from the sale, principal collection, and maturities of securities. During the six months ended June 30, 2015, investing activities used net cash of $238 million, primarily to fund a $275 million net increase in loans, offset partially by $39 million in cash received as a result of our acquisition of PRB.

Cash Flow Provided by Financing Activities. During the six months ended June 30, 2016, financing activities provided net cash of $888 million, consisting primarily of a net increase of $743 million in deposits, and a $142 million increase in FHLB advances. During the six months ended June 30, 2015, financing activities provided net cash of $378 million, consisting primarily of a net increase of $184 million in deposits, a $10 million borrowing under a term note, and a $180 million increase in FHLB advances.

Ratio of Loans to Deposits. The relationship between gross loans and total deposits can provide a useful measure of a bank's liquidity. Since repayment of loans tends to be less predictable than the maturity of investments and other liquid resources, the higher the loan-to-deposit ratio, the less liquid are our assets. On the other hand, since we realize greater yields on loans than we do on other interest-earning assets, a lower loan-to-deposit ratio can adversely affect interest income and earnings. As a result, our goal is to achieve a loan-to-deposit ratio that appropriately balances the requirements of liquidity and the need to generate a fair return on our assets. At June 30, 2016 and December 31, 2015, the loan-to-deposit ratios at the Bank were 109% and 118%, respectively.

Off-Balance Sheet Arrangements

The following table provides the off-balance sheet arrangements of the Company as of June 30, 2016:

| (dollars in thousands) | |
|---|---|
| Commitments to fund new loans | $60,834 |
| Commitments to fund under existing loans, lines of credit | 150,564 |
| Commitments under standby letters of credit | 8,687 |

Some of the commitments to fund existing loans, lines of credit and letters of credit are expected to expire without being drawn upon. Therefore, the total commitments do not necessarily represent future cash requirements. As of June 30, 2016, the Bank was obligated on $129 million of letters of credit to the FHLB which were being used as collateral for public fund deposits, including $111 million of deposits from the State of California.

Capital Resources and Dividend Policy

Under federal banking regulations that apply to all United States based bank holding companies and federally insured banks, the Company (on a consolidated basis) and FFB (on a stand-alone basis) must meet specific capital adequacy requirements that, for the most part, involve quantitative measures, primarily in terms of the ratios of their capital to their assets, liabilities, and certain off-balance sheet items, calculated under regulatory accounting practices. Under those regulations each bank holding company must meet a minimum capital ratio and each federally insured bank is determined by its primary federal bank regulatory agency to come within one of the following capital adequacy categories on the basis of its capital ratios: (i) well capitalized; (ii) adequately capitalized; (iii) undercapitalized; (iv) significantly undercapitalized; or (v) critically undercapitalized.

Certain qualitative assessments also are made by a banking institution’s primary federal regulatory agency that could lead the agency to determine that the banking institution should be assigned to a lower capital category than the one indicated by the quantitative measures used to assess the institution’s capital adequacy. At each successive lower capital category, a banking institution is subject to greater operating restrictions and increased regulatory supervision by its federal bank regulatory agency.

The following table sets forth the capital and capital ratios of FFI (on a consolidated basis) and FFB as of the respective dates indicated below, as compared to the respective regulatory requirements applicable to them:

| (dollars in thousands) | Actual Amount | Ratio | For Capital Adequacy Purposes Amount | Ratio | To Be Well Capitalized Under Prompt Corrective Action Provisions Amount | Ratio |
|---|---|---|---|---|---|---|
| FFI | | | | | | |
| June 30, 2016 | | | | | | |
| CET1 capital ratio | $266,222 | 14.22% | $84,260 | 4.50% | | |
| Tier 1 leverage ratio | 266,222 | 9.38 % | 113,525 | 4.00% | | |
| Tier 1 risk-based capital ratio | 266,222 | 14.22% | 112,346 | 6.00% | | |
| Total risk-based capital ratio | 278,872 | 14.89% | 149,795 | 8.00% | | |
| December 31, 2015 | | | | | | |
| CET1 capital ratio | $256,007 | 17.44% | 66,072 | 4.50% | | |
| Tier 1 leverage ratio | 256,007 | 11.81% | $86,736 | 4.00% | | |
| Tier 1 risk-based capital ratio | 256,007 | 17.44% | 88,096 | 6.00% | | |
| Total risk-based capital ratio | 267,027 | 18.19% | 117,461 | 8.00% | | |
| FFB | | | | | | |
| June 30, 2016 | | | | | | |
| CET1 capital ratio | $239,795 | 12.84% | $84,056 | 4.50% | $121,415 | 6.50 % |
| Tier 1 leverage ratio | 239,795 | 8.46 % | 113,319 | 4.00% | 141,649 | 5.00 % |
| Tier 1 risk-based capital ratio | 239,795 | 12.84% | 112,075 | 6.00% | 149,434 | 8.00 % |
| Total risk-based capital ratio | 252,445 | 13.51% | 149,434 | 8.00% | 186,792 | 10.00% |
| December 31, 2015 | | | | | | |
| CET1 capital ratio | $206,341 | 14.10% | $65,872 | 4.50% | $95,148 | 6.50 % |
| Tier 1 leverage ratio | 206,341 | 9.54 % | 86,543 | 4.00% | 108,179 | 5.00 % |
| Tier 1 risk-based capital ratio | 206,341 | 14.10% | 87,829 | 6.00% | 117,106 | 8.00 % |
| Total risk-based capital ratio | 217,361 | 14.85% | 117,106 | 8.00% | 146,382 | 10.00% |

As of each of the dates set forth in the above table, the Company (on a consolidated basis) exceeded the minimum required capital ratios applicable to it and FFB (on a stand-alone basis) qualified as a well-capitalized depository institution under the capital adequacy guidelines described above.

As of June 30, 2016, the amount of capital at FFB in excess of amounts required to be Well Capitalized was $118.4 million for the CET-1 capital ratio, $98.1 million for the Tier 1 leverage ratio, $90.4 million for the Tier 1 risk-based capital ratio and $65.7 million for the Total risk-based capital ratio. No conditions or events have occurred since June 30, 2016 which we believe have changed FFI’s or FFB’s capital adequacy classifications from those set forth in the above table.

The “Basel III” rules adopted by the Federal Reserve Board and the FDIC (the “New Capital Rules”) introduced a capital conservation buffer which is an increment added to the minimum capital ratios. If a banking organization does not hold a capital conservation buffer composed of common equity tier 1 capital above its minimum risk-based capital requirements, it will face constraints on dividends, equity repurchases and executive compensation based on the

amount of the shortfall. The capital buffer is measured against risk weighted assets and is therefore not applicable to the tier 1 leverage ratio. The implementation of the capital conservation buffer began on January 1, 2016 at 0.625%, and will increase by 0.625% on each subsequent January 1, until it reaches 2.5% on January 1, 2019. The following table sets forth the minimum capital ratios plus the applicable increment of the capital conservation buffer as of the current year and when it is fully implemented in 2019:

| | 2016 | 2019 | |
|---|---|---|---|
| CET-1 to risk-weighted assets | 5.125 | % 7.000 | % |
| Tier 1 capital (i.e., CET-1 plus Additional Tier 1) to risk-weighted assets | 6.625 | % 8.500 | % |
| Total capital (i.e., Tier 1 plus Tier 2) to risk-weighted assets | 8.625 | % 10.500 | % |

During the six months of 2016, and during the entirety of 2015, FFI made cash capital contributions to FFB of $25.0 million and $76.5 million, respectively. As of June 30, 2016, FFI had $25.2 million of available capital and, therefore, has the ability and financial resources to contribute additional capital to FFB, if needed.

We did not pay dividends in 2016 or 2015 and we have no plans to pay dividends at least for the foreseeable future. Instead, it is our intention to retain internally generated cash flow to support our growth. Moreover, the payment of dividends is subject to certain regulatory restrictions.

We had no material commitments for capital expenditures as of June 30, 2016.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to certain financial risks, which are discussed in detail in Management's Discussion and Analysis of Financial Condition and Results of Operations in the section titled Asset and Liability Management: Interest Rate Risk in our Annual Report on Form 10-K which we filed with the Securities and Exchange Commission on March 15, 2016. There have been no material changes to our quantitative and qualitative disclosures about market risk since December 31, 2015.

ITEM 4. CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports under the Securities Exchange Act of 1934, as amended (the "Exchange Act") is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer to allow timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, our management recognized that any system of controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, as ours are designed to do, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

In accordance with SEC rules, an evaluation was performed under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer of the effectiveness, as of June 30 2016, of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act). Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of June 30, 2016, the Company's disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in our reports that we file under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

There was no change in our internal control over financial reporting that occurred during the quarter ended June 30, 2016 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

ITEM 1A. RISK FACTORS

There have been no material changes in the risk factors that were disclosed in Item 1A, under the caption "Risk Factors" in Part I of our Annual Report on Form 10-K for the year ended December 31, 2015, which we filed with the SEC on March 15, 2016.

39

ITEM 6. EXHIBITS

| Exhibit No. | Description of Exhibit |
|---|---|
| 31.1 | Certification of Chief Executive Officer under Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2 | Certification of Chief Financial Officer under Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1* | Certification of Chief Executive Officer under Section 906 of the Sarbanes-Oxley Act of 2002 |
| 32.2* | Certification of Chief Financial Officer under Section 906 of the Sarbanes-Oxley Act of 2002 |
| 101 | XBRL (eXtensive Business Reporting Language). The following financial materials from the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2016, formatted in XBRL: (i) Condensed Consolidated Balance Sheets, (ii) Condensed Consolidated Statements of Operations, (iii) Consolidated Statements of Comprehensive Loss, (iv) Condensed Consolidated Statements of Cash Flows, and (v) Notes to Condensed Consolidated Financial Statements. |

*Furnished and not filed.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

FIRST FOUNDATION INC.

Dated: August 9, 2016 By: /s/ JOHN M. MICHEL
John M. Michel
Executive Vice President and
Chief Financial Officer

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