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AMERICAN RIVER BANKSHARES

Form 10-K

March 09, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

[X] Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the fiscal year ended December 31, 2006

[ ] Transition report pursuant to Section 13 or 15 (d) of Securities Exchange Act of 1934
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 0-31525

AMERICAN RIVER BANKSHARES

(Exact name of registrant as specified in its charter)

California

68-0352144

(State or other jurisdiction of incorporation or organization)

(IRS Employer ID Number)

3100 Zinfandel Drive, Rancho Cordova, California

95670

(Address of principal executive offices)

(Zip code)

(916) 851-0123

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class Name of Each Exchange On Which Registered
Common Stock, no par value NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes [ ] No [X]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes [ ] No [X]

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

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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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer [ ] Accelerated filer [X] Non-accelerated filer [ ]

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

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter: \$134,204,000.

Number of shares outstanding of each of the registrant's classes of common stock, as of March 7, 2007:

No par value Common Stock - 5,520,433 shares outstanding.

### DOCUMENTS INCORPORATED BY REFERENCE

The following documents are incorporated by reference into this Form 10-K: Part III, Items 10 through 14 from Registrant's definitive proxy statement for the 2007 annual meeting of shareholders.

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### AMERICAN RIVER BANKSHARES

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### PART I

#### Item 1. Business.

##### Cautionary Statements Regarding Forward-Looking Statements

Certain matters discussed or incorporated by reference in this Annual Report on Form 10-K including, but not limited to, matters described in "Item 7 - Management's Discussion and Analysis of Financial Condition and Results of Operations," are "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended. Such forward-looking statements may contain words related to future projections including, but not limited to, words such as "believe," "expect," "anticipate," "intend," "may," "will," "should," "could," "would," and variations of those words and similar words that are subject to risks, uncertainties and other factors that could cause actual results to differ materially from those projected. Factors that could cause or contribute to such differences include, but are not limited to, the following: (1) variances in the actual versus projected growth in assets; (2) return on assets; (3) loan and lease losses; (4) expenses; (5) changes in the interest rate environment including interest rates charged on loans, earned on securities investments and paid on deposits; (6) competition effects; (7) fee and other noninterest income

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earned; (8) general economic conditions nationally, regionally, and in the operating market areas of the Company and its subsidiaries; (9) changes in the regulatory environment; (10) changes in business conditions and inflation; (11) changes in securities markets; (12) data processing problems; (13) a decline in real estate values in the Company's operating market areas; (14) the effects of terrorism, the threat of terrorism or the impact of the current military conflict in Iraq and the conduct of the war on terrorism by the United States and its allies, as well as other factors. The factors set forth under "Item 1A - Risk Factors" in this report and other cautionary statements and information set forth in this report should be carefully considered and understood as being applicable to all related forward-looking statements contained in this report, when evaluating the business prospects of the Company and its subsidiaries.

Forward-looking statements are not guarantees of performance. By their nature, they involve risks, uncertainties and assumptions. The future results and shareholder values may differ significantly from those expressed in these forward-looking statements. You are cautioned not to put undue reliance on any forward-looking statement. Any such statement speaks only as of the date of this report, and in the case of any documents that may be incorporated by reference, as of the date of those documents. We do not undertake any obligation to update or release any revisions to any forward-looking statements, to report any new information, future event or other circumstances after the date of this report or to reflect the occurrence of unanticipated events, except as required by law. However, your attention is directed to any further disclosures made on related subjects in our subsequent reports filed with the Securities and Exchange Commission on Forms 10-K, 10-Q and 8-K.

### Introduction

American River Bankshares (the "Company") is a bank holding company registered under the Bank Holding Company Act of 1956, as amended. The Company was incorporated under the laws of the State of California in 1995. As a bank holding company, the Company is authorized to engage in the activities permitted under the Bank Holding Company Act of 1956, as amended, and regulations thereunder. Its principal office is located at 3100 Zinfandel Drive, Suite 450, Rancho Cordova, California 95670 and its telephone number is (916) 231-6700.

The Company owns 100% of the issued and outstanding common shares of its banking subsidiary, American River Bank, and American River Financial, a California corporation which has been inactive since its incorporation in 2003.

American River Bank was incorporated and commenced business in Fair Oaks, California, in 1983 and thereafter moved its headquarters to Sacramento, California in 1985. American River Bank operates five full service offices and one convenience office in Sacramento and Placer Counties including the main office located at 1545 River Park Drive, Suite 107, Sacramento and branch offices located at 520 Capitol Mall, Suite 100, Sacramento; 9750 Business Park Drive, Sacramento; 10123 Fair Oaks Boulevard, Fair Oaks and 2240 Douglas Boulevard, Roseville. The convenience office (limited service office) is located at 3100 Zinfandel Drive, Suite 450, Rancho Cordova. American River Bank also operates three full service offices in Sonoma County located at 412 Center Street, Healdsburg; 8733 Lakewood Drive, Windsor and 50 Santa Rosa Avenue, Suite 100, Santa Rosa, operated under the name "North Coast Bank, a division of American River Bank." North Coast Bank was incorporated and commenced business

in 1990 as Windsor Oaks National Bank in Windsor, California. In 1997, the name was changed to North Coast Bank. In 2000, North Coast Bank was acquired by the Company as a separate bank subsidiary. Effective December 31, 2003, North Coast Bank was merged with and into American River Bank.

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On December 3, 2004, the Company acquired Bank of Amador located in Jackson, California. Bank of Amador was merged with and into American River Bank and now operates three full service banking offices as "Bank of Amador, a division of American River Bank" within its primary service area of Amador County, in the cities of Jackson, Pioneer and Ione.

American River Bank's deposits are insured by the Federal Deposit Insurance Corporation up to applicable legal limits. American River Bank does not offer trust services or international banking services and does not plan to do so in the near future. American River Bank's primary business is serving the commercial banking needs of small to mid-sized businesses within those counties listed above. American River Bank accepts checking and savings deposits, offers money market deposit accounts and certificates of deposit, makes secured and unsecured commercial, secured real estate, and other installment and term loans and offers other customary banking services. American River Bank also conducts lease financing for most types of business equipment, from computer software to heavy earth-moving equipment.

American River Bank owns 100% of two inactive companies, ARBCO and American River Mortgage. ARBCO was formed in 1984 to conduct real estate development and has been inactive since 1995. American River Mortgage has been inactive since its formation in 1994.

During 2006, the Company conducted no significant activities other than holding the shares of its subsidiaries. However, it is authorized, with the prior approval of the Board of Governors of the Federal Reserve System (the "Board of Governors"), the Company's principal regulator, to engage in a variety of activities which are deemed closely related to the business of banking.

The common stock of the Company is registered under the Securities Exchange Act of 1934, as amended, and is listed and traded on the Nasdaq Global Select Market under the symbol "AMRB."

At December 31, 2006, the Company had consolidated assets of \$604 million, deposits of \$494 million and shareholders' equity of \$62 million.

### General

The Company is a community-oriented bank holding company headquartered in Sacramento, California. The principal communities served are located in Sacramento, Placer, Yolo, El Dorado, Sonoma, and Amador counties. The Company generates most of its revenue by providing a wide range of products and services to small and middle-market businesses and individuals. The Company's principal source of revenue comes from interest income. Interest income is derived from: (i) interest and fees on loans and leases; (ii) interest on investments (principally government securities); and (iii) interest on Federal funds sold (funds loaned on a short-term basis to other banks). For the year ended December 31, 2006, these sources comprised 81.9%, 18.0%, and 0.1%, respectively, of the Company's interest income.

American River Bank's deposits are not received from a single depositor or group of affiliated depositors, the loss of any one of which would have a materially adverse effect on the business of the Company. A material portion of American River Bank's deposits are not concentrated within a single industry or group of related industries.

As of December 31, 2006 and December 31, 2005, American River Bank held \$16,000,000 and \$11,500,000, respectively, in certificates of deposit for the State of California. In connection with these deposits, American River Bank is generally required to pledge securities to secure such deposits, except for the first \$100,000, which are insured by the FDIC.

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American River Bank competes with approximately 39 other banking or savings institutions in Sacramento County and 29 in Placer County. American River Bank's market share of FDIC insured deposits in the service areas of Sacramento County and Placer County was approximately 1.2% and 1.4%, respectively (based upon the most recent information made available by the FDIC through June 30, 2006). North Coast Bank, a division of American River Bank, competes with approximately 22 other banking or savings institutions in its service areas and its market share of FDIC insured deposits in the service area

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of Sonoma County was approximately .8% (based upon the most recent information made available by the FDIC through June 30, 2006). Bank of Amador, a division of American River Bank competes with approximately 7 other banking or savings institutions in its service areas and its market share of FDIC insured deposits in the service area of Amador County was approximately 17.4% (based upon the most recent information made available by the FDIC through June 30, 2006).

### Employees

At December 31, 2006, the Company and its subsidiaries employed 129 persons on a full-time equivalent basis. The Company believes its employee relations are good.

### Website Access

The Company maintains a website where certain information about the Company is posted. Through the website, its annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments thereto, as well as Section 16 Reports and amendments thereto, are available as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC. These reports are free of charge and can be accessed through the address [www.amrb.com](http://www.amrb.com) by selecting the SEC Filings link located at that address. Once you have selected the SEC Filings link you will have the option to access the Section 16 Reports or the reports filed on Forms 10-K, 10-Q and 8-K by the Company by selecting the appropriate link.

### Regulation and Supervision

#### General

The common stock of the Company is subject to the registration requirements of the Securities Act of 1933, as amended, and the qualification requirements of the California Corporate Securities Law of 1968, as amended. The Company is also subject to the periodic reporting requirements of Section 13 of the Securities Exchange Act of 1934, as amended, which include, but are not limited to, annual, quarterly and other current reports with the Securities and Exchange Commission (the "SEC").

American River Bank is licensed by the California Commissioner of Financial Institutions, its deposits are insured by the FDIC up to the applicable legal limits, and it has chosen not to become a member of the Federal Reserve System. Consequently, American River Bank is subject to the supervision of, and is regularly examined by, the California Commissioner of Financial Institutions and the FDIC. The supervision and regulation includes comprehensive reviews of all major aspects of American River Bank's business and condition, including its capital ratios, allowance for possible loan and lease losses and other factors. However, no inference should be drawn that such authorities have approved any such factors. American River Bankshares and American River Bank are required to file reports with the Board of Governors, the California Commissioner of Financial Institutions, and the FDIC and provide the additional information that the Board of Governors, California Commissioner of Financial

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Institutions, and FDIC may require.

American River Bankshares is a bank holding company within the meaning of the Bank Holding Company Act of 1956, as amended (the "Bank Holding Company Act"), and is registered as such with, and subject to the supervision of, the Board of Governors. The Company is required to obtain the approval of the Board of Governors before it may acquire all or substantially all of the assets of any bank, or ownership or control of the voting shares of any bank if, after giving effect to such acquisition of shares, the Company would own or control more than 5% of the voting shares of such bank. The Bank Holding Company Act prohibits the Company from acquiring any voting shares of, or interest in, all or substantially all of the assets of, a bank located outside the State of California unless such an acquisition is specifically authorized by the laws of the state in which such bank is located. Any such interstate acquisition is also subject to the provisions of the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994.

The Company, and any subsidiaries which it may acquire or organize, are deemed to be "affiliates" within the meaning of that term as defined in the Federal Reserve Act. This means, for example, that there are limitations (a) on loans by American River Bank to affiliates, and (b) on investments by American River Bank in affiliates' stock as collateral for loans to any borrower. The Company and its subsidiaries are also subject to certain restrictions with respect to engaging in the underwriting, public sale and distribution of securities.

In addition, regulations of the Board of Governors under the Federal Reserve Act require that reserves be maintained by American River Bank in conjunction with any liability of the Company under any obligation (promissory

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note, acknowledgement of advance, banker's acceptance or similar obligation) with a weighted average maturity of less than seven (7) years to the extent that the proceeds of such obligations are used for the purpose of supplying funds to American River Bank for use in its banking business, or to maintain the availability of such funds.

### Capital Standards

The Board of Governors and the FDIC have adopted risk-based capital guidelines for evaluating the capital adequacy of bank holding companies and banks. The guidelines are designed to make capital requirements sensitive to differences in risk profiles among banking organizations, to take into account off-balance sheet exposures and to aid in making the definition of bank capital uniform internationally. Under the guidelines, American River Bankshares and American River Bank are required to maintain capital equal to at least 8.0% of its assets and commitments to extend credit, weighted by risk, of which at least 4.0% must consist primarily of common equity (including retained earnings) and the remainder may consist of subordinated debt, cumulative preferred stock, or a limited amount of loan and lease loss reserves.

Assets, commitments to extend credit, and off-balance sheet items are categorized according to risk and certain assets considered to present less risk than others permit maintenance of capital at less than the 8% ratio. For example, most home mortgage loans are placed in a 50% risk category and therefore require maintenance of capital equal to 4% of those loans, while commercial loans are placed in a 100% risk category and therefore require maintenance of capital equal to 8% of those loans.

Under the risk-based capital guidelines, assets reported on an institution's balance sheet and certain off-balance sheet items are assigned to

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risk categories, each of which has an assigned risk weight. Capital ratios are calculated by dividing the institution's qualifying capital by its period-end risk-weighted assets. The guidelines establish two categories of qualifying capital: Tier 1 capital (defined to include common shareholders' equity and noncumulative perpetual preferred stock) and Tier 2 capital which includes, among other items, limited life (and in the case of banks, cumulative) preferred stock, mandatory convertible securities, subordinated debt and a limited amount of reserve for credit losses. Tier 2 capital may also include up to 45% of the pretax net unrealized gains on certain available-for-sale equity securities having readily determinable fair values (i.e. the excess, if any, of fair market value over the book value or historical cost of the investment security). The federal regulatory agencies reserve the right to exclude all or a portion of the unrealized gains upon a determination that the equity securities are not prudently valued. Unrealized gains and losses on other types of assets, such as bank premises and available-for-sale debt securities, are not included in Tier 2 capital, but may be taken into account in the evaluation of overall capital adequacy and net unrealized losses on available-for-sale equity securities will continue to be deducted from Tier 1 capital as a cushion against risk. Each institution is required to maintain a minimum risk-based capital ratio (including Tier 1 and Tier 2 capital) of 8%, of which at least half must be Tier 1 capital.

A leverage capital standard was adopted as a supplement to the risk-weighted capital guidelines. Under the leverage capital standard, an institution is required to maintain a minimum ratio of Tier 1 capital to the sum of its quarterly average total assets and quarterly average reserve for loan losses, less intangible assets not included in Tier 1 capital. Period-end assets may be used in place of quarterly average total assets on a case-by-case basis. The Board of Governors and the FDIC have also adopted a minimum leverage ratio for bank holding companies as a supplement to the risk-weighted capital guidelines. The leverage ratio establishes a minimum Tier 1 ratio of 3% (Tier 1 capital to total assets) for the highest rated bank holding companies or those that have implemented the risk-based capital market risk measure. All other bank holding companies must maintain a minimum Tier 1 leverage ratio of 4% with higher leverage capital ratios required for bank holding companies that have significant financial and/or operational weakness, a high risk profile, or are undergoing or anticipating rapid growth.

At December 31, 2006, American River Bankshares and American River Bank were in compliance with the risk-weighted capital and leverage ratio guidelines.

### Prompt Corrective Action

The Board of Governors and the FDIC have adopted regulations implementing a system of prompt corrective action pursuant to Section 38 of the Federal Deposit Insurance Act and Section 131 of the FDIC Improvement Act of 1991 ("FDICIA"). The regulations establish five capital categories with the following characteristics: (1) "Well capitalized" - consisting of institutions with a total risk-based capital ratio of 10% or greater, a Tier 1 risk-based capital ratio of 6% or greater and a leverage ratio of 5% or greater, and the institution is not subject to an order, written agreement, capital directive or prompt corrective action directive; (2) "Adequately capitalized" - consisting of institutions with a total risk-based capital ratio of 8% or greater, a Tier 1 risk-based capital ratio of 4% or greater and a leverage ratio of 4% or greater,

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and the institution does not meet the definition of a "well capitalized" institution; (3) "Undercapitalized" - consisting of institutions with a total risk-based capital ratio less than 8%, a Tier 1 risk-based capital ratio of less than 4%, or a leverage ratio of less than 4%; (4) "Significantly undercapitalized" - consisting of institutions with a total risk-based capital



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ratio of less than 6%, a Tier 1 risk-based capital ratio of less than 3%, or a leverage ratio of less than 3%; (5) "Critically undercapitalized" - consisting of an institution with a ratio of tangible equity to total assets that is equal to or less than 2%.

The regulations established procedures for classification of financial institutions within the capital categories, filing and reviewing capital restoration plans required under the regulations and procedures for issuance of directives by the appropriate regulatory agency, among other matters. The regulations impose restrictions upon all institutions to refrain from certain actions which would cause an institution to be classified within any one of the three "undercapitalized" categories, such as declaration of dividends or other capital distributions or payment of management fees, if following the distribution or payment the institution would be classified within one of the "undercapitalized" categories. In addition, institutions which are classified in one of the three "undercapitalized" categories are subject to certain mandatory and discretionary supervisory actions. Mandatory supervisory actions include (1) increased monitoring and review by the appropriate federal banking agency; (2) implementation of a capital restoration plan; (3) total asset growth restrictions; and (4) limitations upon acquisitions, branch expansion, and new business activities without prior approval of the appropriate federal banking agency. Discretionary supervisory actions may include (1) requirements to augment capital; (2) restrictions upon affiliate transactions; (3) restrictions upon deposit gathering activities and interest rates paid; (4) replacement of senior executive officers and directors; (5) restrictions upon activities of the institution and its affiliates; (6) requiring divestiture or sale of the institution; and (7) any other supervisory action that the appropriate federal banking agency determines is necessary to further the purposes of the regulations. Further, the federal banking agencies may not accept a capital restoration plan without determining, among other things, that the plan is based on realistic assumptions and is likely to succeed in restoring the depository institution's capital. In addition, for a capital restoration plan to be acceptable, the depository institution's parent holding company must guarantee that the institution will comply with such capital restoration plan. The aggregate liability of the parent holding company under the guaranty is limited to the lesser of (i) an amount equal to 5 percent of the depository institution's total assets at the time it became undercapitalized, and (ii) the amount that is necessary (or would have been necessary) to bring the institution into compliance with all capital standards applicable with respect to such institution as of the time it fails to comply with the plan. If a depository institution fails to submit an acceptable plan, it is treated as if it were "significantly undercapitalized." FDICIA also restricts the solicitation and acceptance of and interest rates payable on brokered deposits by insured depository institutions that are not "well capitalized." An "undercapitalized" institution is not allowed to solicit deposits by offering rates of interest that are significantly higher than the prevailing rates of interest on insured deposits in the particular institution's normal market areas or in the market areas in which such deposits would otherwise be accepted.

Any financial institution which is classified as "critically undercapitalized" must be placed in conservatorship or receivership within 90 days of such determination unless it is also determined that some other course of action would better serve the purposes of the regulations. Critically undercapitalized institutions are also prohibited from making (but not accruing) any payment of principal or interest on subordinated debt without prior regulatory approval and regulators must prohibit a critically undercapitalized institution from taking certain other actions without prior approval, including (1) entering into any material transaction other than in the usual course of business, including investment expansion, acquisition, sale of assets or other similar actions; (2) extending credit for any highly leveraged transaction; (3) amending articles or bylaws unless required to do so to comply with any law, regulation or order; (4) making any material change in accounting methods; (5)

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engaging in certain affiliate transactions; (6) paying excessive compensation or bonuses; and (7) paying interest on new or renewed liabilities at rates which would increase the weighted average costs of funds beyond prevailing rates in the institution's normal market areas.

### Additional Regulations

Under the FDICIA, the federal financial institution agencies have adopted regulations which require institutions to establish and maintain comprehensive written real estate policies which address certain lending considerations, including loan-to-value limits, loan administrative policies, portfolio diversification standards, and documentation, approval and reporting requirements. The FDICIA further generally prohibits an insured state bank from engaging as a principal in any activity that is impermissible for a national bank, absent FDIC determination that the activity would not pose a significant

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risk to the Bank Insurance Fund, and that the bank is, and will continue to be, within applicable capital standards.

The Federal Financial Institution Examination Counsel ("FFIEC") utilizes the Uniform Financial Institutions Rating System ("UFIRS") commonly referred to as "CAMELS" to classify and evaluate the soundness of financial institutions. Bank examiners use the CAMELS measurements to evaluate capital adequacy, asset quality, management, earnings, liquidity and sensitivity to market risk. Effective January 1, 2005, bank holding companies such as the Company, were subject to evaluation and examination under a revised bank holding company rating system. The so-called BOPEC rating system implemented in 1979 was primarily focused on financial condition, consolidated capital and consolidated earnings. The new rating system reflects the change toward analysis of risk management (as reflected in bank examination under the CAMELS measurements), in addition to financial factors and the potential impact of nondepository subsidiaries upon depository institution subsidiaries.

The federal financial institution agencies have established bases for analysis and standards for assessing a financial institution's capital adequacy in conjunction with the risk-based capital guidelines including analysis of interest rate risk, concentrations of credit risk, risk posed by non-traditional activities, and factors affecting overall safety and soundness. The safety and soundness standards for insured financial institutions include analysis of (1) internal controls, information systems and internal audit systems; (2) loan documentation; (3) credit underwriting; (4) interest rate exposure; (5) asset growth; (6) compensation, fees and benefits; and (7) excessive compensation for executive officers, directors or principal shareholders which could lead to material financial loss. If an agency determines that an institution fails to meet any standard, the agency may require the financial institution to submit to the agency an acceptable plan to achieve compliance with the standard. If the agency requires submission of a compliance plan and the institution fails to timely submit an acceptable plan or to implement an accepted plan, the agency must require the institution to correct the deficiency. The agencies may elect to initiate enforcement action in certain cases rather than rely on an existing plan particularly where failure to meet one or more of the standards could threaten the safe and sound operation of the institution.

Community Reinvestment Act ("CRA") regulations evaluate banks' lending to low and moderate income individuals and businesses across a four-point scale from "outstanding" to "substantial noncompliance," and are a factor in regulatory review of applications to merge, establish new branches or form bank holding companies. In addition, any bank rated in "substantial noncompliance" with the CRA regulations may be subject to enforcement proceedings. In its most recent exam for CRA compliance, American River Bank has a rating of

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"satisfactory."

### Limitations on Dividends

The Company's ability to pay cash dividends is subject to restrictions set forth in the California General Corporation Law. Funds for payment of any cash dividends by the Company would be obtained from its investments as well as dividends and/or management fees from its subsidiaries. The payment of cash dividends and/or management fees by American River Bank is subject to restrictions set forth in the California Financial Code, as well as restrictions established by the FDIC. See Item 5. "Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities" for more information regarding cash dividends.

### Competition

#### Competitive Data

American River Bank. At June 30, 2006, based on the most recent "Data Book Summary of Deposits in FDIC Insured Commercial and Savings Banks" report at that date, the competing commercial and savings banks had 186 offices in the cities of Fair Oaks, Rancho Cordova, Roseville and Sacramento, California, where American River Bank has its 6 Sacramento area offices, 57 offices in the cities of Healdsburg, Santa Rosa and Windsor, California, where American River Bank has its 3 Sonoma County offices, and 4 offices in the cities of Jackson, Pioneer and Ione, California, where American River Bank has its 3 Amador County offices. Additionally, American River Bank competes with thrifts and, to a lesser extent, credit unions, finance companies and other financial service providers for deposit and loan customers.

Larger banks may have a competitive advantage because of higher lending limits and major advertising and marketing campaigns. They also perform services, such as trust services, international banking, discount brokerage and insurance services, which American River Bank is not authorized nor prepared to offer currently. American River Bank has made arrangements with its correspondent banks and with others to provide some of these services for its

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customers. For borrowers requiring loans in excess of American River Bank's legal lending limits, American River Bank has offered, and intends to offer in the future, such loans on a participating basis with its correspondent banks and with other community banks, retaining the portion of such loans which is within its lending limits. As of December 31, 2006, American River Bank's aggregate legal lending limits to a single borrower and such borrower's related parties were \$10,383,000 on an unsecured basis and \$17,304,000 on a fully secured basis based on capital and allowable reserves of \$69,217,000.

American River Bank's business is concentrated in its service area, which primarily encompasses Sacramento County, South Western Placer County, Sonoma County, and Amador County. The economy of American River Bank's service area is dependent upon government, manufacturing, tourism, retail sales, agriculture, population growth and smaller service oriented businesses.

Based upon the most recent "Data Book Summary of Deposits in FDIC Insured Commercial and Savings Banks" report dated June 30, 2006, there were 224 operating commercial and savings bank offices in Sacramento County with total deposits of \$18,751,179,000. This was an increase of \$165,093,000 over the June 30, 2005 balances. American River Bank held a total of \$228,640,000 in deposits, representing approximately 1.2% of total commercial and savings banks deposits in Sacramento County as of June 30, 2006.

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Based upon the most recent "Data Book Summary of Deposits in FDIC Insured Commercial and Savings Banks" report dated June 30, 2006, there were 108 operating commercial and savings bank offices in Placer County with total deposits of \$5,361,630,000. This was an increase of \$248,479,000 over the June 30, 2005 balances. American River Bank held a total of \$74,919,000 in deposits, representing approximately 1.4% of total commercial and savings banks deposits in Placer County as of June 30, 2006.

Based upon the most recent "Data Book Summary of Deposits in FDIC Insured Commercial and Savings Banks" report dated June 30, 2006, there were 125 operating commercial and savings bank offices in Sonoma County with total deposits of \$9,019,195,000. This was an increase of \$229,462,000 over the June 30, 2005 balances. American River Bank held a total of \$68,189,000 in deposits, representing approximately 0.8% of total commercial and savings banks deposits in Sonoma County as of June 30, 2006.

Based upon the most recent "Data Book Summary of Deposits in FDIC Insured Commercial and Savings Banks" report dated June 30, 2006, there were 13 operating commercial and savings bank offices in Amador County with total deposits of \$630,527,000. This was an increase of \$2,768,000 over the June 30, 2005 balances. American River Bank held a total of \$109,459,000 in deposits, representing approximately 17.4% of total commercial and savings banks deposits in Amador County as of June 30, 2006.

In 1996, pursuant to Congressional mandate, the FDIC reduced bank deposit insurance assessment rates to a range from \$0 to \$0.27 per \$100 of deposits, dependent upon a bank's risk. In 2005, Congress adopted the Federal Deposit Insurance Reform Act of 2005 (the "Reform Act"), which had the effect of merging the Bank Insurance Fund and the Savings Association Insurance Fund into a new Deposit Insurance Fund ("DIF"). The FDIC released final regulations under the Reform Act on November 2, 2006 that established a revised risk-based deposit insurance assessment rate system for members of the DIF to insure, among other matters, that there will be sufficient assessment income for repayment of DIF obligations and to further refine the differentiation of risk profiles among institutions as a basis for assessments. Under the new assessment rate system, the FDIC set the assessment rates that will be effective January 1, 2007 for most institutions from \$0.05 to \$0.07 per \$100 of insured deposits and established a Designated Reserve Ratio ("DRR") for the DIF during 2007 of 1.25% of insured deposits.

The new assessment rate system consolidates the nine categories of the prior assessment system into four categories (Risk Categories I, II, III and IV) and three Supervisory Groups (A, B and C) based upon institution's capital levels and supervisory ratings. Risk Category I includes all well capitalized institutions with the highest supervisory ratings. Risk Category II includes adequately capitalized institutions that are assigned to Supervisory Groups A and B. Risk Category III includes all undercapitalized institutions that are assigned to Supervisory Groups A and B and institutions assigned to Supervisory Group C that are not undercapitalized but have a low supervisory rating. Risk Category IV includes all undercapitalized institutions that are assigned to Supervisory Group C. At June 30, 2006, Risk Category I would have included approximately 95% of all insured institutions.

Based upon the current risk-based assessment rate schedule, American River Bank's current capital ratios and levels of deposits, American River Bank does not anticipate a significant increase in operating expenses due to changes in the assessment rate applicable to it during 2007 from that in 2006.

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In order to compete with the major financial institutions in their primary service areas, American River Bank uses to the fullest extent possible the flexibility which is accorded by their community banks status. This includes an emphasis on specialized services, local promotional activity, and personal contacts by their respective officers, directors and employees. They also seek to provide special services and programs for individuals in their primary service area who are employed in the agricultural, professional and business fields, such as loans for equipment, furniture, tools of the trade or expansion of practices or businesses. In the event there are customers whose loan demands exceed their respective lending limits, they seek to arrange for such loans on a participation basis with other financial institutions. They also assist those customers requiring services not offered by either bank to obtain such services from correspondent banks.

Commercial banks compete with savings and loan associations, credit unions, other financial institutions and other entities for funds. For instance, yields on corporate and government debt securities and other commercial paper affect the ability of commercial banks to attract and hold deposits. Commercial banks also compete for loans with savings and loan associations, credit unions, consumer finance companies, mortgage companies and other lending institutions.

Banking is a business that depends on interest rate differentials. In general, the difference between the interest rate paid by a bank to obtain their deposits and other borrowings and the interest rate received by a bank on loans extended to customers and on securities held in a bank's portfolio comprise the major portion of a bank's revenues.

The interest rate differentials of a bank, and therefore their revenues, are affected not only by general economic conditions, both domestic and foreign, but also by the monetary and fiscal policies of the United States as set by statutes and as implemented by federal agencies, particularly the Federal Reserve Board. The Federal Reserve Board can and does implement national monetary policy, such as seeking to curb inflation and combat recession, by its open market operations in United States government securities, adjustments in the amount of interest free reserves that banks and other financial institutions are required to maintain, and adjustments to the discount rates applicable to borrowing by banks from the Federal Reserve Board. These activities influence the growth of bank loans, investments and deposits and also affect interest rates charged on loans and paid on deposits. The nature and timing of any future changes in monetary policies and their impact on American River Bank is not predictable.

### Impact of Legislative and Regulatory Proposals

Since 1996, California law implementing certain provisions of prior federal law has (1) permitted interstate merger transactions; (2) prohibited interstate branching through the acquisition of a branch business unit located in California without acquisition of the whole business unit of the California bank; and (3) prohibited interstate branching through de novo establishment of California branch offices. Initial entry into California by an out-of-state institution must be accomplished by acquisition of or merger with an existing whole bank which has been in existence for at least five years.

The federal financial institution agencies, especially the Board of Governors, have taken steps to increase the types of activities in which bank holding companies can engage, and to make it easier to engage in such activities.

In 1999, the Gramm-Leach-Bliley Act (the "GLB Act") was signed into law. The GLB Act eliminates most of the remaining depression-era "firewalls" between banks, securities firms and insurance companies which was established by The Banking Act of 1933, also known as the Glass-Steagall Act

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("Glass-Steagall"). Glass-Steagall sought to insulate banks as depository institutions from the perceived risks of securities dealing and underwriting, and related activities. The GLB Act repealed Section 20 of Glass-Steagall which prohibited banks from affiliating with securities firms. Bank holding companies that can qualify as "financial holding companies" can now acquire securities firms or create them as subsidiaries, and securities firms can now acquire banks or start banking activities through a financial holding company. The GLB Act includes provisions which permit national banks to conduct financial activities through a subsidiary that are permissible for a national bank to engage in directly, as well as certain activities authorized by statute, or that are financial in nature or incidental to financial activities to the same extent as permitted to a "financial holding company" or its affiliates. This liberalization of United States banking and financial services regulation applies both to domestic institutions and foreign institutions conducting business in the United States. Consequently, the common ownership of banks, securities firms and insurance firms is now possible, as is the conduct of commercial banking, merchant banking, investment management, securities

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underwriting and insurance within a single financial institution using a "financial holding company" structure authorized by the GLB Act.

Prior to the GLB Act, significant restrictions existed on the affiliation of banks with securities firms and on the direct conduct by banks of securities dealing and underwriting and related securities activities. Banks were also (with minor exceptions) prohibited from engaging in insurance activities or affiliating with insurers. The GLB Act removed these restrictions and substantially eliminated the prohibitions under the Bank Holding Company Act on affiliations between banks and insurance companies. Bank holding companies which qualify as financial holding companies can now insure, guarantee, or indemnify against loss, harm, damage, illness, disability, or death; issue annuities; and act as a principal, agent, or broker regarding such insurance services.

In order for a commercial bank to affiliate with a securities firm or an insurance company pursuant to the GLB Act, its bank holding company must qualify as a financial holding company. A bank holding company will qualify if (i) its banking subsidiaries are "well capitalized" and "well managed" and (ii) it files with the Board of Governors a certification to such effect and a declaration that it elects to become a financial holding company. The amendment of the Bank Holding Company Act now permits financial holding companies to engage in activities, and acquire companies engaged in activities, that are financial in nature or incidental to such financial activities. Financial holding companies are also permitted to engage in activities that are complementary to financial activities if the Board of Governors determines that the activity does not pose a substantial risk to the safety or soundness of depository institutions or the financial system in general. These standards expand upon the list of activities "closely related to banking" which have to date defined the permissible activities of bank holding companies under the Bank Holding Company Act.

One further effect of the GLB Act is to require that federal financial institution and securities regulatory agencies prescribe regulations to implement the policy that financial institutions must respect the privacy of their customers and protect the security and confidentiality of customers' non-public personal information. These regulations require, in general, that financial institutions (1) may not disclose non-public personal information of customers to non-affiliated third parties without notice to their customers, who must have the opportunity to direct that such information not be disclosed; (2) may not disclose customer account numbers except to consumer reporting agencies; and (3) must give prior disclosure of their privacy policies before establishing

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new customer relationships.

Neither American River Bankshares or American River Bank have determined whether or when they may seek to acquire and exercise powers or activities under the GLB Act, and the extent to which competition will change among financial institutions affected by the GLB Act has not yet become clear.

On October 26, 2001, President Bush signed the USA Patriot Act (the "Patriot Act"), which includes provisions pertaining to domestic security, surveillance procedures, border protection, and terrorism laws to be administered by the Secretary of the Treasury. Title III of the Patriot Act entitled, "International Money Laundering Abatement and Anti-Terrorist Financing Act of 2001" includes amendments to the Bank Secrecy Act which expand the responsibilities of financial institutions in regard to anti-money laundering activities with particular emphasis upon international money laundering and terrorism financing activities through designated correspondent and private banking accounts.

Effective December 25, 2001, Section 313(a) of the Patriot Act prohibits any insured financial institution such as American River Bank, from providing correspondent accounts to foreign banks which do not have a physical presence in any country (designated as "shell banks"), subject to certain exceptions for regulated affiliates of foreign banks. Section 313(a) also requires financial institutions to take reasonable steps to ensure that foreign bank correspondent accounts are not being used to indirectly provide banking services to foreign shell banks, and Section 319(b) requires financial institutions to maintain records of the owners and agent for service of process of any such foreign banks with whom correspondent accounts have been established.

Effective July 23, 2002, Section 312 of the Patriot Act created a requirement for special due diligence for correspondent accounts and private banking accounts. Under Section 312, each financial institution that establishes, maintains, administers, or manages a private banking account or a correspondent account in the United States for a non-United States person, including a foreign individual visiting the United States, or a representative of a non-United States person shall establish appropriate, specific, and, where necessary, enhanced, due diligence policies, procedures, and controls that are reasonably designed to detect and record instances of money laundering through those accounts.

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The Patriot Act contains various provisions in addition to Sections 313(a) and 312 that affect the operations of financial institutions by encouraging cooperation among financial institutions, regulatory authorities and law enforcement authorities with respect to individuals, entities and organizations engaged in, or reasonably suspected of engaging in, terrorist acts or money laundering activities. The Company and American River Bank are not currently aware of any account relationships between American River Bank and any foreign bank or other person or entity as described above under Sections 313(a) or 312 of the Patriot Act.

Certain surveillance provisions of the Patriot Act were scheduled to expire on December 31, 2005, and actions to restrict the use of the Patriot Act surveillance provisions were filed by the ACLU and other organizations. On March 2, 2006, after temporary extensions of the Patriot Act, Congress passed the "USA Patriot Act Improvement and Reauthorization Act of 2005," which reauthorized all expiring provisions of the Patriot Act by making permanent 14 of the 16 provisions and imposed a four-year expiration date in 2009 on the other two provisions related to "roving surveillance" and production of business records.

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The effects which the Patriot Act and any additional legislation enacted by Congress may have upon financial institutions is uncertain; however, such legislation could increase compliance costs and thereby potentially may have an adverse effect upon the Company's results of operations.

On July 30, 2002, President George W. Bush signed into law the Sarbanes-Oxley Act of 2002 (the "Act") which responds to recent issues in corporate governance and accountability. Among other matters, key provisions of the Act and rules promulgated by the SEC pursuant to the Act include the following:

- o Expanded oversight of the accounting profession by creating a new independent public company oversight board to be monitored by the SEC.
- o Revised rules on auditor independence to restrict the nature of non-audit services provided to audit clients and to require such services to be pre-approved by the audit committee.
- o Improved corporate responsibility through mandatory listing standards relating to audit committees, certifications of periodic reports by the CEO and CFO and making issuer interference with an audit a crime.
- o Enhanced financial disclosures, including periodic reviews for largest issuers and real time disclosure of material company information.
- o Enhanced criminal penalties for a broad array of white collar crimes and increases in the statute of limitations for securities fraud lawsuits.
- o Disclosure of whether a company has adopted a code of ethics that applies to the company's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, and disclosure of any amendments or waivers to such code of ethics.
- o Disclosure of whether a company's audit committee of its board of directors has a member of the audit committee who qualifies as an "audit committee financial expert."
- o A prohibition on insider trading during pension plan black-out periods.
- o Disclosure of off-balance sheet transactions.
- o A prohibition on personal loans to directors and officers.
- o Conditions on the use of non-GAAP (generally accepted accounting principles) financial measures.
- o Standards on professional conduct for attorneys requiring attorneys having an attorney-client relationship with a company, among other matters, to report "up the ladder" to the audit committee, another board committee or the entire board of directors certain material violations.
- o Expedited filing requirements for Form 4 reports of changes in beneficial ownership of securities reducing the filing deadline to within 2 business days of the date a transaction triggers an obligation to report.
- o Accelerated filing requirements for Forms 10-K and 10-Q by public companies which qualify as "accelerated filers" to a phased-in reduction of the filing deadline for Form 10-K reports and Form 10-Q reports.
- o Disclosure concerning website access to reports on Forms 10-K, 10-Q and 8-K, and any amendments to those reports, by "accelerated filers" as soon as reasonably practicable after such reports and material are filed with or furnished to the Securities and Exchange Commission.
- o Rules requiring national securities exchanges and national securities associations to prohibit the listing of any



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security whose issuer does not meet audit committee standards established pursuant to the Act.

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The Company's securities are listed on the Nasdaq Global Select Market. Consequently, in addition to the rules promulgated by the Securities and Exchange Commission pursuant to the Act, the Company must also comply with the listing standards applicable to Nasdaq listed companies. The Nasdaq listing standards applicable to the Company include standards related to (i) director independence, (ii) executive session meetings of the board, (iii) requirements for audit, nominating and compensation committee charters, membership qualifications and procedures, (iv) shareholder approval of equity compensation arrangements, and (v) code of conduct requirements that comply with the code of ethics under the Act.

The effect of the Act upon the Company is uncertain; however, the Company has incurred and it is anticipated that it will continue to incur increased costs to comply with the Act and the rules and regulations promulgated pursuant to the Act by the Securities and Exchange Commission, Nasdaq and other regulatory agencies having jurisdiction over the Company or the issuance and listing of its securities. The Company does not currently anticipate, however, that compliance with the Act and such rules and regulations will have a material adverse effect upon its financial position or results of its operations or its cash flows.

Effective January 1, 2003, the California Corporate Disclosure Act (the "CCD Act") required publicly traded corporations incorporated or qualified to do business in California to disclose information about their past history, auditors, directors and officers. Effective September 28, 2004, the CCD Act, as currently in effect and codified at California Corporations Code Section 1502.1, requires the Company to file with the California Secretary of State and disclose within 150 days after the end of its fiscal year certain information including the following:

- o The name of the a company's independent auditor and a description of services, if any, performed for a company during the previous two fiscal years and the period from the end of the most recent fiscal year to the date of filing;
- o The annual compensation paid to each director and the five most highly compensated non-director executive officers (including the CEO) during the most recent fiscal year, including all plan and non-plan compensation for all services rendered to a company as specified in Item 402 of Regulation S-K such as grants, awards or issuance of stock, stock options and similar equity-based compensation;
- o A description of any loans made to a director at a "preferential" loan rate during the company's two most recent fiscal years, including the amount and terms of the loans;
- o Whether any bankruptcy was filed by a company or any of its directors or executive officers within the previous 10 years;
- o Whether any director or executive officer of a company has been convicted of fraud during the previous 10 years; and
- o A description of any material pending legal proceedings other than ordinary routine litigation as specified in Item 103 of Regulation S-K and a description of such litigation where the company was found legally liable by a final judgment or order.

The Company does not currently anticipate that compliance with the CCD Act will have a material adverse effect upon its financial position or results of its operations or its cash flows.

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The Check Clearing for the 21st Century Act (commonly referred to as "Check 21") was signed into law in 2003 and became effective on October 28, 2004. The law facilitates check truncation by creating a new negotiable instrument called a "substitute check" which permits banks to truncate original checks, to process check information electronically and to deliver "substitute checks" to banks that want to continue receiving paper checks. Check 21 is intended to reduce the dependence of the check payment system on physical transportation networks (which can be disrupted by terrorist attacks of the type which occurred on September 11, 2001) and to streamline the collection and return process. The law does not require banks to accept checks in electronic form nor does it require banks to use the new authority granted by the Act to create "substitute checks." The Company does not currently anticipate that compliance with the Act will have a material effect upon its financial position or results of its operations or its cash flows.

In addition to legislative changes, the various Federal and state financial institution regulatory agencies frequently propose rules and regulations to implement and enforce already existing legislation. It cannot be predicted whether or in what form any such rules or regulations will be enacted or the effect that such regulations may have on American River Bankshares or American River Bank.

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### Item 1A. Risk Factors.

The Company and its subsidiary, American River Bank, conduct business in an environment that includes certain risks described below which could have a material adverse effect on the Company's business, results of operations, financial condition, future prospects and stock price. You are also referred to the matters described under the heading "Cautionary Statements Regarding Forward-Looking Statements," in Part I, Item 1 and Part II, Item 7 of this report on Form 10-K for additional information regarding factors that may affect the Company's business.

- o American River Bankshares' business is subject to interest rate risk, and variations in interest rates may negatively affect its financial performance.

Changes in the interest rate environment may reduce the Company's net interest income. It is expected that the Company will continue to realize income from the differential or "spread" between the interest earned on loans, securities and other interest-earning assets, and interest paid on deposits, borrowings and other interest-bearing liabilities. Net interest spreads are affected by the difference between the maturities and repricing characteristics of interest-earning assets and interest-bearing liabilities. In addition, loan volume and yields are affected by market interest rates on loans, and rising interest rates generally are associated with a lower volume of loan originations. We cannot assure you that we can minimize the Company's interest rate risk. In addition, an increase in the general level of interest rates may adversely affect the ability of certain borrowers to pay the interest on and principal of their obligations. Accordingly, changes in levels of market interest rates could materially and adversely affect the Company's net interest spread, asset quality, loan origination volume and overall profitability.

- o American River Bankshares' subsidiary, American River Bank, faces strong competition from financial service companies and other companies that offer banking services, which can hurt American River Bankshares' business.

The Company's subsidiary, American River Bank, conducts banking operations principally in Northern California. Increased competition in American

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River Bank's market may result in reduced loans and deposits. Ultimately, it may not be able to compete successfully against current and future competitors. Many competitors offer the banking services that are offered by American River Bank in its service area. These competitors include national and super-regional banks, finance companies, investment banking and brokerage firms, credit unions, government-assisted farm credit programs, other community banks and technology-oriented financial institutions offering online services. In particular, American River Bank's competitors include several major financial companies whose greater resources may afford them a marketplace advantage by enabling them to maintain numerous banking locations and mount extensive promotional and advertising campaigns. Additionally, banks and other financial institutions with larger capitalization and financial intermediaries not subject to bank regulatory restrictions have larger lending limits and are thereby able to serve the credit needs of larger customers. Areas of competition include interest rates for loans and deposits, efforts to obtain deposits, and range and quality of products and services provided, including new technology-driven products and services. Technological innovation continues to contribute to greater competition in domestic and international financial services markets as technological advances, such as Internet-based banking services that cross traditional geographic bounds, enable more companies to provide financial services. If American River Bank is unable to attract and retain banking customers, it may be unable to continue its loan growth and level of deposits, which may adversely affect its and the Company's results of operations, financial condition and future prospects.

- o Changes in economic conditions could result in an economic downturn in Northern California which could adversely affect American River Bankshares' business.

The Company's business is directly affected by factors such as economic, political and market conditions, broad trends in industry and finance, legislative and regulatory changes, changes in government monetary and fiscal policies and inflation, all of which are beyond the Company's control. A deterioration in economic conditions locally, regionally or nationally including as the result of terrorist activities within and outside California could result in an economic downturn in Northern California and trigger the following consequences, any of which could adversely affect the Company's business:

- o loan delinquencies and defaults may increase;

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- o problem assets and foreclosures may increase;
  - o demand for the Company's products and services may decline;
  - o low cost or non-interest bearing deposits may decrease; and
  - o collateral for loans may decline in value, in turn reducing customers' borrowing power, and reducing the value of assets and collateral as sources of repayment of existing loans.
- o American River Bankshares has a concentration risk in real estate related loans.

At December 31, 2006, approximately 71.4% of the Company's loan and lease portfolio consisted of real estate related loans. Substantially all of the Company's real property collateral is located in its operating markets in Northern California. A substantial decline in real estate values in the Company's primary market areas could occur as a result of an economic downturn, or other events including natural disasters such as earthquakes, fires, and floods. Such a decline in values could have an adverse impact on the Company by limiting repayment of defaulted loans through sale of the real estate collateral and by likely increasing the number of defaulted loans to the extent that the financial condition of its borrowers is adversely affected by such a decline in

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values. Those events could necessitate a significant increase in the provision for loan and lease losses which could adversely affect the Company's results of operations, financial condition, and future prospects.

- o American River Bankshares is subject to extensive regulation, which could adversely affect its business.

The Company's operations are subject to extensive regulation by state and local governmental authorities and are subject to various laws and judicial and administrative decisions imposing requirements and restrictions on part or all of its operations. The Company believes that it is in substantial compliance in all material respects with laws, rules and regulations applicable to the conduct of its business. Because the Company's business is highly regulated, the laws, rules and regulations applicable to it are subject to regular modification and change. There can be no assurance that these laws, rules and regulations, or any other laws, rules or regulations, will not be adopted in the future, which could make compliance much more difficult or expensive, restrict the Company's ability to originate, broker or sell loans, further limit or restrict the amount of commissions, interest or other charges earned on loans originated or sold by the Company, or otherwise adversely affect the Company's results of operations, financial condition, or future prospects.

- o American River Bank's allowance for loan and lease losses may not be adequate to cover actual losses.

Like all financial institutions, American River Bank maintains an allowance for loan and lease losses to provide for loan defaults and non-performance, but its allowance for loan and lease losses may not be adequate to cover actual loan and lease losses. In addition, future provisions for loan and lease losses could materially and adversely affect American River Bank's and therefore the Company's operating results. American River Bank's allowance for loan and lease losses is based on prior experience, as well as an evaluation of the risks in the current portfolio. The amount of future losses is susceptible to changes in economic, operating and other conditions, including changes in interest rates that may be beyond American River Bank's control, and these losses may exceed current estimates. Federal regulatory agencies, as an integral part of their examination process, review American River Bank's loans and leases and allowance for loan and lease losses. Although we believe that American River Bank's allowance for loan and lease losses is adequate to cover current losses, we cannot assure you that it will not further increase the allowance for loan and lease losses or that regulators will not require it to increase this allowance. Either of these occurrences could materially and adversely affect the Company's earnings.

- o American River Bankshares' and American River Bank's operations are dependent upon key personnel.

The future prospects of the Company will be highly dependent on its directors, executive officers and other key personnel. The success of the Company will, to some extent, depend on the continued service of its directors and continued employment of the executive officers, in addition to the Company's ability to attract and retain experienced banking professionals to serve the Company and the Bank in other key positions. The unexpected loss of the services of any of these individuals could have a detrimental effect on the Company and American River Bank.

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- o Technology implementation problems or computer system failures could adversely affect American River Bankshares and American River Bank.

The Company's future prospects will be highly dependent on the ability

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of American River Bank to implement changes in technology that affect the delivery of banking services such as the increased demand for computer access to bank accounts and the availability to perform banking transactions electronically. The Bank's ability to compete will depend upon its ability to continue to adapt technology on a timely and cost-effective basis to meet such demands. In addition, the business and operations of the Company and the Bank will be susceptible to adverse effects from computer failures, communication and energy disruption, and the activities of unethical individuals with the technological ability to cause disruptions or failures of the Bank's data processing system.

- o Information security breach or other technology difficulties could adversely affect American River Bankshares and American River Bank.

The Company and the Bank cannot be certain that implementation of safeguards will eliminate the risk of vulnerability to technological difficulties or failures or ensure the absence of a breach of information security. The Bank will rely on the services of various vendors who provide data processing and communication services to the banking industry. Nonetheless, if information security is compromised or other technology difficulties or failures occur, information may be lost or misappropriated, services and operations may be interrupted and the Company and Bank could be exposed to claims from its customers as a result. The occurrence of any of these events could adversely affect the Company's results of operations, financial condition, prospects, and stock price.

### Item 1B. Unresolved Staff Comments.

None.

### Item 2. Properties.

The Company and American River Bank lease ten and own two of their respective premises. The Company's headquarters is located at 3100 Zinfandel Drive, Suite 450, Rancho Cordova, California. The office space is located in a six-story office building. The location also houses a convenience office of American River Bank that performs limited branch related transactions and business development. The lease term is ninety-one (91) months and expires on May 6, 2013. The premises consist of 7,378 square feet on the fourth floor of the building. The space is leased from PGOCC, LLC.

American River Bank's main office is located at 1545 River Park Drive, Suite 107, Sacramento, California, in a modern, five-story building which has offstreet parking for its clients. American River Bank leases premises in the building from EOP-Point West, LLC. The lease term is ten (10) years and expires on March 31, 2010. The premises consist of 9,498 square feet on the ground floor.

American River Bank leases premises at 9750 Business Park Drive, Sacramento, California. The premises are leased from Bradshaw Plaza Group, which is owned in part by Charles D. Fite, a director of the Company. The lease term is ten (10) years and expires on November 30, 2016. The premises consist of 3,711 square feet on the ground floor.

American River Bank leases premises at 10123 Fair Oaks Boulevard, Fair Oaks, California. The premises are leased from Marjorie Taylor, a former director of the Company. The lease term is twelve (12) years and expires on March 1, 2009. The premises consist of 2,380 square feet on the ground floor.

American River Bank leases premises at 2240 Douglas Boulevard, Roseville, California. The premises are leased from Twin Tree Land Company. The lease term is ten (10) years and expires on November 30, 2016. The premises

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consist of 3,790 square feet on the ground floor.

American River Bank leases premises at 520 Capitol Mall, Sacramento, California. The premises are leased from 520 Capitol Mall, Inc. The lease term is ten (10) years and expires on June 1, 2014. The premises consist of 4,010 square feet on the ground floor.

North Coast Bank, a division of American River Bank, leases premises at 8733 Lakewood Drive, Windsor, California. The premises are leased from R. and R. Partners. The lease term is two (2) years and expires on December 31, 2008. The premises consist of 2,200 square feet on the ground floor.

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North Coast Bank, a division of American River Bank, owns premises at 412 Center Street, Healdsburg, California. The premises were purchased June 1, 1993. The purchase price for the land and building was \$343,849. The building consists of 2,620 square feet. The land consists of 10,835 square feet.

North Coast Bank, a division of American River Bank, leases premises at 50 Santa Rosa Avenue, Santa Rosa, California. The premises are leased from HSG Trust. The lease term is ten (10) years and expires on January 31, 2009. The premises consist of 7,072 square feet on the ground floor.

Bank of Amador, a division of American River Bank, leases premises at 422 Sutter Street, Jackson, California. The premises are leased from the United States Postal Service. The lease term is five (5) years and expires on May 31, 2011. The premises consist of 6,400 square feet on the ground floor and second floor.

Bank of Amador, a division of American River Bank, leases land at 26675 Tiger Creek Road, Pioneer, California. The Company owns the 2,460 square foot modular building and leases the land upon which the building is situated from Soaring Eagle Inc. The land lease term is five (5) years and expires on May 31, 2007.

Bank of Amador, a division of American River Bank, owns premises at 66 Main Street, Ione, California. The premises were purchased April 1, 1995. The purchase price for the land and building was \$167,500. The building consists of 2,576 square feet. The land consists of 9,700 square feet.

Bank of Amador, a division of American River Bank, leases the parking lot at 276 North Main Street, Jackson, California. The parking lot is leased from Wilhelmina Petkovich. The lease term is three (3) years and expires on December 31, 2007.

The leases on the premises located at 1545 River Park Drive, 9750 Business Park Drive, 50 Santa Rosa Avenue, and 3100 Zinfandel Drive, contain options to extend for five years.

Included in the above are two facilities leased from current or former directors of the Company at terms and conditions which management believes are consistent with the commercial lease market.

The foregoing summary descriptions of leased premises are qualified in their entirety by reference to the lease agreements listed as exhibits in Part IV, Item 15 of this Form 10-K report.

Item 3. Legal Proceedings.

There are no material legal proceedings adverse to the Company and its subsidiaries to which any director, officer, affiliate of the Company, or 5%

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shareholder of the Company or its subsidiaries, or any associate of any such director, officer, affiliate or 5% shareholder of the Company or its subsidiaries are a party, and none of the above persons has a material interest adverse to the Company or its subsidiaries.

From time to time, the Company and/or its subsidiaries is a party to claims and legal proceedings arising in the ordinary course of business. The Company's management is not aware of any material pending legal proceedings to which either it or its subsidiaries may be a party or has recently been a party, which will have a material adverse effect on the financial condition or results of operations of the Company or its subsidiaries, taken as a whole.

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### Item 4. Submission of Matters to a Vote of Security Holders.

There were no matters submitted to a vote of the shareholders during the fourth quarter of 2006.

## PART II

### Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

#### Market Information

The Company's common stock began trading on the NASDAQ National Stock Market ("Nasdaq") under the symbol "AMRB" on October 26, 2000. Effective July 3, 2006 the Company's common stock became listed and traded on the Nasdaq Global Select Market. The following table shows the high and the low prices for the common stock, for each quarter, as reported by Nasdaq. The prices have been adjusted to reflect 5% stock dividends declared in 2006 and in 2005.

2006	High	Low
First quarter	\$ 27.62	\$ 20.24
Second quarter	27.62	24.53
Third quarter	25.90	23.05
Fourth quarter	25.47	23.01
2005	High	Low
First quarter	\$ 21.31	\$ 18.90
Second quarter	21.54	18.82
Third quarter	22.00	18.96
Fourth quarter	21.80	20.05

The closing price for the Company's common stock on March 6, 2007 was \$24.99.

#### Holdings

As of March 1, 2007, there were approximately 2,963 shareholders of record of the Company's common stock.

#### Dividends

The Company has paid quarterly cash dividends on its common stock since

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the first quarter of 2004; prior to that, the Company paid cash dividends twice a year since 1992. It is currently the intention of the Board of Directors of the Company to continue payment of cash dividends on a quarterly basis. In 2006 and 2005, the Company declared cash dividends in the amount of \$.58 and \$.51, respectively, per common share. The amounts have been adjusted to reflect 5% stock dividends declared in 2006 and in 2005. There is no assurance, however, that any dividends will be paid in the future since they are subject to regulatory restrictions, and dependent upon earnings, financial condition and capital requirements of the Company and its subsidiaries.

The California General Corporation Law (the "Corporation Law") provides that a corporation may make a distribution to its shareholders if the corporation's retained earnings equal at least the amount of the proposed distribution. The Corporation Law further provides that, in the event that sufficient retained earnings are not available for the proposed distribution, a corporation may nevertheless make a distribution to its shareholders if it meets two conditions, which generally stated are as follows: (1) the corporation's assets equal at least 1-1/4 times its liabilities; and (2) the corporation's current assets equal at least its current liabilities or, if the average of the corporation's earnings before taxes on income and before interest expenses for the two preceding fiscal years was less than the average of the corporation's interest expenses for such fiscal years, then the corporation's current assets must equal at least 1-1/4 times its current liabilities.

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The Board of Governors generally prohibits a bank holding company from declaring or paying a cash dividend which would impose undue pressure on the capital of subsidiary banks or would be funded only through borrowing or other arrangements that might adversely affect a bank holding company's financial position. The Board of Governors' policy is that a bank holding company should not continue its existing rate of cash dividends on its common stock unless its net income is sufficient to fully fund each dividend and its prospective rate of earnings retention appears consistent with its capital needs, asset quality and overall financial condition.

The payment of cash dividends by American River Bank is subject to restrictions set forth in the California Financial Code (the "Financial Code"). The Financial Code provides that a bank may not make a cash distribution to its shareholders in excess of the lesser of (a) the bank's retained earnings; or (b) the bank's net income for its last three fiscal years, less the amount of any distributions made by the bank or by any majority-owned subsidiary of the bank to the shareholders of the bank during such period. However, a bank may, with the approval of the Commissioner, make a distribution to its shareholders in an amount not exceeding the greater of (a) its retained earnings; (b) its net income for its last fiscal year; or (c) its net income for its current fiscal year. In the event that the Commissioner determines that the shareholders' equity of a bank is inadequate or that the making of a distribution by the bank would be unsafe or unsound, the Commissioner may order the bank to refrain from making a proposed distribution.

The FDIC may also restrict the payment of dividends by a subsidiary bank if such payment would be deemed unsafe or unsound or if after the payment of such dividends, the bank would be included in one of the "undercapitalized" categories for capital adequacy purposes pursuant to the Federal Deposit Insurance Corporation Improvement Act of 1991.

As of December 31, 2006, American River Bank had \$200,000 in retained earnings available for dividend payments to the Company, which in turn could be paid out to shareholders of the Company.

Stock Repurchases



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On September 20, 2001, the Board of Directors of the Company authorized a stock repurchase program which calls for the repurchase of up to five percent (5%) annually of the Company's outstanding shares of common stock. Each year the Company may repurchase up to 5% of the shares outstanding (adjusted for stock splits or stock dividends). The 24,087 shares reported in the table as shares that may be repurchased under the plan represent shares eligible for the calendar year 2006. The repurchases are to be made from time to time in the open market as conditions allow and will be structured to comply with Commission Rule 10b-18. Management reports monthly to the Board of Directors on the status of the repurchase program. The Board of Directors has reserved the right to suspend, terminate, modify or cancel this repurchase program at any time for any reason. The following table lists shares repurchased during the quarter ended December 31, 2006 and the maximum amount available to repurchase under the repurchase plan.

Period	(a) Total Number of Shares (or Units) Purchased	(b) Average Price Paid Per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Max D Pu
Month #1 October 1 through October 31, 2006	--	\$ --	--	
Month #2 November 1 through November 30, 2006	26,500	\$ 25.53	26,500	
Month #3 December 1 through December 31, 2006	2,000	\$ 25.48	2,000	
Total	28,500	\$ 25.53	28,500	

During 2006, the Company repurchased 271,573 shares; in 2005, the Company repurchased 84,341 shares; in 2004, the Company repurchased 10,766 shares; in 2003, the Company repurchased 1,737 shares and in 2002, the Company repurchased 75,961 shares under the repurchase plan.

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### Item 6. Selected Financial Data.

FINANCIAL SUMMARY-The following table presents certain consolidated financial information concerning the business of the Company and its subsidiaries. This information should be read in conjunction with the Consolidated Financial Statements, the notes thereto, and Management's Discussion and Analysis included in this report. All per share data has been retroactively restated to reflect stock dividends and stock splits. In December 2004, the Company completed a merger with Bank of Amador. The merger transaction was accounted for using the purchase method of accounting and accordingly the results of their operations are included in the table below.

As of and for the Years Ended December 31,  
(In thousands, except per share amounts and

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ratios)

	2006	2005	2004	2003
<b>STATEMENT OF OPERATIONS DATA</b>				
Net interest income	\$ 27,066	\$ 26,462	\$ 19,418	\$ 16,866
Provision for loan and lease losses	320	322	895	94
Other income	2,443	2,329	2,395	2,255
Other expenses	14,388	13,493	11,713	10,377
Income before income taxes	14,801	14,976	9,205	7,800
Income taxes	5,739	5,792	3,378	3,066
Net income	\$ 9,062	\$ 9,184	\$ 5,827	\$ 4,734
Earnings per share - basic	\$ 1.56	\$ 1.56	\$ 1.18	\$ 1.00
Earnings per share - diluted	1.53	1.53	1.13	0.99
Cash dividends per share	0.58	0.51	0.40	0.20
Book value per share	11.02	10.66	10.07	7.50
Tangible book value per share	7.87	7.60	6.94	7.50
<b>BALANCE SHEET DATA:</b>				
<b>Balance sheet totals-end of period:</b>				
Assets	\$ 604,003	\$ 612,763	\$ 586,666	\$ 397,399
Loans and leases, net	382,993	365,571	352,467	262,466
Deposits	493,875	500,706	475,387	322,500
Shareholders' equity	62,371	62,746	58,990	35,455
<b>Average balance sheet amounts:</b>				
Assets	\$ 603,040	\$ 596,670	\$ 439,012	\$ 363,177
Loans and leases	381,465	360,319	277,647	248,344
Earning assets	544,794	537,031	400,265	333,800
Deposits	488,026	494,905	357,420	279,888
Shareholders' equity	62,570	60,641	39,163	33,466
<b>SELECTED RATIOS:</b>				
<b>For the year:</b>				
Return on average equity	14.48%	15.14%	14.88%	14.11%
Return on average assets	1.50%	1.54%	1.33%	1.33%
Efficiency ratio *	47.11%	45.16%	53.12%	53.71%
Net interest margin *	5.03%	4.98%	4.90%	5.11%
Net chargeoffs to average loans & leases	0.03%	0.04%	0.08%	0.00%
<b>At December 31:</b>				
Average equity to average assets	10.38%	10.16%	8.92%	9.20%
Leverage capital ratio	7.81%	7.66%	8.35%	8.99%
Allowance for loan and leases losses to total loans and leases	1.51%	1.53%	1.54%	1.40%

\* fully taxable equivalent

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### Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following is American River Bankshares management's discussion and analysis of the significant changes in income and expense accounts for the years ended December 31, 2006, 2005, and 2004.

#### Cautionary Statements Regarding Forward-Looking Statements

Certain matters discussed or incorporated by reference in this Annual

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Report on Form 10-K including, but not limited to, matters described in "Item 7 - Management's Discussion and Analysis of Financial Condition and Results of Operations," are "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended. Such forward-looking statements may contain words related to future projections including, but not limited to, words such as "believe," "expect," "anticipate," "intend," "may," "will," "should," "could," "would," and variations of those words and similar words that are subject to risks, uncertainties and other factors that could cause actual results to differ materially from those projected. Factors that could cause or contribute to such differences include, but are not limited to, the following: (1) variances in the actual versus projected growth in assets; (2) return on assets; (3) loan and lease losses; (4) expenses; (5) changes in the interest rate environment including interest rates charged on loans, earned on securities investments and paid on deposits; (6) competition effects; (7) fee and other noninterest income earned; (8) general economic conditions nationally, regionally, and in the operating market areas of the Company and its subsidiaries; (9) changes in the regulatory environment; (10) changes in business conditions and inflation; (11) changes in securities markets; (12) data processing problems; (13) a decline in real estate values in the Company's operating market areas; (14) the effects of terrorism, the threat of terrorism or the impact of the current military conflict in Iraq and the conduct of the war on terrorism by the United States and its allies, as well as other factors. The factors set forth under "Item 1A - Risk Factors" in this report and other cautionary statements and information set forth in this report should be carefully considered and understood as being applicable to all related forward-looking statements contained in this report, when evaluating the business prospects of the Company and its subsidiaries.

Forward-looking statements are not guarantees of performance. By their nature, they involve risks, uncertainties and assumptions. The future results and shareholder values may differ significantly from those expressed in these forward-looking statements. You are cautioned not to put undue reliance on any forward-looking statement. Any such statement speaks only as of the date of this report, and in the case of any documents that may be incorporated by reference, as of the date of those documents. We do not undertake any obligation to update or release any revisions to any forward-looking statements, to report any new information, future event or other circumstances after the date of this report or to reflect the occurrence of unanticipated events, except as required by law. However, your attention is directed to any further disclosures made on related subjects in our subsequent reports filed with the Securities and Exchange Commission on Forms 10-K, 10-Q and 8-K.

### Critical Accounting Policies

#### General

The Company's financial statements are prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The financial information contained within our statements is, to a significant extent, financial information that is based on measures of the financial effects of transactions and events that have already occurred. We use historical loss data, peer group experience and the economic environment as factors, among others, in determining the inherent loss that may be present in our loan and lease portfolio. Actual losses could differ significantly from the historical factors that we use. Other estimates that we use are related to the expected useful lives of our depreciable assets. In addition, GAAP itself may change from one previously acceptable method to another method. Although the economics of our transactions would be the same, the timing of events that would impact our transactions could change.

#### Allowance for Loan and Lease Losses

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The allowance for loan and lease losses is an estimate of the credit loss risk in our loan and lease portfolio. The allowance is based on two basic principles of accounting: (1) Statement of Financial Accounting Standards ("SFAS") No. 5 "Accounting for Contingencies," which requires that losses be accrued when it is probable that a loss has occurred at the balance sheet date and such loss can be reasonably estimated; and (2) SFAS No. 114, "Accounting by

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Creditors for Impairment of a Loan," which requires that losses be accrued on impaired loans based on the differences between the value of collateral, present value of future cash flows or values that are observable in the secondary market and the loan balance.

The allowance for loan and lease losses is determined based upon estimates that can and do change when the actual risk, loss events, or changes in other factors, occur. The analysis of the allowance uses an historical loss view as an indicator of future losses and as a result could differ from the loss incurred in the future. However, since our analysis of risk and loss potential is updated regularly, the errors that might otherwise occur are mitigated. If the allowance for loan and lease losses falls below that deemed adequate (by reason of loan and lease growth, actual losses, the effect of changes in risk ratings, or some combination of these factors), the Company has a strategy for supplementing the allowance for loan and lease losses, over the short term. For further information regarding our allowance for loan and lease losses, see "Allowance for Loan and Lease Losses Activity" discussion later in this Item 7.

### Stock-Based Compensation

The Company previously accounted for its stock-based compensation under the recognition and measurement principles of Accounting Principles Board ("APB") Opinion No. 25, Accounting for Stock Issued to Employees, and related interpretations. Because the Company's 2000 Stock Option Plan provides for the issuance of options at a price of no less than the fair market value at the date of the grant, no compensation expense was recognized in the financial statements unless the options were modified after the grant date.

In December 2004, the Financial Accounting Standards Board issued Statement Number 123 (revised 2004) ("FAS 123 (R)"), Share-Based Payments. FAS 123 (R) requires all entities to recognize compensation expense in an amount equal to the fair value of share-based payments such as stock options granted to employees. The Company adopted FAS 123 (R) on a modified prospective method, beginning on January 1, 2006. Under this method, the Company is required to record compensation expense (as previous awards continue to vest) for the unvested portion of previously granted awards that remain outstanding at the date of adoption. As a result of adopting Statement 123(R) on January 1, 2006, the Company's income before provision for income taxes and net income for the year ended December 31, 2006, was \$221,000 and \$184,000 lower, respectively, than if it had continued to account for share-based compensation under APB Opinion No. 25. Diluted earnings per share and basic earnings per share for the year ended December 31, 2006 would have increased \$0.04 and \$0.03, respectively, had the Company continued to account for share-based compensation under APB Opinion No. 25.

The fair value of each option is estimated on the date of grant and amortized over the service period using an option pricing model. Critical assumptions that affect the estimated fair value of each option include expected stock price volatility, dividend yields, option life and the risk-free interest rate.

Goodwill

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Business combinations involving the Company's acquisition of the equity interests or net assets of another enterprise or the assumption of net liabilities in an acquisition of branches constituting a business may give rise to goodwill. Goodwill represents the excess of the cost of an acquired entity over the net of the amounts assigned to assets acquired and liabilities assumed in transactions accounted for under the purchase method of accounting. The value of goodwill is ultimately derived from the Company's ability to generate net earnings after the acquisition. A decline in net earnings could be indicative of a decline in the fair value of goodwill and result in impairment. For that reason, goodwill is assessed for impairment at a reporting unit level at least annually following the year of acquisition. The Company performed an evaluation of the goodwill, recorded as a result of the Bank of Amador acquisition, during the fourth quarter of 2006 and determined that there was no impairment. While the Company believes all assumptions utilized in its assessment of goodwill for impairment are reasonable and appropriate, changes in earnings, the effective tax rate, historical earnings multiples and the cost of capital could all cause different results for the calculation of the present value of future cash flows.

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### Overview

The Company recorded its 92nd consecutive profitable quarter for the quarter ended December 31, 2006. Net income in 2006 decreased 1.3% to \$9,062,000 versus \$9,184,000 in 2005. Diluted earnings per share for 2006 and 2005 were identical--\$1.53. For 2006, the Company realized a return on average equity of 14.48% and a return on average assets of 1.50%, as compared to 15.14% and 1.54% for 2005.

Net income for 2005 was \$3,357,000 (57.6%) higher than the \$5,827,000 recorded in 2004. Diluted earnings per share in 2004 were \$1.13, return on average assets was 1.33% and return on average equity was 14.88%. During December of 2004, the Company completed a merger with Bank of Amador, therefore, 2005 includes the first full year of results from Bank of Amador.

All share and per share data for 2006, 2005 and 2004 have been adjusted for 5% stock dividends distributed on December 22, 2006, December 23, 2005 and January 28, 2005.

Table One below provides a summary of the components of net income for the years indicated:

Table One: Components of Net Income

(In thousands, except percentages)	2006	2005	2004
	-----	-----	-----
Net interest income*	\$ 27,396	\$ 26,767	\$ 19,602
Provision for loan and lease losses	(320)	(322)	(895)
Noninterest income	2,443	2,329	2,395
Noninterest expense	(14,388)	(13,493)	(11,713)
Provision for income taxes	(5,739)	(5,792)	(3,378)
Tax equivalent adjustment	(330)	(305)	(184)
	-----	-----	-----
Net income	\$ 9,062	\$ 9,184	\$ 5,827
	=====	=====	=====
=====			
Average total assets	\$ 603,040	\$ 596,670	\$ 439,012

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Net income as a percentage of average total assets	1.50%	1.54%	1.33%
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\* Fully taxable equivalent basis (FTE)

During 2006, total assets of the Company decreased \$8,760,000 (1.4%) to a total of \$604,003,000 at year-end. At December 31, 2006, net loans totaled \$382,993,000, up \$17,422,000 (4.8%) from the ending balances on December 31, 2005. Deposits decreased 1.4% during 2006 resulting in ending deposit balances of \$493,875,000. The Company ended 2006 with a Tier 1 capital ratio of 10.3% and a total risk-based capital ratio of 11.6%.

### Results of Operations

#### Net Interest Income and Net Interest Margin

Net interest income represents the excess of interest and fees earned on interest earning assets (loans, securities, federal funds sold and investments in time deposits) over the interest paid on deposits and borrowed funds. Net interest margin is net interest income expressed as a percentage of average earning assets.

The Company's fully taxable equivalent net interest margin was 5.03% in 2006 and 4.98% in 2005. The fully taxable equivalent net interest margin in dollars was up \$629,000 (2.3%) in 2006 over 2005.

The fully taxable equivalent interest income component increased from \$33,518,000 in 2005 to \$38,284,000 in 2006, representing a 14.2% increase. The increase in the fully taxable equivalent interest income for 2006 compared to the same period in 2005 is broken down by rate (up \$3,681,000) and volume (up \$1,085,000). The rate increase can be attributed to increases implemented by the Company during 2004 and 2005 and continuing through the end of 2006 in response to the Federal Reserve Board (the "FRB") increases in the Federal funds and Discount rates. Increases by the FRB have resulted in seventeen 25 basis point increases since June 2004. The overall increasing interest rate environment since June 2004 has resulted in a 79 basis point increase in the yield on average earning assets from 6.24% for 2005 to 7.03% for 2006. The volume

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increase was the result of a 1.5% increase in average earning assets and a shift in balances from lower earning investment balance to higher earning loan balances. Average loan balances were up \$21,146,000 (5.9%) in 2006 over the balances in 2005, while average investment securities balances were down \$10,066,000 (6.0%). The increase in average loans is the result of concentrated focus on business lending, the demand for commercial real estate and the effects of a favorable local market.

The fully taxable equivalent interest income component increased from \$22,820,000 in 2004 to \$33,518,000 in 2005, representing a 46.9% increase. The increase in the fully taxable equivalent interest income for 2005 compared to the same period in 2004 is broken down by rate (up \$3,036,000) and volume (up \$7,662,000). The rate increase can be attributed to increases implemented by the Company during 2004 and 2005 in response to the FRB increases in the Federal funds and Discount rates. Increases by the FRB resulted in thirteen 25 basis point increases from June 2004 to December 31, 2005. The overall increasing interest rate environment over that same time period resulted in a 54 basis point increase in the yield on average earning assets from 5.70% for 2004 to 6.24% for 2005. The volume increase was the result of a 34.2% increase in average earning assets. Average loan balances were up \$82,672,000 (29.8%) in 2005 over the balances in 2004, while average investment securities balances

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were up \$53,499,000 (46.7%). The increase in average loans and investments is the result of the Bank of Amador acquisition that was completed in December 2004, and a concentrated focus on business lending, the demand for commercial real estate and the effects of a favorable local market.

Interest expense increased \$4,137,000 (61.3%) in 2006 compared to 2005. The increase in rates paid on interest bearing liabilities resulted in an increase of \$3,561,000 in interest expense. The rates paid on interest bearing liabilities increased 107 basis points on a year-over-year basis and was a result of the higher overall interest rate environment as well as an increase in higher cost other borrowings. The increase in other borrowings is primarily the result of a decline in deposit balances--both interest bearing and noninterest bearing. The decline in deposit balances is primarily related to an increase in the number of financial institutions in the Sacramento market. In addition, the Company has seen a decline in the deposit balances in a number of its business accounts as a result of these businesses paying down debt and/or investing in real estate or business inventory. Although these balances declined the customer relationships were maintained and the decreasing deposit balances were replaced with funds from other borrowing sources. The average balances on interest bearing liabilities were \$5,226,000 (1.4%) higher in 2006 versus 2005. The higher balances accounted for a \$576,000 increase in interest expense. In 2006, average deposits were down \$6,879,000 (1.4%) and other borrowings were up \$11,687,000 (33.4%)

Interest expense increased \$3,533,000 (109.8%) in 2005 compared to 2004. The average balances on interest bearing liabilities were \$91,680,000 (32.5%) higher in 2005 versus 2004. The higher balances accounted for a \$1,028,000 increase in interest expense. The higher balances were due to the Bank of Amador acquisition and internal growth of average interest bearing deposits. The increase in rates paid on interest bearing liabilities resulted in an increase of \$2,505,000 in interest expense. The rates paid on interest bearing liabilities increased 67 basis points on a year-over-year basis and was a result of the higher interest rate environment.

Table Two, Analysis of Net Interest Margin on Earning Assets, and Table Three, Analysis of Volume and Rate Changes on Net Interest Income and Expenses, are provided to enable the reader to understand the components and past trends of the Company's interest income and expenses. Table Two provides an analysis of net interest margin on earning assets setting forth average assets, liabilities and shareholders' equity; interest income earned and interest expense paid and average rates earned and paid; and the net interest margin on earning assets. Table Three sets forth a summary of the changes in interest income and interest expense from changes in average asset and liability balances (volume) and changes in average interest rates.

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Table Two: Analysis of Net Interest Margin on Earning Assets

Year Ended December 31,	2006			2005		
(Taxable Equivalent Basis) (In thousands, except percentages)	Avg Balance	Interest	Avg Yield	Avg Balance	Interest	Avg Yield
Assets:						
Earning assets						

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Loans and leases (1)	\$ 381,465	\$ 31,082	8.15%	\$ 360,319	\$ 26,536	7.36%
Taxable investment securities	129,608	5,545	4.28%	141,855	5,436	3.83%
Tax-exempt investment securities (2)	27,886	1,355	4.86%	25,705	1,228	4.78%
Corporate stock	559	42	7.51%	559	40	7.16%
Federal funds sold	359	19	5.29%	2,826	90	3.18%
Investments in time Deposits	4,917	241	4.90%	5,767	188	3.26%
	-----	-----		-----	-----	
Total earning assets	544,794	38,284	7.03%	537,031	33,518	6.24%
		-----			-----	
Cash & due from banks	28,401			29,566		
Other assets	35,708			35,760		
Allowance for loan & lease losses	(5,863)			(5,687)		
	-----			-----		
	\$ 603,040			\$ 596,670		
	=====			=====		
Liabilities & Shareholders' Equity:						
Interest bearing liabilities:						
NOW & MMDA	\$ 168,128	3,204	1.91%	\$ 185,634	2,247	1.21%
Savings	34,911	242	0.69%	39,102	150	0.38%
Time deposits	128,955	5,231	4.06%	113,719	3,249	2.86%
Other borrowings	46,690	2,211	4.74%	35,003	1,105	3.16%
	-----	-----		-----	-----	
Total interest bearing Liabilities	378,684	10,888	2.88%	373,458	6,751	1.81%
		-----			-----	
Demand deposits	156,032			156,450		
Other liabilities	5,754			6,121		
	-----			-----		
Total liabilities	540,470			536,029		
Shareholders' equity	62,570			60,641		
	-----			-----		
	\$ 603,040			\$ 596,670		
	=====			=====		
Net interest income & Margin (3)		\$ 27,396	5.03%		\$ 26,767	4.98%
		=====	=====		=====	=====

- (1) Loan and lease interest includes loan and lease fees of \$873,000, \$1,091,000 and \$741,000 in 2006, 2005 and 2004, respectively.
- (2) Includes taxable-equivalent adjustments that primarily relate to income on certain securities that is exempt from federal income taxes. The effective federal statutory tax rate was 34.3% in 2006 and 34.0% in 2005 and 2004.
- (3) Net interest margin is computed by dividing net interest income by total average earning assets.

Table Three: Analysis of Volume and Rate Changes on Net Interest Income and Expenses

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Year ended December 31, 2006 over 2005 (dollars in thousands)  
Increase (decrease) due to change in:



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	Volume -----	Rate (4) -----
Interest-earning assets:		
Net loans and leases (1) (2)	\$ 1,557	\$ 2,989
Taxable investment securities	(469)	578
Tax-exempt investment securities (3)	104	23
Corporate stock	--	2
Federal funds sold & other	(79)	8
Investment in time deposits	(28)	81
	-----	-----
Total	1,085	3,681
	-----	-----
Interest-bearing liabilities:		
Demand deposits	(212)	1,169
Savings deposits	(16)	108
Time deposits	435	1,547
Other borrowings	369	737
	-----	-----
Total	576	3,561
	-----	-----
Interest differential	\$ 509	\$ 120
	=====	=====

Year Ended December 31, 2005 over 2004 (in thousands)  
Increase (decrease) due to change in:

	Volume -----	Rate (4) -----
Interest-earning assets:		
Net loans and leases (1) (2)	\$ 5,394	\$ 3,027
Taxable investment securities	1,480	205
Tax-exempt investment securities (3)	774	(259)
Corporate stock	(1)	1
Federal funds sold & other	3	20
Investment in time deposits	12	42
	-----	-----
Total	7,662	3,036
	-----	-----
Interest-bearing liabilities:		
Demand deposits	298	850
Savings deposits	33	61
Time deposits	757	1,136
Other borrowings	(60)	458
	-----	-----
Total	1,028	2,505
	-----	-----
Interest differential	\$ 6,634	\$ 531
	=====	=====

- (1) The average balance of non-accruing loans and leases is immaterial as a percentage of total loans and leases and, as such, has been included in net loans and leases.
- (2) Loan and lease fees of \$873,000, \$1,091,000 and \$741,000 for the years ended December 31, 2006, 2005 and 2004, respectively, have been included in the interest income computation.
- (3) Includes taxable-equivalent adjustments that primarily relate to income on certain securities that is exempt from federal income taxes. The effective federal statutory tax rate was 34.3% in 2006 and 34.0% in 2005 and 2004.

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(4) The rate/volume variance has been included in the rate variance.

### Provision for Loan and Lease Losses

The Company provided \$320,000 for loan and lease losses in 2006 as compared to \$322,000 for 2005. Net loan charge-offs for 2006 were \$125,000 as compared to \$139,000 in 2005. In 2006, net loan charge-offs as a percentage of average loans outstanding were .03% compared to .04% in 2005. In 2004, the Company provided \$895,000 for loan and lease losses and net charge-offs were \$209,000. For further information please see "Allowance for Loan and Lease Losses Activity."

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### Service Charges and Fees and Other Income

Table Four below provides a summary of the components of noninterest income for the periods indicated (dollars in thousands):

Table Four: Components of Noninterest Income

	Year Ended December 31,		
	2006	2005	2004
Service charges on deposit accounts	\$ 783	\$ 672	\$ 5
Merchant fee income	549	509	3
Accounts receivable servicing fees	372	356	3
Bank owned life insurance	256	179	
Income from residential lending division	192	283	1
Gain on sale of available-for-sale securities	1	48	
Gain on life insurance death benefit	--	--	5
Other	290	282	3
	\$ 2,443	\$ 2,329	\$ 2,3

Noninterest income was up \$114,000 (4.9%) to \$2,443,000 in 2006 from the 2005 level. The increase in noninterest income can be attributed to increases in fees from service charges (up \$111,000 or 16.5%), increases in fees from merchant income (up \$40,000 or 7.9%), and an increase in bank owned life insurance. The Company experienced a decrease in residential lending fee income (down \$91,000 or 32.2%). The increase in service charges resulted from a restructuring of the deposit service fee tables. The increase in income from bank owned life insurance is related to the overall increase in interest rates. The income from these instruments is interest rate driven, thus increases in interest rates will result in higher income. The decrease in income from residential lending is also reflective of the increase in rates--as interest rates increase the number of refinances decreases.

Noninterest income was down \$66,000 (2.8%) to \$2,329,000 in 2005 from the 2004 level. A portion of this decrease represents the tax-free net proceeds from a life insurance policy (\$553,000) the Company received in June of 2004 as a result of the death of a former executive officer. Without the life insurance proceeds received in 2004, noninterest income for 2005 would have shown an increase of \$487,000. The increase in noninterest income can be attributed to increases in fees from service charges (up \$121,000 or 22.0%), increases in fees from merchant income (up \$116,000 or 29.5%), and an increase in residential

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lending fee income (up \$96,000 or 51.3%). The increase in service charges and merchant fee income is the direct result of an increased number of deposit and merchant accounts, many of which can be attributed to the Bank of Amador acquisition completed in December 2004.

### Salaries and Benefits

Salaries and benefits, which include commissions, were \$7,816,000 (up \$858,000 or 12.3%) for 2006 as compared to \$6,958,000 in 2005. The increase is primarily the result of market-condition salary adjustments, additional administrative staff to address the burden of more stringent compliance and regulatory issues, and the addition of service personnel to help achieve strategic growth in business banking. In addition, the adoption of FAS 123(R) in January of 2006 resulted in an increase in salaries and benefits of \$134,000 during 2006. See Notes 2 and 13 to the financial statements for additional information on FAS 123(R). At the end of 2006, the full-time equivalent staff was 129, up 6 from the 123 at the end of 2005.

Salaries and benefits were \$6,958,000 (up \$910,000 or 15.0%) for 2005 as compared to \$6,048,000 in 2004. The increase is primarily the result of salaries, taxes and benefits paid to the employees of the three new offices added as a result of the Bank of Amador acquisition which was completed in December 2004 (\$742,000) and cost of living raises, higher salary costs to retain key employees in a competitive market, and overall higher health care related costs. At the end of 2005, the full-time equivalent staff was 123, equal to the 123 at the end of 2004.

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### Occupancy, Furniture and Equipment

Occupancy expense increased \$155,000 (12.6%) during 2006 to \$1,384,000, up from \$1,229,000 in 2005. The majority of the increase relates to normal rent increases in the Company's leased facilities and costs associated with the Company's new administration headquarters office lease at 3100 Zinfandel Drive, Rancho Cordova CA, which was occupied in October 2005. The new office contributed \$126,000 to the increased occupancy expense. Furniture and equipment expense was \$812,000 in 2006 compared to \$918,000 in 2005, representing a \$106,000 (11.5%) decrease. The decrease in furniture and equipment expense relates to less amortization of technology related equipment. Although still being used, certain equipment has reached its fully depreciated life.

Occupancy expense increased \$276,000 (29.0%) during 2005 to \$1,229,000, up from \$953,000 in 2004. The majority of the increase relates to the three new offices added in Amador County (\$152,000), the cost associated for a full year related to the 2004 opening of a new banking office in Downtown Sacramento (\$38,000) located at 520 Capitol Mall, Suite 100, Sacramento, CA 95814, expenses related to the 2005 opening of a new Company headquarters (\$36,000) located at 3100 Zinfandel Drive, Suite 450, Rancho Cordova, CA 95670, and annual rent increases on the Company's leased facilities. Furniture and equipment expense was \$918,000 in 2005 compared to \$752,000 in 2004, representing a \$166,000 (22.1%) increase. The increase in furniture and equipment expense relates to the three new offices added in Amador County (\$166,000).

### Other Expenses

Table Five below provides a summary of the components of noninterest expense for the periods indicated (dollars in thousands):

Year Ended December 31,

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	2006	2005	2004
Professional fees	\$ 778	\$ 732	\$ 4
Outsourced item processing	495	489	3
Telephone and postage	411	439	2
Advertising and promotion	357	331	2
Stationery and supplies	335	303	2
Amortization of intangible assets	330	352	
Directors' expense	311	429	5
Donations	88	82	5
Other operating expenses	1,271	1,231	1,1
	\$ 4,376	\$ 4,388	\$ 3,9

Other expenses were \$4,376,000 (down \$12,000 or 0.3%) for 2006 as compared to \$4,388,000 for 2005. Professional fees increased \$46,000 (6.3%) and directors' expense decreased \$150,000 (35.0%). The increase in professional fees relates to the Company's decision in 2005 to outsource our network administration and some other IT related areas. The decrease in directors' expense relates to no expense in 2006 from the former Gross-Up Plan (the "Plan") as it was fully funded in 2005--the Company recorded \$148,000 in expense in 2005 related to the Plan. The Plan, which was terminated in August of 2005, compensated for the tax effects of the exercise of nonstatutory stock options. The Plan named certain non-employee Directors as participants and applied only to those options granted on August 25, 1995. In addition, the 2005 directors' expense included \$37,000 more in payment to retired directors that in 2006. The 2006 directors' expense also included \$87,000 in stock option expense related to FAS 123 (R), which was adopted by the Company on January 1, 2006. The overhead efficiency ratio on a taxable equivalent basis for 2006 was 47.1% as compared to 45.2% in 2005.

Other expenses were \$4,388,000 (up \$466,000 or 11.9%) for 2005 as compared to \$3,922,000 for 2004. The 2004 expense included a donation of \$503,000 to establish the American River Bankshares Foundation (the "Foundation"). Donations made to the Foundation in 2005 were \$455,000 less than in 2004. The actual increase in other expenses of \$466,000 and the overall lower donation to the Foundation of \$455,000 added together represent an increase in other expenses of \$921,000. This increase can be attributed to the December 2004 acquisition of Bank of Amador and the resulting three new Amador County offices (\$935,000 increase). Included in the \$935,000 increase is \$322,000 related to amortization of the core deposit intangible associated with the acquisition. The overhead efficiency ratio on a taxable equivalent basis for 2005 was 45.2% as compared to 53.1% in 2004.

Provision for Taxes

The effective tax rate on income was 38.8%, 38.7% and 36.7% in 2006, 2005 and 2004, respectively. The effective tax rate was greater than the federal statutory tax rate due to state tax expense (net of federal tax effect) of \$1,006,000, \$1,033,000 and \$589,000 in these years. Tax-exempt income of \$955,000, \$896,000 and \$533,000 from investment securities in these years helped to reduce the effective tax rate. The 2004 effective tax rate was further reduced by tax-exempt income of \$553,000 from the proceeds from a life insurance policy.

Balance Sheet Analysis

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The Company's total assets were \$604,003,000 at December 31, 2006 as compared to \$612,763,000 at December 31, 2005, representing a decrease of \$9,760,000 (1.6%). The average balances of total assets during 2006 were \$603,040,000 which represents an increase of \$6,370,000 (1.1%) over the 2005 total of \$596,670,000.

### Investment Securities

The Company classifies its investment securities as trading, held to maturity or available for sale. The Company's intent is to hold all securities classified as held to maturity until maturity and management believes that it has the ability to do so. Securities available for sale may be sold to implement asset/liability management strategies and in response to changes in interest rates, prepayment rates and similar factors. Table Six below summarizes the values of the Company's investment securities held on December 31 of the years indicated.

Table Six: Investment Securities Composition

(dollars in thousands)

Available-for-sale (at fair value)	2006	2005	2004
<b>Debt securities:</b>			
U.S. Government agencies	\$ 28,123	\$ 49,119	\$ 46,7
Mortgage-backed securities	33,236	36,326	40,3
Obligations of states and political subdivisions	41,224	37,106	27,2
Corporate debt securities	1,003	1,014	1,1
<b>Equity securities:</b>			
Corporate stock	623	624	6
Total available-for-sale investment securities	\$ 124,209	\$ 124,189	\$ 116,4
<b>Held-to-maturity (at amortized cost)</b>			
<b>Debt securities:</b>			
Mortgage-backed securities	\$ 44,031	\$ 45,012	\$ 41,2
Total held-to-maturity investment securities	\$ 44,031	\$ 45,012	\$ 41,2

See Table Sixteen for a breakdown of the investment securities by maturity and the corresponding weighted average yields.

### Loans and Leases

The Company concentrates its lending activities in the following principal areas: 1) commercial; 2) commercial real estate; 3) multi-family real estate; 4) real estate construction (both commercial and residential); 5) residential real estate; 6) lease financing receivable; 7) agriculture; and 8) consumer loans. At December 31, 2006, these categories accounted for approximately 22%, 45%, 1%, 23%, 2%, 2%, 2% and 3%, respectively, of the Company's loan portfolio. This mix was relatively unchanged compared to 21%, 42%, 1%, 28%, 1%, 2%, 2% and 3% at December 31, 2005. Continuing economic activity in the Company's market area, new borrowers developed through the Company's marketing efforts, and credit extensions expanded to existing

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borrowers resulted in the Company originating over \$218 million in new loans. The Company reported net increases in balances for commercial (\$7,888,000 or 10.1%), commercial real estate (\$21,143,000 or 13.7%), and residential real estate (\$4,009,000 or 85.7%). Despite the record loan originations and the development of new borrowers, the Company experienced a decrease in multi-family real estate (\$149,000 or 4.0%), real estate construction (\$12,734,000 or 12.4%), lease financing receivable (\$1,592,000 or 20.0%), agriculture (\$767,000 or 9.4%), and consumer loans (\$188,000 or 1.6%) as a result of paydowns.

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Table Seven below summarizes the composition of the loan and lease portfolio for the past five years as of December 31.

Table Seven Loan and Lease Portfolio Composition

(dollars in thousands)	December 31,				
	2006	2005	2004	2003	
Commercial	\$ 85,859	\$ 77,971	\$ 66,864	\$ 57,346	\$
Real estate:					
Commercial	175,643	154,500	166,263	142,249	
Multi-family	3,618	3,767	2,660	5,301	
Construction	90,314	103,048	90,162	37,434	
Residential	8,689	4,680	5,236	1,508	
Lease financing receivable	6,375	7,967	9,994	9,276	
Agriculture	7,362	8,129	8,252	8,027	
Consumer	11,712	11,900	9,417	5,950	
	389,572	371,962	358,848	267,091	
Deferred loan fees, net	(705)	(712)	(885)	(678)	
Allowance for loan and Lease losses	(5,874)	(5,679)	(5,496)	(3,949)	
<b>Total net loans and leases</b>	<b>\$ 382,993</b>	<b>\$ 365,571</b>	<b>\$ 352,467</b>	<b>\$ 262,464</b>	<b>\$</b>

A significant portion of the Company's loans and leases are direct loans and leases made to individuals and local businesses. The Company relies substantially on local promotional activity and personal contacts by American River Bank officers, directors and employees to compete with other financial institutions. The Company makes loans and leases to borrowers whose applications include a sound purpose and a viable primary repayment source, generally supported by a secondary source of repayment.

Commercial loans consist of credit lines for operating needs, loans for equipment purchases, working capital, and various other business loan products. Consumer loans include a range of traditional consumer loan products such as personal lines of credit and loans to finance purchases of autos, boats, recreational vehicles, mobile homes and various other consumer items. Construction loans are generally comprised of commitments to customers within the Company's service area for construction of commercial properties, multi-family properties and custom and semi-custom single-family residences. Other real estate loans consist primarily of loans secured by first trust deeds on commercial and residential properties typically with maturities from 3 to 10 years and original loan to value ratios generally from 65% to 75%. Agriculture

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loans consist primarily of vineyard loans and development loans to plant vineyards. In general, except in the case of loans under SBA programs or Farm Services Agency guarantees, the Company does not make long-term mortgage loans; however, American River Bank has a residential lending division to assist customers in securing most forms of longer term single-family mortgage financing. American River Bank acts as a broker between American River Bank's clients and the loan wholesalers. American River Bank receives an origination fee for loans closed.

Average net loans and leases in 2006 were \$381,465,000 which represents an increase of \$21,146,000 (5.9%) over the average in 2005. Average net loans and leases in 2005 were \$360,319,000 which represents an increase of \$82,672,000 (29.8%) over the average in 2004. Loan growth in 2006 and 2005 resulted from a favorable economy in the Company's market area, new borrowers developed through the Company's marketing efforts, and credit extensions expanded to existing borrowers. Additionally, the average loan growth in 2005 increased in part due to the addition of the Bank of Amador loans at the end of 2004.

### Risk Elements

The Company assesses and manages credit risk on an ongoing basis through a total credit culture that emphasizes excellent credit quality, extensive internal monitoring and established formal lending policies. Additionally, the Company contracts with an outside loan review consultant to periodically review the existing loan and lease portfolio. Management believes its ability to identify and assess risk and return characteristics of the Company's loan and lease portfolio is critical for profitability and growth. Management strives to continue its emphasis on credit quality in the loan and lease approval process, active credit administration and regular monitoring. With this in mind, management has designed and implemented a comprehensive loan and lease review and grading system that functions to continually assess the credit risk inherent in the loan and lease portfolio.

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Ultimately, underlying trends in economic and business cycles may influence credit quality. American River Bank's business is concentrated in the Sacramento Metropolitan Statistical Area, which is a diversified economy, but with a large State of California government presence and employment base, in Sonoma County, through North Coast Bank, a division of American River Bank, whose business is focused on businesses within the three communities in which it has offices (Santa Rosa, Windsor, and Healdsburg) and in Amador County, through Bank of Amador, a division of American River Bank, whose business is focused on businesses and consumers within the three communities in which it has offices (Jackson, Pioneer, and Ione) as well as a diversified residential construction loan business in numerous Northern California counties. The economy of Sonoma County is diversified with professional services, manufacturing, agriculture and real estate investment and construction, while the economy of Amador County is reliant upon government, services, retail trade, manufacturing industries and Indian gaming.

The Company has significant extensions of credit and commitments to extend credit that are secured by real estate. The ultimate repayment of these loans is generally dependent on personal or business cash flows or the sale or refinancing of the real estate. The Company monitors the effects of current and expected market conditions and other factors on the collectability of real estate loans. The more significant factors management considers involve the following: lease rate and terms, absorption and sale rates; real estate values and rates of return; operating expenses; inflation; and sufficiency of repayment sources independent of the real estate including, in some instances, personal guarantees.

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In extending credit and commitments to borrowers, the Company generally requires collateral and/or guarantees as security. The repayment of such loans is expected to come from cash flow or from proceeds from the sale of selected assets of the borrowers. The Company's requirement for collateral and/or guarantees is determined on a case-by-case basis in connection with management's evaluation of the creditworthiness of the borrower. Collateral held varies but may include accounts receivable, inventory, property, plant and equipment, income-producing properties, residences and other real property. The Company secures its collateral by perfecting its security interest in business assets, obtaining deeds of trust, or outright possession among other means.

In management's judgment, a concentration exists in real estate loans which represented approximately 71.4% of the Company's loan and lease portfolio at December 31, 2006, down from 71.5% at December 31, 2005. Although management believes this concentration to have no more than the normal risk of collectability, a substantial decline in the economy in general, or a decline in real estate values in the Company's primary market areas in particular, could have an adverse impact on the collectability of these loans and require an increase in the provision for loan and lease losses which could adversely affect the Company's future prospects, results of operations, profitability and stock price. Management believes that its lending policies and underwriting standards will tend to minimize losses in an economic downturn; however, there is no assurance that losses will not occur under such circumstances. The Company's loan policies and underwriting standards include, but are not limited to, the following: (1) maintaining a thorough understanding of the Company's service area and originating a significant majority of its loans within that area, (2) maintaining a thorough understanding of borrowers' knowledge, capacity, and market position in their field of expertise, (3) basing real estate loan approvals not only on market demand for the project, but also on the borrowers' capacity to support the project financially in the event it does not perform to expectations (whether sale or income performance), and (4) maintaining conforming and prudent loan to value and loan to cost ratios based on independent outside appraisals and ongoing inspection and analysis by the Company's lending officers or contracted third-party professionals.

### Nonaccrual, Past Due and Restructured Loans and Leases

Management generally places loans and leases on nonaccrual status when they become 90 days past due, unless the loan or lease is well secured and in the process of collection. Loans and leases are charged off when, in the opinion of management, collection appears unlikely.

The recorded investments in nonaccrual loans and leases and loans that were accrued and 90 days or more past due totaled \$78,000 and \$91,000 at December 31, 2006 and 2005, respectively. The related allowance for losses for these loans and leases at December 31, 2006 and December 31, 2005 was \$26,000 and \$24,000, respectively. Management believes that the allowance allocations are adequate for the inherent risk of those loans and leases. The average recorded investment in nonaccrual loans and leases for the years ended December 31, 2006, 2005 and 2004 was \$137,000, \$271,000 and \$124,000, respectively.

Interest due but excluded from interest income on nonaccrual loans and leases was not material during 2006, 2005 and 2004. In 2006, 2005 and 2004, interest income recognized from payments received on nonaccrual loans and leases was also not material.

Table Eight below sets forth nonaccrual loans and leases and loans and leases past due 90 days or more as of year-end for the past five years.



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Table Eight: Non-Performing Loans and Leases

(dollars in thousands)	December 31,		
	2006	2005	2004
Past due 90 days or more and still accruing:			
Commercial	\$ --	\$ 24	\$ --
Real estate	13	--	--
Lease financing receivable	--	--	11
Consumer and other	--	--	--
Nonaccrual:			
Commercial	--	--	52
Real estate	12	15	113
Lease financing receivable	53	52	71
Consumer and other	--	--	--
Total non-performing loans and leases	\$ 78	\$ 91	\$ 247

There were no loan or lease concentrations in excess of 10% of total loans and leases not otherwise disclosed as a category of loans and leases as of December 31, 2006. Management is not aware of any potential problem loans or leases, which were accruing and current at December 31, 2005 or 2006, where serious doubt exists as to the ability of the borrower to comply with the present repayment terms.

### Allowance for Loan and Lease Losses Activity

The Company maintains an allowance for loan and lease losses ("ALLL") to cover probable losses inherent in the loan and lease portfolio, which is based upon management's estimated range of those losses. The ALLL is established through a provision for loan and lease losses and is increased by provisions charged against current earnings and recoveries and reduced by charge-offs. Actual losses for loans and leases can vary significantly from this estimate. The methodology and assumptions used to calculate the allowance are continually reviewed as to their appropriateness given the most recent losses realized and other factors that influence the estimation process. The model assumptions and resulting allowance level are adjusted accordingly as these factors change.

The adequacy of the ALLL and the level of the related provision for loan and lease losses is determined based on management's judgment after consideration of numerous factors including but not limited to: (i) local and regional economic conditions, (ii) borrowers' financial condition, (iii) loan impairment and the related level of expected charge-offs, (iv) evaluation of industry trends, (v) industry and other concentrations, (vi) loans and leases which are contractually current as to payment terms but demonstrate a higher degree of risk as identified by management, (vii) continuing evaluations of the performing loan portfolio, (viii) ongoing review and evaluation of problem loans identified as having loss potential, (ix) quarterly review by the Board of Directors, and (x) assessments by banking regulators and other third parties. Management and the Board of Directors evaluate the ALLL and determine its appropriate level considering objective and subjective measures, such as knowledge of the borrowers' business, valuation of collateral, the determination of impaired loans or leases and exposure to potential losses.

The Company establishes general reserves in accordance with Statement of Accounting Standards ("SFAS") No. 5., Accounting for Contingencies, and specific reserves in accordance with SFAS No. 114, Accounting by Creditors for

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Impairment of a Loan. The ALLL is maintained by categories of the loan and lease portfolio based on loan type and loan rating; however, the entire allowance is available to cover actual loan and lease losses. While management uses available information to recognize possible losses on loans and leases, future additions to the allowance may be necessary, based on changes in economic conditions and other matters. In addition, various regulatory agencies, as an integral part of their examination process, periodically review the Company's ALLL. Such agencies may require the Company to provide additions to the allowance based on their judgment of information available to them at the time of their examination.

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Table Nine below summarizes, for the periods indicated, the activity in the allowance for loan and lease losses.

Table Nine: Allowance for Loan and Lease Losses

(in thousands, except for percentages)	Year Ended December 31,			
	2006	2005	2004	
Average loans and leases outstanding	\$ 381,465	\$ 360,319	\$ 277,647	\$
Allowance for loan & lease losses at beginning of period	\$ 5,679	\$ 5,496	\$ 3,949	\$
Loans and leases charged off:				
Commercial	71	72	--	
Real estate	--	--	--	
Consumer	1	--	1	
Lease financing receivable	78	134	268	
<b>Total</b>	<b>150</b>	<b>206</b>	<b>269</b>	
Recoveries of loans and leases previously charged off:				
Commercial	6	9	57	
Real estate	--	--	--	
Consumer	9	2	3	
Lease financing receivable	10	56	--	
<b>Total</b>	<b>25</b>	<b>67</b>	<b>60</b>	
Net loans and leases charged off	125	139	209	
Allowance acquired in merger	--	--	861	
Additions to allowance charged to operating expenses	320	322	895	
Allowance for loan and lease losses at end of period	\$ 5,874	\$ 5,679	\$ 5,496	\$
Ratio of net charge-offs to average Loans and leases outstanding	.03%	.04%	.08%	
Provision for loan and lease losses to average loans and leases outstanding	.08%	.09%	.32%	

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Allowance for loan and lease losses			
to loans and leases, net of			
deferred fees, at end of period	1.51%	1.53%	1.54%

The allowance for loan and lease losses totaled \$5,874,000 or 1.51% of total loans and leases at December 31, 2006, \$5,679,000 or 1.53% of total loans and leases at December 31, 2005, and \$5,496,000 or 1.54% at December 31, 2004.

It is the policy of management to maintain the allowance for loan and lease losses at a level adequate for known and inherent risks in the portfolio. Our methodology incorporates a variety of risk considerations, both quantitative and qualitative, in establishing an allowance for loan and lease losses that management believes is appropriate at each reporting date. Based on information currently available to analyze inherent credit risk, including economic factors, overall credit quality, historical delinquencies and a history of actual charge-offs, management believes that the provision for loan and lease losses and the allowance for loan and lease losses are prudent and adequate. Adjustments may be made based on differences from estimated loan and lease growth, the types of loans constituting this growth, changes in risk ratings within the portfolio, and general economic conditions. However, no prediction of the ultimate level of loans and leases charged off in future periods can be made with any certainty.

As part of its loan review process, management has allocated the overall allowance based on specific identified problem loans and leases, qualitative factors, uncertainty inherent in the estimation process and historical loss data. A risk exists that future losses cannot be precisely quantified or attributed to particular loans or leases or classes of loans and leases. Management continues to evaluate the loan and lease portfolio and assesses current economic conditions that will affect management's conclusion as to future allowance levels. Table Ten below summarizes the allocation of the

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allowance for loan and lease losses for the five years ended December 31, 2006. The allocation presented should not be interpreted as an indication that charges to the allowance for loan and lease losses will be incurred in these amounts or proportions, or that the portion of the allowance allocated to each loan and lease category represents the total amounts available for charge-offs that may occur within these categories.

Table Ten: Allowance for Loan and Lease Losses by Loan Category

(in thousands, except percentages)	December 31, 2006		December 31, 2005	
	Amount	Percent of loans in each category to total loans	Amount	Percent of loans in each category to total loans
Commercial	\$ 1,269	22.1%	\$ 1,056	21.0%
Real estate	4,332	71.4%	3,948	71.5%
Agriculture	7	1.9%	213	2.2%
Consumer	131	3.0%	246	3.2%
Lease financing receivable	135	1.6%	216	2.1%
Total allocated	\$ 5,874	100.0%	\$ 5,679	100.0%

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	December 31, 2003		December 31, 2002	
	Amount	Percent of loans in each category to total loans	Amount	Percent of loans in each category to total loans
Commercial	\$ 865	21.5%	\$ 660	21.1%
Real estate	2,579	69.8%	2,173	69.5%
Agriculture	201	3.0%	116	3.8%
Consumer	91	2.2%	152	2.9%
Lease financing receivable	213	3.5%	96	2.7%
Total allocated	\$ 3,949	100.0%	\$ 3,197	100.0%

Other Real Estate

At December 31, 2006 and 2005, the Company did not have any Other Real Estate properties.

Deposits

At December 31, 2006, total deposits were \$493,875,000 representing a decrease of \$6,831,000 (1.4%) over the December 31, 2005 balance of \$500,706,000. The Company's deposit growth plan for 2006 was to concentrate its efforts on increasing noninterest-bearing demand, interest-bearing money market and NOW accounts, and savings accounts. However, due to the competitive rate environment, the Company experienced slight decreases in all deposit categories, except for time deposits. During 2006, time deposits increased \$13,038,000 (11.0%) from the total of \$118,791,000 at December 31, 2005.

Other Borrowed Funds

Other borrowings outstanding as of December 31, 2006 consist of advances (both long-term and short-term) from the Federal Home Loan Bank (the "FHLB"). The following table summarizes these borrowings (dollars in thousands):

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	2006		2005	
	Amount	Rate	Amount	Rate
Short-term borrowings:				
FHLB advances	\$ 37,270	5.08%	\$ 39,386	3.73%
Total short-term borrowings	\$ 37,270	5.08%	\$ 39,386	3.73%
Long-term borrowings:				
FHLB advances	\$ 5,000	4.95%	\$ 4,270	4.10%

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Total long-term borrowings	\$	5,000	4.92%	\$	4,270	4.10%	\$
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The maximum amount of short-term borrowings at any month-end during 2006, 2005 and 2004, was \$64,489,000, \$39,386,000, and \$40,855,000, respectively. The FHLB advances are collateralized by loans and securities pledged to the FHLB. The following is a breakdown of rates and maturities on FHLB advances (dollars in thousands):

	Short Term	Long Term
Amount	\$ 37,270	\$ 5,000
Maturity	2007	2008
Average rates	5.08%	4.92%

The Company has also been issued a total of \$3,500,000 in letters of credit by the FHLB which have been pledged to secure Local Agency Deposits. The letters of credit act as a guarantee of payment to certain third parties in accordance with specified terms and conditions. The letters of credit were not drawn upon in 2006 or 2005 and management does not expect to draw upon these lines in the future.

### Capital Resources

The current and projected capital position of the Company and the impact of capital plans and long-term strategies is reviewed regularly by management. The Company's capital position represents the level of capital available to support continuing operations and expansion.

On September 20, 2001, the Company announced a plan to repurchase, as conditions warrant, up to 5% annually of the Company's common stock. Each year the Company may repurchase up to 5% of the shares outstanding (adjusted for stock splits or stock dividends). The repurchases are to be made from time to time in the open market as conditions allow and will be structured to comply with Commission Rule 10b-18. Management reports monthly to the Board of Directors on the status of the repurchase program. The Board of Directors has reserved the right to suspend, terminate, modify or cancel this repurchase program at any time for any reason. During 2006, the Company repurchased 271,573 shares; during 2005, the Company repurchased 84,341 shares; during 2004, the Company repurchased 10,766 shares, in 2003, the company repurchased 1,737 shares and in 2002, the Company repurchased 75,961 shares under the repurchase plan. See "Stock Repurchases" under Item 5 on page 20 for more information regarding the stock repurchase plan.

The Company and American River Bank are subject to certain regulatory capital requirements administered by the Board of Governors of the Federal Reserve System and the Federal Deposit Insurance Corporation. Failure to meet these minimum capital requirements can initiate certain mandatory, and possibly additional discretionary, actions by regulators that, if undertaken, could have a direct material effect on the Company's consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, banks must meet specific capital guidelines that involve quantitative measures of their assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. The Company's and American River Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors. At December 31, 2006, shareholders' equity was \$62,371,000, representing a decrease of \$375,000 (0.6%) from \$62,746,000 at December 31, 2005. This decrease was attributable principally to the retention of earnings offset by the payment of cash dividends and the repurchase of Company stock. In

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2005, shareholders' equity increased \$3,756,000 (6.4%) from 2004. The ratio of total risk-based capital to risk adjusted assets was 11.6% at December 31, 2006 compared to 11.8% at December 31, 2005. Tier 1 risk-based capital to risk-adjusted assets was 10.3% at December 31, 2006 and 10.6% at December 31, 2005.

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Table Eleven below lists the Company's actual capital ratios at December 31, 2006 and 2005 as well as the minimum capital ratios for capital adequacy.

Table Eleven: Capital Ratios

Capital to Risk-Adjusted Assets	At December 31,		Minimum Regulatory
	2006	2005	Capital Requirements
Leverage ratio	7.8%	7.6%	4.00%
Tier 1 Risk-Based Capital	10.3%	10.6%	4.00%
Total Risk-Based Capital	11.6%	11.8%	8.00%

Capital ratios are reviewed on a regular basis to ensure that capital exceeds the prescribed regulatory minimums and is adequate to meet future needs. American River Bank's ratios are in excess of the regulatory definition of "well capitalized."

Management believes that the Company's capital is adequate to support current operations and anticipated growth, cash dividends and future capital requirements of the Company and its subsidiaries.

### Market Risk Management

**Overview.** Market risk is the risk of loss from adverse changes in market prices and rates. The Company's market risk arises primarily from interest rate risk inherent in its loan and deposit functions. The goal for managing the assets and liabilities of the Company is to maximize shareholder value and earnings while maintaining a high quality balance sheet without exposing the Company to undue interest rate risk. The Board of Directors has overall responsibility for the interest rate risk management policies. The Company has a Risk Management Committee that establishes and monitors guidelines to control the sensitivity of earnings to changes in interest rates.

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

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Simulation of earnings is the primary tool used to measure the sensitivity of earnings to interest rate changes. Using computer-modeling techniques, the Company is able to estimate the potential impact of changing interest rates on earnings. A balance sheet forecast is prepared quarterly using inputs of actual loans and leases, securities and interest bearing liabilities (i.e. deposits/borrowings) positions as the beginning base. The forecast balance sheet is processed against three interest rate scenarios. The scenarios include a 200 basis point rising rate forecast, a flat rate forecast and a 200 basis point falling rate forecast which take place within a one year time frame. The net interest income is measured during the year assuming a gradual change in rates over the twelve-month horizon. The simulation modeling indicated below attempts to estimate changes in the Company's net interest income utilizing a forecast balance sheet projected from year-end balances.

Table Twelve below summarizes the effect on net interest income (NII) of a +/-200 basis point change in interest rates as measured against a constant rate (no change) scenario.

Table Twelve: Interest Rate Risk Simulation of Net Interest as of December 31, 2006

(dollars in thousands)	\$ Change in NII from Current 12 Month Horizon
Variation from a constant rate scenario	
+200bp	\$ 87
-200bp	\$ (295)

The simulations of earnings do not incorporate any management actions, which might moderate the negative consequences of interest rate deviations. Therefore, they do not reflect likely actual results, but serve as reasonable estimates of interest rate risk.

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### Interest Rate Sensitivity Analysis

Interest rate sensitivity is a function of the repricing characteristics of the portfolio of assets and liabilities. These repricing characteristics are the time frames within which the interest-bearing assets and liabilities are subject to change in interest rates either at replacement, repricing or maturity. Interest rate sensitivity management focuses on the maturity of assets and liabilities and their repricing during periods of changes in market interest rates. Interest rate sensitivity is measured as the difference between the volumes of assets and liabilities in the current portfolio that are subject to repricing at various time horizons. The differences are known as interest sensitivity gaps. Table Thirteen below lists the maturity or repricing time buckets as of December 31, 2006.

Table Thirteen: Interest Rate Sensitivity  
December 31, 2006

Assets and Liabilities which mature or reprice within (days):

(dollars in thousands)	0-90	91-180	181-365	Over 365	re
------------------------	------	--------	---------	----------	----

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### Assets:

Investments	\$ 14,847	\$ 7,398	\$ 15,557	\$ 118,460	\$
Loans and leases	171,150	27,871	34,259	149,713	
Other assets	--	--	--	--	
<hr style="border-top: 1px dashed black;"/>					
Total assets	\$ 185,997	\$ 35,269	\$ 49,816	\$ 268,173	\$
<hr style="border-top: 3px double black;"/>					

### Liabilities:

Noninterest bearing	\$ --	\$ --	\$ --	\$ --	\$
Interest bearing:					
NOW Accounts	20,908	8,363	6,271	6,272	
Money market	61,380	24,552	18,417	18,416	
Savings	18,446	7,378	3,690	7,379	
Time certificates	63,739	28,154	21,741	18,195	
Short-term borrowings	24,000	2,500	10,770	--	
Long-term borrowings	--	--	--	5,000	
Other liabilities	--	--	--	--	
Shareholders' equity	--	--	--	--	
<hr style="border-top: 1px dashed black;"/>					
Total liabilities and shareholders' equity	\$ 188,473	\$ 70,947	\$ 60,889	\$ 55,262	\$
<hr style="border-top: 3px double black;"/>					

### Interest rate

sensitivity gap	\$ (2,476)	\$ (35,678)	\$ (11,073)	\$ 212,911	\$ (
Cumulative interest rate sensitivity gap	\$ (2,476)	\$ (38,154)	\$ (49,227)	\$ 163,684	

A positive cumulative gap may be equated to an asset sensitive position. An asset sensitive position in a rising interest rate environment will cause a bank's interest rate margin to expand. This results as floating or variable rate loans reprice more rapidly than fixed rate certificates of deposit that reprice as they mature over time. Conversely, a declining interest rate environment will cause the opposite effect. A negative cumulative gap may be equated to a liability sensitive position. A liability sensitive position in a rising interest rate environment will cause a bank's interest rate margin to contract, while a declining interest rate environment will have the opposite effect. As reflected in Table Thirteen, at December 31, 2006, the cumulative gap through the one-year time horizon indicates a liability sensitive position.

### Inflation

The impact of inflation on a financial institution differs significantly from that exerted on manufacturing, or other commercial concerns, primarily because its assets and liabilities are largely monetary. In general, inflation primarily affects the Company through its effect on market rates of interest, which affects the Company's ability to attract loan customers. Inflation affects the growth of total assets by increasing the level of loan demand, and potentially adversely affects capital adequacy because loan growth

in inflationary periods can increase at rates higher than the rate that capital grows through retention of earnings which may be generated in the future. In addition to its effects on interest rates, inflation increases overall operating expenses. Inflation has not had a material effect upon the results of operations of the Company during the years ended December 31, 2006, 2005 and 2004.

### Liquidity



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Liquidity management refers to the Company's ability to provide funds on an ongoing basis to meet fluctuations in deposit levels as well as the credit needs and requirements of its clients. Both assets and liabilities contribute to the Company's liquidity position. Federal funds lines, short-term investments and securities, and loan and lease repayments contribute to liquidity, along with deposit increases, while loan and lease funding and deposit withdrawals decrease liquidity. The Company assesses the likelihood of projected funding requirements by reviewing historical funding patterns, current and forecasted economic conditions and individual client funding needs. Commitments to fund loans and outstanding standby letters of credit at December 31, 2006 were approximately \$114,582,000 and \$5,701,000, respectively. Such loan commitments relate primarily to revolving lines of credit and other commercial loans and to real estate construction loans. Since some of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements.

The Company's sources of liquidity consist of cash and due from correspondent banks, overnight funds sold to correspondent banks, unpledged marketable investments and loans held for sale. On December 31, 2006, consolidated liquid assets totaled \$65.9 million or 10.9% of total assets compared to \$99.2 million or 16.2% of total assets on December 31, 2005. In addition to liquid assets, the Company maintains short-term lines of credit in the amount of \$53,000,000 with correspondent banks. At December 31, 2006, the Company had \$53,000,000 available under these credit lines. Additionally, American River Bank is a member of the FHLB. At December 31, 2006, American River Bank could have arranged for up to \$132,861,000 in secured borrowings from the FHLB. These borrowings are secured by pledged mortgage loans and investment securities. At December 31, 2006, the Company had \$84,091,000 available under these secured borrowing arrangements. American River Bank also has informal agreements with various other banks to sell participations in loans, if necessary. The Company serves primarily a business and professional customer base and, as such, its deposit base is susceptible to economic fluctuations. Accordingly, management strives to maintain a balanced position of liquid assets to volatile and cyclical deposits.

Liquidity is also affected by portfolio maturities and the effect of interest rate fluctuations on the marketability of both assets and liabilities. The Company can sell any of its unpledged securities held in the available-for-sale category to meet liquidity needs. These securities are also available to pledge as collateral for borrowings if the need should arise. American River Bank has established a master repurchase agreement with a correspondent bank to enable such transactions. American River Bank can also pledge securities to borrow from the FRB and the FHLB.

The principal cash requirements of the Company are for expenses incurred in the support of administration and operations. For nonbanking functions, the Company is dependent upon the payment of cash dividends from its subsidiaries to service its commitments. The Company expects that the cash dividends paid by American River Bank to the Company will be sufficient to meet this payment schedule. The maturity distribution of certificates of deposit is set forth in Table Fourteen below for the periods presented. These deposits are generally more rate sensitive than other deposits and, therefore, are more likely to be withdrawn to obtain higher yields elsewhere if available.

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Table Fourteen: Certificates of Deposit Maturities  
December 31, 2006

(dollars in thousands)	Less than \$100,000	Over \$100,000

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Three months or less	\$ 17,473	\$ 46,266
Over three months through six months	12,512	15,641
Over six months through twelve months	10,657	11,084
Over twelve months	8,618	9,578
-----		
Total	\$ 49,260	\$ 82,569
=====		

Loan and lease demand also affects the Company's liquidity position. Table Fifteen below presents the maturities of loans and leases for the period indicated.

Table Fifteen: Loan and Lease Maturities (Gross Loans and Leases)  
December 31, 2006

(dollars in thousands)	One year or less	One year through five years	Over five years	Total
Commercial	\$ 37,048	\$ 40,810	\$ 8,001	\$ 85,859
Real estate	97,772	50,650	129,842	278,264
Agriculture	780	865	5,717	7,362
Consumer	644	3,312	7,756	11,712
Leases	464	5,064	847	6,375
-----				
Total	\$ 136,708	\$ 100,701	\$ 152,163	\$ 389,572
=====				

Loans and leases shown above with maturities greater than one year include \$198,933,000 of floating interest rate loans and \$53,931,000 of fixed rate loans and leases.

The carrying amount, maturity distribution and weighted average yield of the Company's investment securities available-for-sale and held-to-maturity portfolios are presented in Table Sixteen below. The yields on tax-exempt obligations have been computed on a tax equivalent basis. Table Sixteen does not include FHLB Stock, which does not have stated maturity dates or readily available market values. The balance in FHLB Stock at December 31, 2006, 2005 and 2004 was \$3,071,000, \$2,608,000 and \$2,158,000, respectively.

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Table Sixteen: Securities Maturities and Weighted Average Yields  
December 31, 2006, 2005 and 2004

(Taxable Equivalent Basis)	2006		2005	
	Carrying Amount	Weighted Average Yield	Carrying Amount	Weighted Average Yield
-----				
(dollars in thousands)				
-----				
Available-for-sale securities:				
U.S. Treasury and agency securities				
Maturing within 1 year	\$ 11,870	3.57%	\$ 21,012	3.57%
Maturing after 1 year but within 5 years	16,253	3.78%	28,107	3.78%
State & political subdivisions				
Maturing within 1 year	4,556	4.00%	--	--
Maturing after 1 year but within 5 years	12,625	4.82%	15,426	4.82%

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Maturing after 5 years but within 10 years	13,789	6.33%	17,386	6.
Maturing after 10 years	10,254	6.28%	4,294	6.
Government sponsored mortgage-backed securities	33,236	4.30%	36,326	4.
Other				
Maturing within 1 year	1,003	4.67%	--	
Maturing after 1 year but within 5 years	--	--	1,014	4.
Non maturing	623	6.12%	624	6.
-----				
Total investment securities	\$ 104,209	4.66%	\$ 124,189	4.
=====				
Held-to-maturity securities:				
Government sponsored mortgage-backed securities	\$ 44,031	4.66%	\$ 45,012	4.
-----				
Total investment securities	\$ 44,031	4.66%	\$ 45,012	4.
=====				

The carrying values of available-for-sale securities include net unrealized (losses) gains of (\$957,000), (\$1,279,000) and \$880,000 at December 31, 2006, 2005 and 2004, respectively. The carrying values of held-to-maturity securities do not include unrealized gains or losses, however, the net unrealized (losses) gains at December 31, 2006, 2005 and 2004 were (\$311,000), (\$354,000) and \$125,000, respectively.

Off-Balance Sheet Arrangements

The Company is a party to financial instruments with off-balance-sheet risk in the normal course of business in order to meet the financing needs of its customers and to reduce its exposure to fluctuations in interest rates. These financial instruments consist of commitments to extend credit and letters of credit. These instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized on the balance sheet.

As of December 31, 2006, commitments to extend credit and letters of credit were the only financial instruments with off-balance sheet risk. The Company has not entered into any contracts for financial derivative instruments such as futures, swaps, options or similar instruments. Real estate commitments are generally secured by property with a loan-to-value ratio of 65% to 75%. In addition, the majority of the Company's commitments have variable interest rates.

The Company's exposure to credit loss in the event of nonperformance by the other party for commitments to extend credit and letters of credit is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments and letters of credit as it does for loans included on the consolidated balance sheet. The following financial instruments represent off-balance-sheet credit:

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	December 31,	
	2006	2005
	-----	-----
Commitments to extend credit (dollars in thousands):		

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Revolving lines of credit secured by		
1-4 family residences	\$ 9,144	\$ 16,845
Commercial real estate, construction and land		
development commitments secured by real estate	45,752	55,313
Other unused commitments, principally commercial loans	59,686	65,644
	-----	-----
	\$ 114,582	\$ 137,802
	=====	=====
 Letters of credit	 \$ 5,701	 \$ 3,393
	=====	=====

Certain financial institutions have elected to use special purpose vehicles ("SPV") to dispose of problem assets. The SPV is typically a subsidiary company with an asset and liability structure and legal status that makes its obligations secure even if the parent corporation goes bankrupt. Under certain circumstances, these financial institutions may exclude the problem assets from their reported impaired and non-performing assets. The Company does not use those vehicles or any other structures to dispose of problem assets.

### Contractual Obligations

The Company leases certain facilities at which it conducts its operations. Future minimum lease commitments under non-cancelable operating leases are noted in Table Seventeen below. Table Seventeen below presents certain of the Company's contractual obligations as of December 31, 2006. Included in the table are amounts payable under the Company's Deferred Compensation and Deferred Fees Plans and are listed in the "Other Long-Term Liabilities..." category. These amounts represented \$1,488,000 and are anticipated to be primarily payable at least five years in the future.

Table Seventeen: Contractual Obligations

(dollars in thousands)

	Payments due		
	Total	Less than 1 year	1-3 years
Long-Term Debt	\$ 5,000	\$ --	\$ --
Capital Lease Obligations	--	--	--
Operating Leases	5,665	977	--
Purchase Obligations	--	--	--
Other Long-Term Liabilities Reflected on the Company's Balance Sheet under GAAP	1,488	--	--
Total	\$ 12,153	\$ 977	\$ --
	=====	=====	=====

### Accounting Pronouncements

On July 13, 2006, the FASB issued FASB Interpretation No. 48 ("FIN 48"). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS No. 109, "Accounting for Income Taxes". FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also

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provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 is effective for fiscal years beginning after December 15, 2006. An enterprise shall disclose the cumulative effect of the change on retained earnings in the statement of financial position as of the date of adoption and such disclosure is required only in the year of adoption. Management is in the process of analyzing the implications of FIN 48. Management does not anticipate that this statement will have a material effect on the Company's financial position, results of operations or cash flows.

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, "Fair Value Measurements". This statement defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The statement is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods

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within that fiscal year. Management is in the process of evaluating the impact of adopting this statement.

### Other Matters

Effects of Terrorism. The terrorist actions on September 11, 2001 and thereafter and the current military conflict in Iraq have had significant adverse effects upon the United States economy. Whether the terrorist activities in the future and the actions of the United States and its allies in combating terrorism on a worldwide basis will adversely impact the Company and the extent of such impact is uncertain. Such economic deterioration could adversely affect the Company's future results of operations by, among other matters, reducing the demand for loans and other products and services offered by the Company, increasing nonperforming loans and the amounts reserved for loan and lease losses, and causing a decline in the Company's stock price.

### Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

The information required by Item 7A of Form 10-K is contained in the "Market Risk Management" section of Item 7-"Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 37-38.

### Item 8. Financial Statements and Supplementary Data.

#### INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

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Report of Independent Registered Public Accounting Firm	44
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Consolidated Statement of Changes in Shareholders' Equity for the Years Ended December 31, 2006, 2005 and 2004	47
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All schedules have been omitted since the required information is not present in amounts sufficient to require submission of the schedule or because the information required is included in the Consolidated Financial Statements or notes thereto.

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### REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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The Shareholders and Board of Directors  
American River Bankshares

We have audited the accompanying consolidated balance sheet of American River Bankshares and subsidiaries (the "Company") as of December 31, 2006 and 2005 and the related consolidated statements of income, changes in shareholders' equity and cash flows for each of the years in the three-year period ended December 31, 2006. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of American River Bankshares and subsidiaries as of December 31, 2006 and 2005, and the consolidated results of their operations and their consolidated cash flows for each of the years in the three-year period ended December 31, 2006, in conformity with accounting principles generally accepted in the United States of America.

We have also audited in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of the Company's internal control over financial reporting as of December 31, 2006, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 7, 2007 expressed an unqualified opinion on management's assessment of the effectiveness of the Company's internal control over financial reporting and an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ Perry-Smith LLP

Sacramento, California  
March 7, 2007

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## AMERICAN RIVER BANKSHARES AND SUBSIDIARIES

### CONSOLIDATED BALANCE SHEET

December 31, 2006 and 2005  
(Dollars in thousands)

	2006	2005
	-----	-----
<b>ASSETS</b>		
Cash and due from banks	\$ 25,352	\$ 34,825
Federal funds sold		1,250
	-----	-----
Total cash and cash equivalents	25,352	36,075
Interest-bearing deposits in banks	4,951	4,844
Investment securities (Note 5):		
Available for sale, at fair value	104,209	124,189
Held to maturity, at amortized cost	44,031	45,012
Loans and leases, less allowance for loan and lease losses of \$5,874 in 2006 and \$5,679 in 2005 (Notes 6, 12 and 17)	382,993	365,571
Premises and equipment, net (Note 7)	1,846	2,090
Federal Home Loan Bank stock	3,071	2,608
Accounts receivable servicing receivables, net (Note 8)	2,581	2,000
Goodwill (Notes 3 and 4)	16,321	16,321
Intangible assets (Notes 3 and 4)	1,501	1,831
Accrued interest receivable and other assets (Notes 11 and 16)	17,147	12,222
	-----	-----
	\$ 604,003	\$ 612,763
	=====	=====
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Deposits:		
Noninterest bearing	\$ 160,574	\$ 164,397
Interest bearing (Note 9)	333,301	336,309
	-----	-----
Total deposits	493,875	500,706
Short-term borrowings (Note 10)	37,270	39,386
Long-term borrowings (Note 10)	5,000	4,270
Accrued interest payable and other liabilities (Note 16)	5,487	5,655
	-----	-----
Total liabilities	541,632	550,017
	-----	-----
Commitments and contingencies (Note 12)		
Shareholders' equity (Notes 13 and 14):		
Common stock - no par value; 20,000,000 shares authorized; issued and outstanding - 5,657,346 shares in 2006 and 5,604,479 shares in 2005	48,246	47,474
Retained earnings	14,690	16,029
Accumulated other comprehensive loss, net of taxes (Notes 5 and 18)	(565)	(757)
	-----	-----
Total shareholders' equity	62,371	62,746
	-----	-----

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\$ 604,003      \$ 612,763  
 =====

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

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AMERICAN RIVER BANKSHARES AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF INCOME

For the Years Ended December 31, 2006, 2005 and 2004  
 (Dollars in thousands, except per share data)

	2006	2005
	-----	-----
Interest income:		
Interest and fees on loans and leases	\$ 31,081	\$ 26,536
Interest on Federal funds sold	19	90
Interest on deposits in banks	241	188
Interest and dividends on investment securities:		
Taxable	5,545	5,436
Exempt from Federal income taxes	1,034	931
Dividends	34	32
	-----	-----
Total interest income	37,954	33,213
	-----	-----
Interest expense:		
Interest on deposits (Note 9)	8,677	5,646
Interest on borrowings (Note 10)	2,211	1,105
	-----	-----
Total interest expense	10,888	6,751
	-----	-----
Net interest income	27,066	26,462
	-----	-----
Provision for loan and lease losses (Note 6)	320	322
	-----	-----
Net interest income after provision for loan and lease losses	26,746	26,140
	-----	-----
Noninterest income:		
Service charges	783	672
Gain on sale of available-for-sale investment securities (Note 5)	1	48
Other income (Note 15)	1,659	1,609
	-----	-----
Total noninterest income	2,443	2,329
	-----	-----
Noninterest expense:		
Salaries and employee benefits (Notes 6 and 16)	7,816	6,958
Occupancy (Notes 7 and 12)	1,384	1,229
Furniture and equipment (Notes 7 and 12)	812	918
Loss on sale of available-for-sale investment securities		



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(Note 5)			
Other expense (Note 15)	4,376	4,388	
	-----	-----	---
Total noninterest expense	14,388	13,493	
	-----	-----	---
Income before provision for income taxes	14,801	14,976	
Provision for income taxes (Note 11)	5,739	5,792	
	-----	-----	---
Net income	\$ 9,062	\$ 9,184	\$
	=====	=====	===
Basic earnings per share (Note 13)	\$ 1.56	\$ 1.56	\$
	=====	=====	===
Diluted earnings per share (Note 13)	\$ 1.53	\$ 1.53	\$
	=====	=====	===
Cash dividends per share of issued and outstanding common stock, adjusted for stock dividends	\$ 0.58	\$ 0.51	\$
	=====	=====	===

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

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AMERICAN RIVER BANKSHARES AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

For the Years Ended December 31, 2006, 2005 and 2004  
(Dollars in thousands)

	Common Stock		Retained	Accumulated
	Shares	Amount	Earnings	Other Comprehensive Income (Net of Tax)
	-----	-----	-----	-----
Balance, January 1, 2004	4,055,260	\$ 16,693	\$ 17,900	\$
Comprehensive income (Note 18):				
Net income			5,827	
Other comprehensive loss, net of tax:				
Net change in unrealized gains on available-for-sale investment securities				
Total comprehensive income				
Stock issued in acquisition (Note 3)	775,548	18,284		
Cash dividend (\$.40 per share)			(2,044)	
5% stock dividend	252,392	5,805	(5,805)	

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Stock options exercised	263,446	1,959		
Retirement of common stock (Note 13)	(31,914)	(184)		
	-----	-----	-----	-----
Balance, December 31, 2004	5,314,732	42,557	15,878	
Comprehensive income (Note 18):				
Net income			9,184	
Other comprehensive loss, net of tax:				
Net change in unrealized gains on available-for-sale investment securities				
Total comprehensive income				
Cash dividend (\$.51 per share)			(3,012)	
Fractional shares redeemed	(1)	(32)		
5% stock dividend	266,801	6,021	(6,021)	
Stock options exercised	113,309	945		
Retirement of common stock (Note 13)	(90,362)	(2,017)		
	-----	-----	-----	-----
Balance, December 31, 2005	5,604,479	47,474	16,029	
Cumulative effect of adopting Staff Accounting Bulletin No. 108, net of taxes (Note 2)			(214)	
Comprehensive income (Note 18):				
Net income			9,062	
Other comprehensive income, net of tax:				
Net change in unrealized losses on available-for-sale investment securities				
Total comprehensive income				
Cash dividend (\$.58 per share)			(3,332)	
Fractional shares redeemed for stock dividend			(21)	
5% stock dividend	268,346	6,834	(6,834)	
Stock options exercised	43,162	441		
Stock option compensation (Note 13)		221		
Retirement of common stock (Note 13)	(258,641)	(6,724)		
	-----	-----	-----	-----
Balance, December 31, 2006	5,657,346	\$ 48,246	\$ 14,690	\$
	=====	=====	=====	=====

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

AMERICAN RIVER BANKSHARES AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CASH FLOWS

For the Years Ended December 31, 2006, 2005 and 2004  
(Dollars in thousands)

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	2006	2005
	-----	-----
Cash flows from operating activities:		
Net income	\$ 9,062	\$ 9
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Provision for loan and lease losses	320	
Decrease in deferred loan and lease origination fees, net	(7)	
Depreciation and amortization	951	1
Amortization of investment security premiums and discounts, net	659	1
Provision for accounts receivable servicing receivable allowance for losses	11	
(Gain) loss on sale of available-for-sale investment securities	(1)	
Gain on life insurance death benefit		
Increase in cash surrender value of life insurance policies	(192)	
Provision for deferred income taxes	653	
Stock option compensation expense	221	
(Increase) decrease in accrued interest receivable and other assets	(948)	
(Decrease) increase in accrued interest payable and other liabilities	(525)	(12)
	-----	-----
Net cash provided by (used in) operating activities	10,204	(1)
	-----	-----
Cash flows from investing activities:		
Cash acquired in acquisition		
Proceeds from the sale of available-for-sale investment securities	3,259	6
Proceeds from called available-for-sale investment securities	400	
Proceeds from matured available-for-sale investment securities	21,150	20
Proceeds from matured held-to-maturity investment securities		
Purchases of available-for-sale investment securities	(7,275)	(41)
Purchases of held-to-maturity investment securities	(9,489)	(16)
Proceeds from principal repayments for available-for-sale mortgage-backed securities	2,275	3
Proceeds from principal repayments for held-to-maturity mortgage-backed securities	10,305	12
Net (increase) decrease in interest-bearing deposits in banks	(107)	1
Net increase in loans and leases	(17,733)	(13)
Net (increase) decrease in accounts receivable servicing receivables	(592)	
Purchases of equipment	(379)	
Death benefit from life insurance policy		
Purchase of single premium life insurance policies	(4,432)	
Net increase in FHLB stock	(463)	
	-----	-----
Net cash used in investing activities	(3,081)	(28)
	-----	-----

(Continued)

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## AMERICAN RIVER BANKSHARES AND SUBSIDIARIES

### CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

For the Years Ended December 31, 2006, 2005 and 2004  
(Dollars in thousands)

	2006	2005
Cash flows from financing activities:		
Net (decrease) increase in demand, interest-bearing and savings deposits	\$ (19,768)	\$ 12
Net increase (decrease) in time deposits	12,937	12
Increase (decrease) in long-term borrowings	730	(5)
(Decrease) increase in short-term borrowings	(2,116)	14
Exercise of stock options, including tax benefit	441	
Cash paid to repurchase common stock	(6,724)	(2)
Payment of cash dividends	(3,325)	(2)
Cash paid for fractional shares	(21)	
	(17,846)	30
Net cash (used in) provided by financing activities	(17,846)	30
	(10,723)	
(Decrease) increase in cash and cash equivalents	(10,723)	
Cash and cash equivalents at beginning of year	36,075	35
	25,352	36
Cash and cash equivalents at end of year	\$ 25,352	\$ 36
	10,815	6
Supplemental disclosure of cash flow information:		
Cash paid during the year for:		
Interest expense	\$ 10,815	\$ 6
Income taxes	\$ 6,665	\$ 5
Non-cash investing activities:		
Net change in unrealized loss (gain) on available-for-sale investment securities	\$ 322	\$ (2)
Non-cash financing activities:		
Dividends declared and unpaid	\$ 848	\$
Adjustments to goodwill		\$
Cumulative effect of adopting SAB 108, net of taxes	\$ 214	
Supplemental schedule related to acquisition (Notes 3 and 4):		
Deposits		
Other liabilities		
Payable to Bank of Amador shareholders		
Interest bearing deposits in banks		
Available-for-sale investment securities		
Loans, net		
Premise and equipment		
Intangible assets		
Other assets		
Stock issued		

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Cash acquired

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

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## AMERICAN RIVER BANKSHARES AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

#### 1. THE BUSINESS OF THE COMPANY

American River Bankshares (the "Company") was incorporated under the laws of the State of California in 1995 under the name of American River Holdings and changed its name in 2004 to American River Bankshares. As a bank holding company, the Company is authorized to engage in the activities permitted under the Bank Holding Company Act of 1956, as amended, and regulations thereunder. As a community oriented bank holding company, the principal communities served are located in Sacramento, Placer, Yolo, El Dorado, Amador, and Sonoma counties.

The Company owns 100% of the issued and outstanding common shares of its banking subsidiary, American River Bank (ARB). ARB was incorporated in 1983. ARB accepts checking and savings deposits, offers money market deposit accounts and certificates of deposit, makes secured and unsecured commercial, secured real estate, and other installment and term loans and offers other customary banking services. ARB operates six banking offices in Sacramento and Placer counties, three banking offices in Sonoma County under the name North Coast Bank (NCB), a division of ARB, and three banking offices in Amador County under the name Bank of Amador, a division of ARB.

On December 3, 2004, the Company acquired Bank of Amador located in Jackson, California (more fully described in Note 3). Bank of Amador was merged with and into ARB and now operates as Bank of Amador, a division of ARB. The merger transaction was accounted under the purchase method of accounting and accordingly the results of their operations have been included in the consolidated financial statements since the date of acquisition.

The Company also owns one inactive subsidiary, American River Financial.

The deposits of ARB are insured by the Federal Deposit Insurance Corporation (the "FDIC") up to applicable legal limits. ARB does not offer trust services or international banking services and does not plan to do so in the near future.

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

General  
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The accounting and reporting policies of the Company and its subsidiaries conform with accounting principles generally accepted in the United States of America and prevailing practices within the

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financial services industry.

### Reclassifications

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Certain reclassifications have been made to prior years' balances to conform to classifications used in 2006.

### Principles of Consolidation

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The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All material intercompany transactions and accounts have been eliminated in consolidation.

### Use of Estimates

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The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

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## AMERICAN RIVER BANKSHARES AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Cash and Cash Equivalents

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For the purpose of the statement of cash flows, cash and due from banks and Federal funds sold are considered to be cash equivalents. Generally, Federal funds are sold for one-day periods.

##### Investment Securities

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Investments are classified into the following categories:

- o Available-for-sale securities, reported at fair value, with unrealized gains and losses excluded from earnings and reported, net of taxes, as accumulated other comprehensive income (loss) within shareholders' equity.
- o Held-to-maturity securities, which management has the positive intent and ability to hold to maturity, reported at amortized cost, adjusted for the accretion of discounts and amortization of premiums.

Management determines the appropriate classification of its investments at the time of purchase and may only change the classification in certain limited circumstances. All transfers between categories are accounted for at fair value.

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Gains or losses on the sale of investment securities are computed on the specific identification method. Interest earned on investment securities is reported in interest income, net of applicable adjustments for accretion of discounts and amortization of premiums. In addition, unrealized losses that are other than temporary are recognized in earnings for all investments.

Investment securities are evaluated for impairment on at least a quarterly basis and more frequently when economic or market conditions warrant such an evaluation to determine whether a decline in their value is other than temporary. Management utilizes criteria such as the magnitude and duration of the decline and the intent and ability of the Company to retain its investment in the securities for a period of time sufficient to allow for an anticipated recovery in fair value, in addition to the reasons underlying the decline, to determine whether the loss in value is other than temporary. The term "other than temporary" is not intended to indicate that the decline is permanent, but indicates that the prospects for a near-term recovery of value is not necessarily favorable, or that there is a lack of evidence to support a realizable value equal to or greater than the carrying value of the investment. Once a decline in value is determined to be other than temporary, the value of the security is reduced and a corresponding charge to earnings is recognized.

### Federal Home Loan Bank Stock

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Investments in Federal Home Loan Bank (FHLB) stock are carried at cost and are redeemable at par with certain restrictions. Investments in FHLB stock are necessary to participate in FHLB programs.

### Loans and Leases

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Loans and leases are reported at the principal amounts outstanding, adjusted for unearned income, deferred loan origination fees and costs, purchase premiums and discounts, write-downs and the allowance for loan and lease losses. Loan and lease origination fees, net of certain deferred origination costs, and purchase premiums and discounts are recognized as an adjustment to the yield of the related loans and leases.

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## AMERICAN RIVER BANKSHARES AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Loans and Leases (Continued)

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The accrual of interest on loans and leases is discontinued when, in the opinion of management, there is an indication that the borrower may be unable to meet payments as they become due. Upon such discontinuance, all unpaid accrued interest is reversed against current income unless the loan or lease is well secured and in the process of collection. Interest received on nonaccrual loans and leases is either applied against principal or reported as interest income, according to

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management's judgment as to the collectibility of principal. Generally, loans and leases are restored to accrual status when the obligation is brought current and has performed in accordance with the contractual terms for a reasonable period of time and the ultimate collectibility of the total contractual principal and interest is no longer in doubt.

Direct financing leases are carried net of unearned income. Income from leases is recognized by a method that approximates a level yield on the outstanding net investment in the lease.

### Loan Sales and Servicing

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Included in the portfolio are Small Business Administration (SBA) loans and Farmer Mac guaranteed loans that may be sold in the secondary market. At the time the loan is sold, the related right to service the loan is either retained, with the Company earning future servicing income, or released in exchange for a one-time servicing-released premium. A portion of this premium may be required to be refunded if the borrower defaults or the loan prepays within ninety days of the settlement date. There were no sales of loans subject to these recourse provisions at December 31, 2006, 2005 and 2004. Loans subsequently transferred to the loan portfolio are transferred at the lower of cost or market value at the date of transfer. Any difference between the carrying amount of the loan and its outstanding principal balance is recognized as an adjustment to yield by the interest method. There were no loans held for sale at December 31, 2006 and 2005.

SBA and Farmer Mac loans with unpaid balances of \$1,218,000 and \$1,609,000 were being serviced for others as of December 31, 2006 and 2005, respectively. The Company also serviced loans that are participated with other financial institutions totaling \$11,642,000 and \$20,911,000 as of December 31, 2006 and 2005, respectively.

Servicing rights acquired through 1) a purchase or 2) the origination of loans which are sold or securitized with servicing rights retained are recognized as separate assets or liabilities. Servicing assets or liabilities are recorded at the difference between the contractual servicing fees and adequate compensation for performing the servicing, and are subsequently amortized in proportion to and over the period of the related net servicing income or expense. Servicing assets are periodically evaluated for impairment. Servicing assets were not considered material for disclosure purposes.

### Allowance for Loan and Lease Losses

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The allowance for loan and lease losses is maintained to provide for probable losses related to impaired loans and leases and other probable losses on loans and leases identified by management as doubtful, substandard and special mention, as well as losses that can be expected to occur in the normal course of business related to currently performing loans and leases. The determination of the allowance is based on estimates made by management, to include consideration of the character of the loan and lease portfolio including concentrations, types of lending, specifically identified problem loans and leases, inherent risk of loss in the portfolio taken as a whole and economic conditions in the Company's service areas.



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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Allowance for Loan and Lease Losses (Continued)

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The methodology for evaluating the adequacy of the allowance for loan and lease losses has two basic elements: first, the identification of impaired loans and the measurement of impairment for each individual loan identified; and second, a method for estimating a general allowance for loan and lease losses.

A loan or lease is considered impaired when it is probable that all contractual principal and interest payments due will not be collected in accordance with the terms of the loan or lease agreement. Impairment on individually identified loans or leases that are not collateral dependent is measured based on the present value of expected future cash flows discounted at each loan or lease's original effective interest rate. For loans that are collateral dependent, impairment is measured based on the fair value of the collateral less estimated selling costs.

In estimating the general allowance for loan and lease losses, the balance of the loan portfolio is grouped into segments that have common characteristics, such as loan type, collateral type or risk rating. Loans typically segregated by risk rating are those that have been assigned ratings (using regulatory definitions) of special mention, substandard and doubtful. Loans graded loss are generally charged off immediately.

For each general allowance portfolio segment, loss factors are applied to calculate the required allowance. These loss factors are based upon historical loss rates adjusted for qualitative factors representing other significant factors affecting loan portfolio including economic factors, credit policy and underwriting, management and staff effectiveness, trends in delinquencies and losses, and concentrations.

The Company's Loan Committee reviews the adequacy of the allowance for loan and lease losses at least quarterly, to include consideration of the relative risks in the portfolio and current economic conditions. The allowance is adjusted based on that review if, in the judgment of the Loan Committee and management, changes are warranted.

The allowance is established through a provision for loan and lease losses which is charged to expense. Additions to the allowance are expected to maintain the adequacy of the total allowance after credit losses and loan and lease growth. Though management believes the allowance for loan and lease losses to be adequate, ultimate losses may vary from their estimates. In addition, the Federal Reserve Bank and California Department of Financial Institutions, as an integral part of their examination process, review the allowance for loan and lease losses. These agencies may require additions to the allowance for loan and lease losses based on their judgment about information available at the time of their examinations.

Other Real Estate

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Other real estate includes real estate acquired in full or partial settlement of loan obligations. When property is acquired, any excess of the recorded investment in the loan balance and accrued interest income over the estimated fair market value of the property less estimated selling costs is charged against the allowance for loan and lease losses. A valuation allowance for losses on other real estate is maintained to provide for temporary declines in value. The allowance is established through a provision for losses on other real estate which is included in other expenses. Subsequent gains or losses on sales or writedowns resulting from permanent impairments are recorded in other income or expense as incurred. There was no other real estate held by the Company at December 31, 2006 and 2005.

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### AMERICAN RIVER BANKSHARES AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Premises and Equipment -----

Premises and equipment are carried at cost. Depreciation is determined using the straight-line method over the estimated useful lives of the related assets. The useful life of the building and improvements is forty years. The useful lives of furniture, fixtures and equipment are estimated to be three to ten years. Leasehold improvements are amortized over the life of the asset or the term of the related lease, whichever is shorter. When assets are sold or otherwise disposed of, the cost and related accumulated depreciation or amortization are removed from the accounts, and any resulting gain or loss is recognized in income for the period. The cost of maintenance and repairs is charged to expense as incurred. Impairment of long-lived assets is evaluated by management based upon an event or changes in circumstances surrounding the underlying assets which indicate long-lived assets may be impaired.

##### Goodwill and Intangible Assets -----

Business combinations involving the Company's acquisition of equity interests or net assets of another enterprise or the assumption of net liabilities in an acquisition of branches constituting a business may give rise to goodwill. Goodwill represents the excess of the cost of an acquired entity over the net of the amounts assigned to assets acquired and liabilities assumed in transactions accounted for under the purchase method of accounting. The value of goodwill is ultimately derived from the Company's ability to generate net earnings after the acquisition and is not deductible for tax purposes. A decline in net earnings could be indicative of a decline in the fair value of goodwill and result in impairment. For that reason, goodwill is assessed for impairment at least annually.

Intangible assets are comprised of core deposit intangibles which represent the estimated fair value of the long-term deposit relationships that were assumed when the Company acquired Bank of Amador. Core deposit intangibles are amortized using a method that approximates the expected run-off of the deposit base, which, in this case, is eight years. Management evaluates the recoverability and

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remaining useful life annually to determine whether events or circumstances warrant a revision to the intangible assets or the remaining amortization period.

### Income Taxes

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The Company files its income taxes on a consolidated basis with its subsidiaries. The allocation of income tax expense (benefit) represents each entity's proportionate share of the consolidated provision for income taxes.

The Company accounts for income taxes using the balance sheet method, under which deferred tax assets and liabilities are recognized for the tax consequences of temporary differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment. On the consolidated balance sheet, net deferred tax assets are included in accrued interest receivable and other assets.

### Comprehensive Income

-----

Comprehensive income is reported in addition to net income for all periods presented. Comprehensive income is a more inclusive financial reporting methodology that includes disclosure of other comprehensive income (loss) that historically has not been recognized in the calculation of net income. Unrealized gains and losses on the Company's available-for-sale investment securities are included in other comprehensive income (loss), adjusted for realized gains or losses included in net income. Total comprehensive income and the components of accumulated other comprehensive income (loss) are presented in the consolidated statement of changes in shareholders' equity.

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## AMERICAN RIVER BANKSHARES AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Earnings Per Share

-----

Basic earnings per share (EPS), which excludes dilution, is computed by dividing income available to common shareholders by the weighted-average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock, such as stock options, result in the issuance of common stock which shares in the earnings of the Company. The treasury stock method has been applied to determine the dilutive effect of stock options in computing diluted EPS. EPS is retroactively adjusted for stock splits and stock dividends for all periods presented.

### Stock-Based Compensation

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At December 31, 2006, the Company has two stock-based compensation

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plans, which are described more fully in Note 13. Prior to January 1, 2006, the Company accounted for the plans under the recognition and measurement provisions of Accounting Principles Board ("APB") Opinion No. 25, Accounting for Stock Issued to Employees, and related Interpretations, as permitted by Financial Accounting Standards Board ("FASB") Statement No. 123, Accounting for Stock-Based Compensation, and FASB Statement No. 148, Accounting for Stock-Based Compensation - Transition and Disclosure. No stock-based employee compensation cost was recognized for options granted for the years ended December 31, 2005 and 2004 in the consolidated statement of income, as all options granted under the plans had an exercise price equal to the market value of the underlying common stock on the date of grant. Effective January 1, 2006, the Company adopted the fair value recognition provisions of FASB Statement No. 123(R), Share-Based Payment, using the modified prospective transition method. Under that transition method, compensation cost recognized in fiscal year 2006 includes: (a) compensation cost for all share-based payments vesting during 2006 that were granted prior to, but not yet vested as of January 1, 2006 based on the grant-date fair value estimated in accordance with the original provisions of Statement No. 123, and (b) compensation cost for all share-based payments vesting during 2006 that were granted subsequent to January 1, 2006, based on the grant-date fair value estimated in accordance with the provisions of Statement No. 123(R). Results for prior periods have not been restated and there was no one-time effect resulting from the adoption of FASB Statement No. 123(R). Compensation expense, net of related tax benefits, recorded in 2006 as a result of applying this accounting standard totaled \$184,000, or \$.03 per diluted share. Compensation expense is recognized over the vesting period on a straight line accounting basis.

The Company followed the alternative transition method allowed under FAS 123R-3, Transition Election Related to Accounting for Tax Effects of Share-Based Payment Awards ("FSP 123R-3") which provides for a simplified method to establish the beginning balance of the additional paid-in capital pool ("APIC pool") related to the tax effects of employee share-based compensation.

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### AMERICAN RIVER BANKSHARES AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Stock-Based Compensation (Continued)

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The following table illustrates the effect on net income and earnings per share as if the Company had applied the fair value recognition provisions of FASB Statement No. 123 to stock-based compensation for the years ended December 31, 2005 and 2004. Pro forma adjustments to the Company's consolidated net income and earnings per share are disclosed during the years in which the options become vested (dollars in thousands, except per share data).

Year En

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2005

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	-----	(Dolla
		excep
Net income, as reported	\$	9,1
Add: Stock-based compensation expense included in reported net income, net of tax effect		
Deduct: Total stock-based compensation expense determined under the fair value based method for all awards, net of related tax effects		(
	-----	
Pro forma net income	\$	9,0
	=====	
Basic earnings per share - as reported	\$	1.
Basic earnings per share - pro forma	\$	1.
Diluted earnings per share - as reported	\$	1.
Diluted earnings per share - pro forma	\$	1.

The fair value of each option award is estimated on the date of grant using a Black-Scholes-Merton based option valuation model that uses the assumptions noted in the following table. Because Black-Scholes-Merton based option valuation models incorporate ranges of assumptions for inputs, those ranges are disclosed. Expected volatilities are based on historical volatility of the Company's stock and other factors. The Company uses historical data to estimate option exercise and employee termination with the valuation model. The expected term of options granted is derived from guidance provided in the Securities and Exchange Commissions' Staff Accounting Bulletin No. 107 and represents the period of time that options granted are expected to be outstanding. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

	2006	2005
	-----	-----
Dividend yield	2.16%	2.27% to 2.7
Expected volatility	29.6%	30.3% to 31.
Risk-free interest rate	4.68%	3.96% to 4.0
Expected option life in years	7	7
Weighted average fair value of options granted during the year	\$8.34	\$5.92

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AMERICAN RIVER BANKSHARES AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Continued)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Stock-Based Compensation (Continued)

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The following is a summary of stock option information as of or for the year ended December 31, 2006, 2005 and 2004:

	2006	2005	2004
	(Dollars in thousands)		
Total intrinsic value of options exercised	\$ 791	\$ 2,062	\$ 4
Aggregate cash received for option exercises	\$ 292	\$ 476	\$ 1
Total compensation cost (included in noninterest expense)	\$ 221		
Tax benefit recognized	\$ 37		
Net compensation cost	\$ 184		
Total compensation cost for nonvested awards not yet recognized	\$ 828		
Weighted average years to be recognized	2.4		

### Cumulative Effect of Adopting Staff Accounting Bulletin No. 108

---

In September 2006, the SEC ("SEC") issued Staff Accounting Bulletin ("SAB") No. 108 Considering the Effects of Prior Year Misstatements When Quantifying Misstatements in Current Year Financial Statements, which provides interpretive guidance on how registrants should quantify financial statement misstatements. Under SAB 108 registrants are required to consider both a "rollover" method which focuses primarily on the income statement impact of misstatements and the "iron curtain" method which focuses primarily on the balance sheet impact of misstatements. The transition provisions of SAB 108 permit a registrant to adjust retained earnings for the cumulative effect of immaterial errors relating to prior years. The Company was required to adopt SAB 108 in the fourth quarter of 2006.

Historically, the Company evaluated uncorrected differences utilizing the rollover approach. Management believes that the impact of errors related to unrecorded compensated absences was immaterial to prior fiscal years under the rollover method. Under SAB 108 management must assess materiality using both the rollover method and the iron-curtain method. Under the iron-curtain method, the cumulative effect of unrecorded compensated absences is material to the Company's 2006 financial statements and, therefore, management has recorded an adjustment to decrease the opening 2006 retained earnings balance in the amount of \$214,000, increase other liabilities in the amount of \$350,000 and increase deferred tax assets by \$136,000 in accordance with the implementation guidance in SAB 108.

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AMERICAN RIVER BANKSHARES AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Continued)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impact of New Financial Accounting Standards

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Accounting for Uncertainty in Income Taxes

In July 2006, the FASB issued Financial Accounting Standards Interpretation No. 48, Accounting for Uncertainty in Income Taxes - an Interpretation of FASB Statement 109 (FIN 48). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in a company's financial statements in accordance with FASB Statement No. 109, Accounting for Income Taxes. FIN 48 also prescribes a recognition threshold and measurement standard for the financial statement recognition and measurement of an income tax position taken or expected to be taken in a tax return. In addition, FIN 48 provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

The Company presently recognizes income tax positions based on management's estimate of whether it is reasonably possible that a liability has been incurred for unrecognized income tax benefits by applying FASB Statement No.5, Accounting for Contingencies.

The provisions of FIN 48 will be effective for the Company on January 1, 2007 and are to be applied to all tax positions upon initial application of this standard. Only tax positions that meet the more-likely-than-not recognition threshold at the effective date may be recognized or continue to be recognized upon adoption.

The cumulative effect of applying the provisions of FIN 48 will be reported as an adjustment to the opening balance of retained earnings for the fiscal year of adoption. Management does not expect the adoption of FIN 48 to have a material impact on the Company's financial position or results of operations.

Fair Value Measurements

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157 (SFAS 157), Fair Value Measurements. This statement defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within that fiscal year. Management is in the process of evaluating the impact of adopting this statement.

3. MERGER TRANSACTION WITH BANK OF AMADOR

On December 3, 2004, the Company completed an acquisition of Bank of Amador (BNKA) through a merger and tax-free reorganization. The Company acquired BNKA and merged BNKA with and into ARB. The acquisition was completed because the Board of Directors and management of both organizations believed the combination would be in the best interests of shareholders of the Company and BNKA and that the combined companies could offer a broader array of services and products than each could offer on its own. Total consideration paid BNKA shareholders was determined through extensive negotiations supported by internal modeling, which management believed would result in earnings per share accretion to the Company's shareholders in 2005. These factors contributed to the purchase price which resulted in the recognition of goodwill.

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## AMERICAN RIVER BANKSHARES AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

#### 3. MERGER TRANSACTION WITH BANK OF AMADOR (Continued)

The following table summarizes the terms of the acquisition (dollars in thousands):

Shares of common stock issued		775,548
Value of common stock issued	\$	18,284
Cash paid to Bank of Amador shareholders	\$	12,730
Total consideration paid	\$	31,014

During 2005, goodwill was increased \$238,000 representing the final adjustments to the initial allocation of the purchase price.

The following supplemental pro forma information discloses selected financial information for the year ended December 31, 2004 as though the merger had been completed at the beginning of the year (dollars in thousands, except per share data):

Earnings as reported:		
Revenue	\$	25,031
Net income	\$	5,827
Basic EPS	\$	1.30
Diluted EPS	\$	1.24
Pro forma merger adjustments:		
Revenue	\$	6,905
Net income	\$	1,584
Pro forma earnings after merger adjustments:		
Revenue	\$	31,936
Net income	\$	7,411
Basic EPS	\$	1.42
Diluted EPS	\$	1.37

Pro forma net income for the year ended December 31, 2004 excludes nonrecurring charges of approximately \$2,086,000 on an after-tax basis, representing merger-related expenses and the cost of retiring outstanding stock options.

The estimated fair value of assets acquired and liabilities assumed at December 3, 2004 are as follows (dollars in thousands):

Cash and cash equivalents	\$	26,294
Interest-bearing deposits in banks		100
Available-for-sale investment securities		22,542
Gross loans		79,598
Allowance for loan and lease losses		(861)
Premises and equipment		226
Core deposit intangible		2,213
Goodwill		16,083
Other assets		4,544
		-----
Total assets acquired		150,739
		-----
Deposits		119,236
Other liabilities		489
		-----



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Total liabilities assumed	119,725
	-----
Purchase price	\$ 31,014
	=====

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AMERICAN RIVER BANKSHARES AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

4. GOODWILL AND OTHER INTANGIBLE ASSETS

At December 31, 2006 and 2005, goodwill totaled \$16,321,000. Goodwill is evaluated annually for impairment under the provisions of SFAS No. 142, Goodwill and Other Intangible Assets, and management determined that no impairment recognition was required for the years ended December 31, 2006 and 2005. Goodwill is not deductible for tax purposes.

Other intangible assets are comprised of core deposit intangibles totaling \$1,501,000 and \$1,831,000 at December 31, 2006 and 2005, respectively. Amortization included in other expense totaled \$330,000 and \$352,000 for the years ended December 31, 2006 and 2005, respectively. The remaining balance will be amortized over 5.9 years. Amortization expense for the next five years is estimated as follows (dollars in thousands):

Year Ending December 31, -----	
2007	\$ 308
2008	286
2009	264
2010	242
2011	219

5. INVESTMENT SECURITIES

The amortized cost and estimated fair value of investment securities at December 31, 2006 and 2005 consisted of the following (dollars in thousands):

Available-for-Sale

-----

		2006		
		-----	-----	-----
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	
	-----	-----	-----	-----
Debt securities:				
U.S. Government agencies	\$ 28,532		\$ (409)	\$
Mortgage-backed securities	33,930	\$ 9	(703)	

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Obligations of states and political subdivisions	41,115	407	(298)	
Corporate debt securities	1,005		(2)	
Equity securities:				
Corporate stock	584	50	(11)	
	-----	-----	-----	-----
	\$ 105,166	\$ 466	\$ (1,423)	\$
	=====	=====	=====	=====

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AMERICAN RIVER BANKSHARES AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Continued)

5. INVESTMENT SECURITIES (Continued)

Available-for-Sale (Continued)

-----

	2005			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	
	-----	-----	-----	-----
Debt securities:				
U.S. Government agencies	\$ 49,860		\$ (741)	\$
Mortgage-backed securities	37,065	\$ 31	(770)	
Obligations of states and political subdivisions	36,942	486	(322)	
Corporate debt securities	1,017		(3)	
Equity securities:				
Corporate stock	584	52	(12)	
	-----	-----	-----	-----
	\$ 125,468	\$ 569	\$ (1,848)	\$
	=====	=====	=====	=====

Net unrealized losses on available-for-sale investment securities totaling \$957,000 were recorded, net of \$392,000 in tax benefits, as accumulated other comprehensive loss within shareholders' equity at December 31, 2006. Proceeds and gross realized gains from the sale of available-for-sale investment securities for the year ended December 31, 2006 totaled \$3,259,000 and \$1,000, respectively. There were no transfers of available-for-sale investment securities during the year ended December 31, 2006.

Net unrealized losses on available-for-sale investment securities totaling \$1,279,000 were recorded, net of \$522,000 in tax benefits, as accumulated other comprehensive loss within shareholders' equity at December 31, 2005. Proceeds and gross realized gains from the sale of available-for-sale investment securities for the year ended December 31, 2005 totaled \$6,964,000 and \$48,000, respectively. There were no transfers of available-for-sale investment securities during the year ended December 31, 2005.

Proceeds and gross realized losses from the sale of available-for-sale

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investment securities for the year ended December 31, 2004 totaled \$5,019,000 and \$38,000, respectively.

### Held-to-Maturity

	2006			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	
Debt securities:				
Mortgage-backed securities	\$ 44,031	\$ 69	\$ (380)	\$
	=====	=====	=====	=====
	2005			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	
Debt securities:				
Mortgage-backed securities	\$ 45,012	\$ 60	\$ (414)	\$
	=====	=====	=====	=====

There were no sales or transfers of held-to-maturity investment securities for the years ended December 31, 2006, 2005 and 2004.

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### AMERICAN RIVER BANKSHARES AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

#### 5. INVESTMENT SECURITIES (Continued)

The amortized cost and estimated fair value of investment securities at December 31, 2006 by contractual maturity are shown below (dollars in thousands).

	Available-for-Sale	
	Amortized Cost	Estima Fair Valu
Within one year	\$ 17,505	\$ 17
After one year through five years	29,374	28
After five years through ten years	13,535	13
After ten years	10,238	10

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	-----	-----
	70,652	70
Investment securities not due at a single maturity date:		
Mortgage-backed securities	33,930	33
Corporate stock	584	
	-----	-----
	\$ 105,166	\$ 104
	=====	=====

Expected maturities will differ from contractual maturities because the issuers of the securities may have the right to call or prepay obligations with or without call or prepayment penalties.

Investment securities with amortized costs totaling \$62,347,000 and \$57,898,000 and estimated fair values totaling \$61,240,000 and \$56,901,000 were pledged to secure treasury tax and loan accounts, State Treasury funds on deposit, public agency and bankruptcy trustee deposits and borrowing arrangements (see Note 10) at December 31, 2006 and 2005, respectively.

Investment securities with unrealized losses at December 31, 2006 and 2005 are summarized and classified according to the duration of the loss period as follows (dollars in thousands):

	2006			
	Less than 12 Months		12 Months or More	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	-----	-----	-----	-----
Available-for-Sale				
-----				
Debt securities:				
U.S. Government agencies			\$ 28,123	\$
Mortgage-backed securities			32,150	
Obligations of states and political subdivisions	\$ 7,285	\$ (50)	16,650	
Corporate debt securities			1,003	
Corporate stock			239	
	-----	-----	-----	-----
	\$ 7,285	\$ (50)	\$ 78,165	\$ (1
	=====	=====	=====	=====

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5. INVESTMENT SECURITIES (Continued)

		2006			
		Less than 12 Months		12 Months or More	
		Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Held-to-Maturity					
-----					
Debt securities:					
	Mortgage-backed securities	\$ 2,250	\$ (7)	\$ 29,672	\$
		=====	=====	=====	=====
		2005			
		Less than 12 Months		12 Months or More	
		Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Available-for-Sale					
-----					
Debt securities:					
	U.S. Government agencies	\$ 29,344	\$ (368)	\$ 19,775	\$
	Mortgage-backed securities	16,779	(374)	16,619	
	Obligations of states and political sub-divisions	18,083	(212)	6,370	
	Corporate debt securities	1,014	(3)		
	Corporate stock			238	
		-----	-----	-----	-----
		\$ 65,220	\$ (957)	\$ 43,002	\$
		=====	=====	=====	=====
Held-to-Maturity					
-----					
Debt securities:					
	Mortgage-backed securities	\$ 30,753	\$ (344)	\$ 3,130	\$
		=====	=====	=====	=====

At December 31, 2006, the unrealized loss on the Company's investments in U.S. Government agencies, mortgage-backed securities and obligations of states and political sub-divisions is primarily driven by interest rates. Because the decline in market value is attributable to a change in interest rates and not credit quality, and because the Company has the ability and intent to hold these investments until recovery of fair

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value, which may be maturity, management does not consider these investments to be other-than-temporarily impaired.

At December 31, 2006, the unrealized loss on the Company's investments in corporate debt securities is related to two investments that are in a loss position of \$2,000 that have been evaluated by management for other-than-temporary impairment. Management believes it will be able to collect all amounts due according to the contractual terms of the underlying investment securities; therefore, management does not consider these investments to be other-than-temporarily impaired.

At December 31, 2006, the unrealized loss on the Company's investments in corporate stock is related to a single investment that is in a loss position of \$12,000 that has been evaluated by management for other-than-temporary impairment. The Company has the ability and intent to hold this investment until recovery of fair value; therefore, management does not consider this investment to be other-than-temporarily impaired.

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### AMERICAN RIVER BANKSHARES AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

#### 6. LOANS AND LEASES

Outstanding loans and leases are summarized as follows (dollars in thousands):

	December 31,	
	2006	2005
Real estate - commercial	\$ 175,643	\$ 154,500
Real estate - construction	90,314	103,048
Real estate - multi-family	3,618	3,767
Real estate - residential	8,689	4,680
Commercial	85,859	77,971
Lease financing receivable	6,375	7,967
Agriculture	7,362	8,129
Consumer	11,712	11,900
	389,572	371,962
Deferred loan and lease origination fees, net	(705)	(712)
Allowance for loan and lease losses	(5,874)	(5,679)
	\$ 382,993	\$ 365,571

Certain loans have been pledged to secure borrowing arrangements (see Note 10).

The components of the Company's leases receivable are summarized as

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follows (dollars in thousands):

	December 31,	
	2006	2005
Future lease payments receivable	\$ 6,883	\$ 8,470
Residual interests	226	275
Unearned income	(734)	(778)
	-----	-----
Net lease financing receivable	\$ 6,375	\$ 7,967
	=====	=====

Future lease payments receivable are as follows (dollars in thousands):

Year Ending December 31, -----	
2007	\$ 2,984
2008	2,059
2009	975
2010	461
2011	216
Thereafter	188
	-----
Total lease payments receivable	\$ 6,883
	=====

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AMERICAN RIVER BANKSHARES AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Continued)

6. LOANS AND LEASES (Continued)

Changes in the allowance for loan and lease losses were as follows  
(dollars in thousands):

	Year Ended December 31,		
	2006	2005	2004
Balance, beginning of year	\$ 5,679	\$ 5,496	\$ 3,949
Allowance acquired			861
Provision charged to operations	320	322	895
Losses charged to allowance	(150)	(206)	(269)
Recoveries	25	67	60

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Balance, end of year	\$ 5,874	\$ 5,679	\$ 5,496
	=====	=====	=====

At December 31, 2006 and 2005, nonaccrual loans and leases totaled \$65,000 and \$67,000, respectively. Interest foregone on nonaccrual loans for the years ended December 31, 2006, 2005 and 2004 was not material. There were no impaired loans at December 31, 2006 and 2005.

Salaries and employee benefits totaling \$1,183,000, \$1,395,000 and \$706,000 have been deferred as loan and lease origination costs for the years ended December 31, 2006, 2005 and 2004, respectively.

7. PREMISES AND EQUIPMENT

Premises and equipment consisted of the following (dollars in thousands):

	December 31,	
	2006	2005
	-----	-----
Land	\$ 206	\$ 206
Building and improvements	873	779
Furniture, fixtures and equipment	6,267	6,023
Leasehold improvements	1,141	1,133
	-----	-----
	8,487	8,141
Less accumulated depreciation and amortization	(6,641)	(6,051)
	-----	-----
	\$ 1,846	\$ 2,090
	=====	=====

Depreciation and amortization included in occupancy and furniture and equipment expense totaled \$623,000, \$672,000 and \$562,000 for the years ended December 31, 2006, 2005 and 2004, respectively.

8. ACCOUNTS RECEIVABLE SERVICING RECEIVABLES

The Company purchases existing accounts receivable on a discounted basis from selected merchants and assumes the related billing and collection responsibilities on a recourse basis. Accounts receivable servicing fees included in other income totaled \$372,000, \$356,000 and \$316,000 for the years ended December 31, 2006, 2005 and 2004, respectively. The valuation allowance for these receivables is not significant.



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### 9. INTEREST-BEARING DEPOSITS

Interest-bearing deposits consisted of the following (dollars in thousands):

	December 31,	
	2006	2005
Savings	\$ 36,893	\$ 37,711
Money market	122,765	133,443
NOW accounts	41,814	46,364
Time, \$100,000 or more	82,569	69,063
Other time	49,260	49,728
	-----	-----
	\$ 333,301	\$ 336,309
	=====	=====

Aggregate annual maturities of time deposits are as follows (dollars in thousands):

Year Ending December 31,	
-----	
2007	\$ 113,633
2008	6,736
2009	4,489
2010	1,770
2011	5,184
Thereafter	17
	-----
	\$ 131,829
	=====

Interest expense recognized on interest-bearing deposits consisted of the following (dollars in thousands):

	Year Ended December 31,		
	2006	2005	2004
	-----	-----	-----
Savings	\$ 242	\$ 150	\$ 56
Money market	3,074	2,164	1,057
NOW accounts	130	83	43
Time, \$100,000 or more	3,092	1,620	836
Other time	2,139	1,629	519
	-----	-----	-----
	\$ 8,677	\$ 5,646	\$ 2,511
	=====	=====	=====

### 10. BORROWING ARRANGEMENTS

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The Company has a total of \$53,000,000 in unsecured short-term borrowing arrangements to purchase Federal funds with four of its correspondent banks. There were no advances under the borrowing arrangements as of December 31, 2006 and 2005.

In addition, the Company has a line of credit available with the Federal Home Loan Bank which is secured by pledged mortgage loans (see Note 6) and investment securities (see Note 5). Borrowings may include overnight advances as well as loans with a term of up to thirty years. Advances totaling \$42,270,000 were outstanding from the Federal Home Loan Bank at December 31, 2006, bearing fixed interest rates ranging from 2.66% to 6.13% and maturing between January 3, 2007 and April 7, 2008. Advances totaling \$43,656,000 were outstanding from the Federal Home Loan Bank at December 31, 2005, bearing fixed interest rates ranging from 2.10% to 6.13% and maturing between January 3, 2006 and December 31, 2007. Amounts available under the borrowing arrangement with the Federal Home Loan Bank at December 31, 2006 and 2005 totaled \$87,091,000 and \$3,534,000, respectively.

The following table summarizes these borrowings (in thousands):

	December 31,			
	2006		2005	
	Amount	Weighted Average Rate	Amount	
Short-term portion of borrowings	\$ 37,270	5.08%	\$ 39,386	
Long-term borrowings	5,000	4.92%	4,270	
	\$ 42,270	5.06%	\$ 43,656	

Future minimum principal payments on outstanding borrowings are as follows (dollars in thousands):

Year Ending  
December 31,  
-----

2007  
2008

\$

\$

===

The Company has also been issued \$3,500,000 in letters of credit by the Federal Home Loan Bank which have been pledged to secure Local Agency Deposits. The letters of credit act as a guarantee of payment to certain third parties in accordance with specified terms and conditions. The letters of credit were not drawn upon in 2006 and management does not expect to draw upon these lines in the future.

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AMERICAN RIVER BANKSHARES AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Continued)

11. INCOME TAXES

The provision for income taxes for the years ended December 31, 2006, 2005, and 2004 consisted of the following (dollars in thousands):

	Federal	State	Total
	-----	-----	-----
2006			
-----			
Current	\$ 5,076	\$ 1,666	\$ 6,742
Deferred	(878)	(125)	(1,003)
	-----	-----	-----
Provision for income taxes	\$ 4,198	\$ 1,541	\$ 5,739
	=====	=====	=====
2005			
-----			
Current	\$ 4,706	\$ 1,508	\$ 6,214
Deferred	(481)	59	(422)
	-----	-----	-----
Provision for income taxes	\$ 4,225	\$ 1,567	\$ 5,792
	=====	=====	=====
2004			
-----			
Current	\$ 2,504	\$ 956	\$ 3,460
Deferred	(25)	(57)	(82)
	-----	-----	-----
Provision for income taxes	\$ 2,479	\$ 899	\$ 3,378
	=====	=====	=====

Deferred tax assets (liabilities) consisted of the following (dollars in thousands):

	December 31,	
	-----	-----
	2006	2005
	-----	-----
Deferred tax assets:		
Allowance for loan and lease losses	\$ 2,532	\$ 2,382
Future benefit of State tax deduction	580	506
Deferred compensation	1,172	517
Unrealized losses on available-for-sale investment securities	409	522
Other	237	167

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Total deferred tax assets	4,930	4,094
Deferred tax liabilities:		
Core deposit intangible	(682)	(819)
Investment market to market	(129)	(165)
Future liability of State deferred tax assets	(215)	(133)
Deferred loan costs	(438)	(430)
Federal Home Loan Bank stock dividends	(161)	(122)
Other		(10)
Total deferred tax liabilities	(1,625)	(1,679)
Net deferred tax assets	\$ 3,305	\$ 2,415

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AMERICAN RIVER BANKSHARES AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Continued)

11. INCOME TAXES (Continued)

The provision for income taxes differs from amounts computed by applying the statutory Federal income tax rate of 35.0% to income before income taxes. The significant items comprising these differences consisted of the following:

	Year Ended December 31,		
	2006	2005	2004
Federal income tax statutory rate	35.0%	34.0%	34.0%
State franchise tax, net of Federal tax effect	6.8%	6.9%	6.8%
Tax benefit of interest on obligations of states and political subdivisions	(2.2)%	(2.0)%	(1.9)%
Tax-exempt income from life insurance policies	(0.5)%	(0.4)%	(2.0)%
Stock option compensation expense	0.3%		
Other	(0.6)%	0.2%	0.0%
Effective tax rate	38.8%	38.7%	36.9%

12. COMMITMENTS AND CONTINGENCIES

Leases  
-----

The Company leases branch facilities, administrative offices and various equipment under noncancelable operating leases which expire on various dates through the year 2016. Certain of the leases have five

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year renewal options. Two of the branch facilities are leased from current or former members of the Company's Board of Directors (see Note 17).

Future minimum lease payments are as follows (dollars in thousands):

Year Ending  
December 31,  
-----

2007	\$	97
2008		1,08
2009		83
2010		65
2011		55
Thereafter		1,56
		-----
	\$	5,66
		=====

Rental expense included in occupancy, furniture and equipment expense totaled \$1,035,000, \$887,000 and \$718,000 for the years ended December 31, 2006, 2005 and 2004, respectively.

### Financial Instruments With Off-Balance-Sheet Risk

-----

The Company is a party to financial instruments with off-balance-sheet risk in the normal course of business in order to meet the financing needs of its customers and to reduce its exposure to fluctuations in interest rates. These financial instruments consist of commitments to extend credit and standby letters of credit. These instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized on the balance sheet.

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### AMERICAN RIVER BANKSHARES AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

#### 12. COMMITMENTS AND CONTINGENCIES (Continued)

##### Financial Instruments With Off-Balance-Sheet Risk (Continued)

The Company's exposure to credit loss in the event of nonperformance by the other party for commitments to extend credit and standby letters of credit is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments and standby letters of credit as it does for loans included on the consolidated balance sheet.

The following financial instruments represent off-balance-sheet credit risk (dollars in thousands):

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	December 31	
	2006	
Commitments to extend credit:		
Revolving lines of credit secured by 1-4 family residences	\$ 9,144	\$
Commercial real estate, construction and land development commitments secured by real estate	45,752	
Other unused commitments, principally commercial loans	59,686	
	\$ 114,582	\$
	=====	=====
Standby letters of credit	\$ 5,701	\$
	=====	=====

Real estate commitments are generally secured by property with a loan-to-value ratio of 65% to 75%. In addition, the majority of the Company's commitments have variable interest rates.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any conditions established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since some of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. Each client's creditworthiness is evaluated on a case-by-case basis. The amount of collateral obtained, if deemed necessary upon extension of credit, is based on management's credit evaluation of the borrower. Collateral held varies, but may include accounts receivable, inventory, equipment and deeds of trust on residential real estate and income-producing commercial properties.

Standby letters of credit are conditional commitments issued to guarantee the performance or financial obligation of a client to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loans to clients. The fair value of the liability related to these standby letters of credit, which represents the fees received for issuing the guarantees, was not significant at December 31, 2006 and 2005. The Company recognizes these fees as revenue over the term of the commitment or when the commitment is used.

### Significant Concentrations of Credit Risk

-----

The Company grants real estate mortgage, real estate construction, commercial, agricultural and consumer loans to clients throughout Sacramento, Placer, Yolo, Amador, El Dorado and Sonoma counties.

In management's judgment, a concentration exists in real estate-related loans which represented approximately 71% and 72% of the Company's loan portfolio at December 31, 2006 and 2005, respectively. Although management believes such concentrations to have no more than the normal risk of collectibility, a substantial decline in the economy in general, or a decline in real estate values in the Company's primary market areas in particular, could have an adverse impact on collectibility of these loans. However, personal and business income represent the primary source of repayment for a majority of these

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loans.

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AMERICAN RIVER BANKSHARES AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Continued)

12. COMMITMENTS AND CONTINGENCIES (Continued)

Correspondent Banking Agreements  
-----

The Company maintains funds on deposit with other federally insured financial institutions under correspondent banking agreements. Uninsured deposits totaled \$2,601,000 at December 31, 2006.

Contingencies  
-----

The Company is subject to legal proceedings and claims which arise in the ordinary course of business. In the opinion of management, the amount of ultimate liability with respect to such actions will not materially affect the consolidated financial position or results of operations of the Company.

13. SHAREHOLDERS' EQUITY

Earnings Per Share  
-----

A reconciliation of the numerators and denominators of the basic and diluted earnings per share computations is as follows (dollars and shares in thousands, except per share data):

For the Year Ended	Net Income	Weighted Average Number of Shares Outstanding	Per-Share Amount
December 31, 2006			
Basic earnings per share	\$ 9,062	5,801	\$ 1.56 =====
Effect of dilutive stock options		107	
Diluted earnings per share	\$ 9,062	5,908	\$ 1.53 =====
December 31, 2005			
Basic earnings per share	\$ 9,184	5,901	\$ 1.56 =====

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Effect of dilutive stock options		121	
	-----	-----	
Diluted earnings per share	\$ 9,184	6,022	\$ 1.53
	=====	=====	=====
December 31, 2004			
-----			
Basic earnings per share	\$ 5,827	4,952	\$ 1.18
			=====
Effect of dilutive stock options		226	
	-----	-----	
Diluted earnings per share	\$ 5,827	5,178	\$ 1.13
	=====	=====	=====

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AMERICAN RIVER BANKSHARES AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Continued)

13. SHAREHOLDERS' EQUITY (Continued)

Stock Option Plans

-----

In 2000 and 1995, the Board of Directors adopted stock option plans under which options may be granted to employees and directors under incentive and nonstatutory agreements. Both of these plans have been approved by the Company's shareholders. At December 31, 2006, grants outstanding combined with shares available for future grants totaled 637,040 shares under these plans. The plans require that the option price may not be less than the fair market value of the stock at the date the option is granted. The purchase price of exercised options is payable in full in cash or shares of the Company's common stock owned by the optionee at the time the option is exercised. The options expire on dates determined by the Board of Directors, but not later than ten years from the date of grant. Options vest ratably over a five year period. Outstanding options under the 1995 plan are exercisable until their expiration; however, no new options will be granted under this plan. The Plans do not provide for the settlement of awards in cash and new shares are issued upon the exercise of options.

A summary of the outstanding and vested stock option activity for the year ended December 31, 2006 is as follows:

	Outstanding		Nonvested	
	-----		-----	
		Weighted		
		Average		
		Exercise		
		Price		
	Shares	Per Share	Shares	
	-----	-----	-----	-----



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Balance, January 1, 2006	303,812	\$	12.59	136,446	\$
Options granted	67,926	\$	26.48	67,926	\$
Options vested				(33,037)	\$
Options exercised	(45,070)	\$	6.48		
Options expired or canceled	(386)	\$	19.44		
	-----			-----	
Balance, December 31, 2006	326,282	\$	16.32	171,335	\$
	=====			=====	

A summary of exercisable options as of December 31, 2006 is as follows:

Number of vested stock options		
Weighted average exercise price per share		\$
Aggregate intrinsic value		\$
Weighted average remaining contractual term in years		

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AMERICAN RIVER BANKSHARES AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Continued)

13. SHAREHOLDERS' EQUITY (Continued)

Stock Option Plans (Continued)

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A summary of options outstanding at December 31, 2006 follows:

Range of Exercise Prices	Number of Options Outstanding December 31, 2006	Weighted Average Remaining Contractual Life	Num Op Exer Dece
-----	-----	-----	-----
\$ 4.51	16,372	3.05 years	
\$ 4.78	11,807	1.75 years	
\$ 5.30	12,287	.35 years	
\$ 7.65	10,440	2.85 years	
\$ 7.82	9,212	2.05 years	
\$ 8.43	35,323	1.75 years	
\$ 12.87	40,235	6.25 years	
\$ 13.95	841	6.45 years	
\$ 18.50	56,922	7.35 years	
\$ 19.96	26,516	8.05 years	
\$ 20.10	38,401	8.65 years	
\$ 26.48	67,926	9.15 years	
	-----		
	326,282		
	=====		

Common Stock Repurchase Program

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On September 20, 2001, the Board of Directors of the Company authorized a stock repurchase program which calls for the repurchase of up to five percent (5%) annually of the Company's outstanding shares of common stock. The repurchases are to be made from time to time in the open market as conditions allow. The Board of Directors has reserved the right to suspend, terminate, modify or cancel this repurchase program at any time for any reason.

### Stock Dividend

-----

The Board of Directors declared 5% stock dividends on November 15, 2006, November 16, 2005 and December 16, 2004. All per share and stock option data included in the consolidated financial statements have been retroactively restated to reflect the stock dividends.

#### 14. REGULATORY MATTERS

##### Dividends

-----

Upon declaration by the Board of Directors of the Company, all shareholders of record will be entitled to receive dividends. The California Financial Code restricts the total dividend payment of any state banking association in any calendar year to the lesser of (1) the bank's retained earnings or (2) the bank's net income for its last three fiscal years, less distributions made to shareholders during the same three-year period. In addition, subject to prior regulatory approval, any state banking association may request an exception to this restriction. In 2006, ARB requested, and received approval for, a one-time payment of \$2,500,000. At December 31, 2006, ARB had \$223,000 in retained earnings available for dividend payments to the Company.

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## AMERICAN RIVER BANKSHARES AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

#### 14. REGULATORY MATTERS (Continued)

##### Dividends (Continued)

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The Company has paid quarterly cash dividends on its common stock since the first quarter of 2004; prior to that, the Company paid cash dividends twice a year since 1992. It is currently the intention of the Board of Directors of the Company to continue payment of cash dividends on a quarterly basis. In 2006, 2005 and 2004, the Company declared cash dividends in the amount of \$.58, \$.51 and \$.40, respectively, per common share. The amounts have been adjusted to reflect 5% stock dividends declared in 2006 and in 2005. There is no assurance, however, that any dividends will be paid in the future since they are subject to regulatory restrictions, and dependent upon earnings, financial condition and capital requirements of the Company and its subsidiaries.

##### Regulatory Capital

-----

The Company and ARB are subject to certain regulatory capital requirements administered by the Board of Governors of the Federal

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

Quantitative measures established by regulation to ensure capital adequacy require the Company and its banking subsidiary to maintain minimum amounts and ratios of total and Tier 1 capital to risk-weighted assets and of Tier 1 capital to average assets. Each of these components is defined in the regulations. Management believes that the Company and its banking subsidiary met all their capital adequacy requirements as of December 31, 2006 and 2005.

In addition, the most recent notifications from the FDIC categorized ARB as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, ARB must maintain minimum total risk-based, Tier 1 risk-based and Tier 1 leverage ratios as set forth below. There are no conditions or events since those notifications that management believes have changed the categories.

	Decem	
	----- 2006 -----	
	Amount	Ratio
	----- (dollars i	
Leverage Ratio		
-----		
American River Bankshares and Subsidiaries	\$ 45,114	7.8%
Minimum regulatory requirement	\$ 23,097	4.0%
American River Bank	\$ 45,842	8.0%
Minimum requirement for "Well-Capitalized" institution	\$ 28,825	5.0%
Minimum regulatory requirement	\$ 23,060	4.0%

AMERICAN RIVER BANKSHARES AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Continued)

14. REGULATORY MATTERS (Continued)

Regulatory Capital (Continued)

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	Decem	
	2006	
	Amount	Ratio
	(dollars i	
Tier 1 Risk-Based Capital Ratio		
-----		
American River Bankshares and Subsidiaries	\$ 45,114	10.3%
Minimum regulatory requirement	\$ 17,450	4.0%
American River Bank	\$ 45,842	10.5%
Minimum requirement for "Well-Capitalized" institution	\$ 26,087	6.0%
Minimum regulatory requirement	\$ 17,391	4.0%
Total Risk-Based Capital Ratio		
-----		
American River Bankshares and Subsidiaries	\$ 50,572	11.6%
Minimum regulatory requirement	\$ 34,932	8.0%
American River Bank	\$ 51,282	11.8%
Minimum requirement for "Well-Capitalized" institution	\$ 43,522	10.0%
Minimum regulatory requirement	\$ 34,818	8.0%

15. OTHER NONINTEREST INCOME AND EXPENSE

Other noninterest income consisted of the following (dollars in thousands):

	Yea
	2006
Merchant fee income	\$ 549
Accounts receivable servicing fees (Note 8)	372
Income from residential lending division	256
Bank owned life insurance	192
Gain on life insurance death benefit	290
Other	290
	-----
	\$ 1,659
	=====

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15. OTHER NONINTEREST INCOME AND EXPENSE (Continued)

Other noninterest expense consisted of the following  
(dollars in thousands):

	Year Ended December 31,		
	2006	2005	2004
Professional fees	\$ 778	\$ 732	\$ 478
Outsourced item processing	495	489	383
Telephone and postage	411	439	280
Advertising and promotion	357	331	288
Stationery and supplies	335	303	262
Amortization of intangible assets	330	352	30
Directors' expense	311	429	518
Donations	88	82	527
Other operating expenses	1,271	1,231	1,156
	-----	-----	-----
	\$ 4,376	\$ 4,388	\$ 3,922
	=====	=====	=====

16. EMPLOYEE BENEFIT PLANS

American River Bankshares 401(k) Plan

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The American River Bankshares 401(k) Plan commenced January 1, 1993 and is available to all employees. Under the plan, the Company will match 100% of each participants' contribution up to 3% of annual compensation plus 50% of the next 2% of annual compensation. Employer Safe Harbor matching contributions (made after January 1, 2004) are 100% vested upon entering the plan. The Company's contributions made prior to January 1, 2004 vest at a rate of 20% per year over a five year period. The Company's contributions totaled \$217,000, \$220,000 and \$169,000 for the years ended December 31, 2006, 2005 and 2004, respectively.

Employee Stock Purchase Plan

-----

The Company contracts with an administrator for an Employee Stock Purchase Plan which allows employees to purchase the Company's stock at fair market value as of the date of purchase. The Company bears all costs of administering the Plan, including broker's fees, commissions, postage and other costs actually incurred.

American River Bankshares Deferred Compensation Plan

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The Company has established a Deferred Compensation Plan for certain members of the management team and a Deferred Fee Agreement for Non-Employee Directors for the purpose of providing the opportunity for participants to defer compensation. Participants of the management team, who are selected by a committee designated by the Board of Directors, may elect to defer annually a minimum of \$5,000 or a maximum of eighty percent of their base salary and all of their cash bonus. Directors may also elect to defer up to one hundred percent of their

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monthly fees. The Company bears all administration costs and funds the interest earned on participant deferrals at a rate based on U.S. Government Treasury rates. Deferred compensation, including interest earned, totaled \$1,488,000, \$1,147,000 and \$851,000 at December 31, 2006, 2005 and 2004, respectively. The expense recognized under this plan totaled \$113,000, \$78,000 and \$55,000 for the years ended December 31, 2006, 2005 and 2004, respectively.

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### AMERICAN RIVER BANKSHARES AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

#### 16. EMPLOYEE BENEFIT PLANS (Continued)

##### Salary Continuation Plan -----

The Company has agreements to provide certain current executives, or their designated beneficiaries, with annual benefits for up to 15 years after retirement or death. These benefits are substantially equivalent to those available under life insurance policies purchased by the Company on the lives of the executives. The Company accrues for these future benefits from the effective date of the agreements until the executives' expected final payment dates in a systematic and rational manner. At the balance sheet date, the amount of accrued benefits approximates the then present value of the benefits expected to be provided at retirement. The expense recognized under this plan totaled \$126,000, \$115,000 and \$29,000 for the years ended December 31, 2006, 2005 and 2004, respectively.

Under these plans, the Company invested in single premium life insurance policies with cash surrender values totaling \$9,697,000 and \$5,073,000 at December 31, 2006 and 2005, respectively. On the consolidated balance sheet, the cash surrender value of life insurance policies is included in accrued interest receivable and other assets. Tax-exempt income on these policies, net of expense, totaled approximately \$192,000, \$179,000 and \$69,000 for the years ended December 31, 2006, 2005 and 2004, respectively.

#### 17. RELATED PARTY TRANSACTIONS

During the normal course of business, the Company enters into transactions with related parties, including Directors and affiliates. These transactions include borrowings from the Company with substantially the same terms, including rates and collateral, as loans to unrelated parties. The following is a summary of the aggregate activity involving related party borrowers during 2006 (dollars in thousands):

Balance, January 1, 2006	\$	6,976
Disbursements		64
Amounts repaid		4,801
		-----
Balance, December 31, 2006	\$	2,239
		=====
Undisbursed commitments to related parties, December 31, 2006	\$	106

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The Company also leases two of its branch facilities from current or former members of the Company's Board of Directors. Rental payments to the Directors totaled \$118,000, \$115,000 and \$112,000 for the years ended December 31, 2006, 2005 and 2004, respectively.

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AMERICAN RIVER BANKSHARES AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

18. OTHER COMPREHENSIVE INCOME (LOSS)

At December 31, 2006, 2005 and 2004, the Company had other comprehensive income (loss) as follows (dollars in thousands):

	Before Tax	Tax (Expense) Benefit	
	-----	-----	-----
For the Year Ended December 31, 2006			
-----			
Other comprehensive income:			
Unrealized holding gains	\$ 323	\$ (130)	\$
Less reclassification adjustment for realized gains included in net income	1		
	-----	-----	-----
	\$ 322	\$ (130)	\$
	=====	=====	=====
For the Year Ended December 31, 2005			
-----			
Other comprehensive loss:			
Unrealized holding losses	\$ (2,111)	\$ 827	\$
Less reclassification adjustment for realized gains included in net income	48	(20)	
	-----	-----	-----
	\$ (2,159)	\$ 847	\$
	=====	=====	=====
For the Year Ended December 31, 2004			
-----			
Other comprehensive loss:			
Unrealized holding losses	\$ (588)	\$ 256	\$
Less reclassification adjustment for realized losses included in net income	(38)	15	
	-----	-----	-----
	\$ (550)	\$ 241	\$
	=====	=====	=====

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### 19. DISCLOSURES ABOUT FAIR VALUE OF FINANCIAL INSTRUMENTS

Estimated fair values are disclosed for financial instruments for which it is practicable to estimate fair value. These estimates are made at a specific point in time based on relevant market data and information about the financial instruments. These estimates do not reflect any premium or discount that could result from offering the Company's entire holdings of a particular financial instrument for sale at one time, nor do they attempt to estimate the value of anticipated future business related to the instruments. In addition, the tax ramifications related to the realization of unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in any of these estimates.

Because no market exists for a significant portion of the Company's financial instruments, fair value estimates are based on judgments regarding current economic conditions, risk characteristics of various financial instruments and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the fair values presented.

The following methods and assumptions were used by the Company to estimate the fair value of its financial instruments at December 31, 2006 and 2005:

Cash and cash equivalents: For cash and cash equivalents, the carrying amount is estimated to be fair value.

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### AMERICAN RIVER BANKSHARES AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 19. DISCLOSURES ABOUT FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

Interest-bearing deposits in banks: The fair values of interest-bearing deposits in banks are estimated by discounting their future cash flows using rates at each reporting date for instruments with similar remaining maturities offered by comparable financial institutions.

Investment securities: For investment securities, fair values are based on quoted market prices, where available. If quoted market prices are not available, fair values are estimated using quoted market prices for similar securities and indications of value provided by brokers.

Loans and leases: For variable-rate loans and leases that reprice frequently with no significant change in credit risk, fair values are based on carrying values. The fair values for other loans and leases are estimated using discounted cash flow analyses, using interest rates being offered at each reporting date for loans and leases with similar terms to borrowers of comparable creditworthiness. The carrying amount of accrued interest receivable approximates its fair value.

FHLB stock: The carrying amount of FHLB stock approximates its fair value. This investment is carried at cost and is redeemable at par with certain restrictions.

Accounts receivable servicing receivables: The carrying amount of



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accounts receivable servicing receivables approximates their fair value because of the relatively short period of time between the origination of the receivables and their expected collection.

Cash surrender value of life insurance policies: The fair value of life insurance policies are based on cash surrender values at each reporting date as provided by insurers.

Deposits: The fair values for demand deposits are, by definition, equal to the amount payable on demand at the reporting date represented by their carrying amount. Fair values for fixed-rate certificates of deposit are estimated using a discounted cash flow analysis using interest rates offered at each reporting date for certificates with similar remaining maturities. The carrying amount of accrued interest payable approximates its fair value.

Short-term and long-term borrowings: The fair value of short-term borrowings is estimated to be the carrying amount. The fair value of long-term borrowings is estimated using a discounted cash flow analysis using interest rates currently available for similar debt instruments.

Commitments to extend credit: The fair value of commitments are based on fees currently charged to enter into similar agreements, net of origination fees. These fees were not material at December 31, 2006 and 2005.

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### AMERICAN RIVER BANKSHARES AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

#### 19. DISCLOSURES ABOUT FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

The carrying amounts and estimated fair values of the Company's financial instruments are as follows (dollars in thousands):

	December 31, 2006		December 31, 2005
	Carrying Amount	Estimated Fair Value	Carrying Amount
<b>Financial assets:</b>			
Cash and cash equivalents	\$ 25,352	\$ 25,352	\$ 36,075
Interest-bearing deposits in banks	4,951	4,955	4,844
Investment securities	148,240	147,929	169,201
Loans and leases, net	382,993	382,630	365,571
FHLB stock	3,071	3,071	2,608
Accounts receivable servicing receivables	2,581	2,581	2,000
Accrued interest receivable	3,131	3,131	2,925
Cash surrender value of life insurance policies	9,697	9,697	5,073
<b>Financial liabilities:</b>			
Deposits	\$ 493,875	\$ 494,512	\$ 500,706
Short-term borrowings	37,270	37,270	39,386

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Long-term borrowings	5,000	4,942	4,270
Accrued interest payable	868	868	795

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AMERICAN RIVER BANKSHARES AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Continued)

20. PARENT ONLY CONDENSED FINANCIAL STATEMENTS

CONDENSED BALANCE SHEET

December 31, 2006 and 2005  
(Dollars in thousands)

	2006	2005
	-----	-----
ASSETS		
Cash and due from banks	\$ 308	\$ 316
Investment in subsidiaries	63,100	62,997
Dividends receivable from subsidiaries	300	842
Other assets	1,434	973
	-----	-----
	\$ 65,142	\$ 65,128
	=====	=====
LIABILITIES AND SHAREHOLDERS' EQUITY		
Liabilities:		
Dividends payable to shareholders	\$ 848	\$ 841
Other liabilities	1,923	1,541
	-----	-----
Total liabilities	2,771	2,382
	-----	-----
Shareholders' equity:		
Common stock	48,246	47,474
Retained earnings	14,690	16,029
Accumulated other comprehensive loss, net of taxes	(565)	(757)
	-----	-----
Total shareholders' equity	62,371	62,746
	-----	-----
	\$ 65,142	\$ 65,128
	=====	=====

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AMERICAN RIVER BANKSHARES AND SUBSIDIARIES

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 20. PARENT ONLY CONDENSED FINANCIAL STATEMENTS (Continued)

#### CONDENSED STATEMENT OF INCOME

For the Years Ended December 31, 2006, 2005 and 2004  
(Dollars in thousands)

	2006	2005
<b>Income:</b>		
Dividends declared by subsidiaries - eliminated in consolidation	\$ 9,570	\$ 6,522
Management fee from subsidiaries - eliminated in consolidation	3,174	2,760
Other income	20	19
	12,764	9,301
<b>Expenses:</b>		
Salaries and employee benefits	2,647	2,338
Professional fees	386	225
Directors' expense	237	339
Donations		
Other expenses	726	611
	3,996	3,513
Income before equity in undistributed income of subsidiaries	8,768	5,788
Equity in undistributed (distributed) income of subsidiaries	(28)	3,107
	8,740	8,895
Income tax benefit	322	289
	9,062	9,184
Net income	\$ 9,062	\$ 9,184

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AMERICAN RIVER BANKSHARES AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Continued)

### 20. PARENT ONLY CONDENSED FINANCIAL STATEMENTS (Continued)

#### CONSOLIDATED STATEMENT OF CASH FLOWS

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For the Years Ended December 31, 2006, 2005 and 2004  
(Dollars in thousands)

	2006	2005
	-----	-----
Cash flows from operating activities:		
Net income	\$ 9,062	\$ 9,184
Adjustments to reconcile net income to net cash provided by operating activities:		
Undistributed (distributed) earnings of subsidiaries	28	(3,107)
Decrease (increase) in dividends receivable from subsidiaries	542	9,143
Stock option compensation expense	221	
(Increase) decrease in other assets	(206)	74
Increase (decrease) in other liabilities	32	(692)
	-----	-----
Net cash provided by operating activities	9,679	14,602
	-----	-----
Cash flows from investing activities:		
Cash paid to Bank of Amador shareholders		(12,730)
Purchase of equipment	(58)	(353)
	-----	-----
Net cash used in investing activities	(58)	(13,083)
	-----	-----
Cash flows from financing activities:		
Cash dividends paid	(3,325)	(2,753)
Exercise of stock options, including tax benefit	441	945
Cash paid to repurchase common stock	(6,724)	(2,017)
Cash paid for fractional shares	(21)	(32)
	-----	-----
Net cash used in financing activities	(9,629)	(3,857)
	-----	-----
Net (decrease) increase in cash and cash equivalents	(8)	(2,338)
	-----	-----
Cash and cash equivalents at beginning of year	316	2,654
	-----	-----
Cash and cash equivalents at end of year	\$ 308	\$ 316
	=====	=====
Non-cash investing activities:		
Payable to Bank of Amador shareholders		
Common stock issued in acquisition		
Non-cash financing activities:		
Dividends declared and unpaid	\$ 848	\$ 841
Cumulative effect of adopting SAB 108, net of taxes	\$ 214	

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Selected Quarterly Information (Unaudited)

(In thousands, except per share and price range of common stock)

	March 31,	June 30,	September 30,	December 31,
2006				
Interest income	\$ 9,117	\$ 9,463	\$ 9,737	\$ 9,737
Net interest income	6,792	6,699	6,798	6,798
Provision for loan and lease losses	84	156	30	30
Noninterest income	634	597	605	605
Noninterest expense	3,638	3,622	3,602	3,602
Income before taxes	3,704	3,518	3,771	3,771
Net income	2,243	2,137	2,275	2,275
Basic earnings per share	\$ .38	\$ .36	\$ .39	\$ .39
Diluted earnings per share	.37	.36	.39	.39
Cash dividends per share	.143	.143	.143	.143
Price range, common stock	\$ 20.24-27.62	\$ 24.53-27.62	\$ 23.05-25.90	\$ 23.05-25.90

2005				
Interest income	\$ 7,674	\$ 8,011	\$ 8,562	\$ 8,562
Net interest income	6,315	6,439	6,753	6,753
Provision for loan and lease losses	217	55	--	--
Noninterest income	581	584	594	594
Noninterest expense	3,328	3,403	3,464	3,464
Income before taxes	3,351	3,565	3,883	3,883
Net income	2,051	2,190	2,376	2,376
Basic earnings per share	\$ .35	\$ .37	\$ .40	\$ .40
Diluted earnings per share	.34	.36	.39	.39
Cash dividends per share	.113	.118	.136	.136
Price range, common stock	\$ 18.90-21.31	\$ 18.82-21.54	\$ 18.96-22.00	\$ 20.00-21.31

The earnings per share, cash dividends, and price range have been adjusted for 5% stock dividends in 2006 and 2005.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

There has been no change in the independent accountants engaged to audit the financial statements of the Company and its subsidiaries during the last two fiscal years ended December 31, 2006. There have been no disagreements with such independent accountants during the last two fiscal years ended December 31, 2006, on any matter of accounting principles or practices,

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financial statement disclosure, or auditing scope or procedure.

Item 9A. Controls and Procedures.

### Effectiveness of Disclosure Controls and Procedures

The Company, under the supervision and with the participation of its management, including the Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company's "disclosure controls and procedures" (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of December 31, 2006. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective in timely making known to them material information relating to the Company and the Company's consolidated subsidiaries required to be disclosed in the Company's reports filed or submitted under the Exchange Act.

During the quarter ended December 31, 2006, there have been no changes in the Company's internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect, these controls.

### Report of Management on Internal Control Over Financial Reporting

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting for the Company (as defined in Rule 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended).

The Company's management, including the Chief Executive Officer and Chief Financial Officer, has assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2006. In making this assessment, management used the criteria applicable to the Company as set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control--Integrated Framework. Based upon such assessment, management believes that, as of December 31, 2006, the Company's internal control over financial reporting is effective based upon those criteria.

Perry-Smith LLP, the registered public accounting firm that audited the Company's consolidated financial statements included in this Annual Report under Item 8, "Financial Statements and Supplementary Data," has issued a report with respect to management's assessment of the effectiveness of the Company's internal control over financial reporting. The report of Perry-Smith LLP is set forth immediately below.

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### REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM ON INTERNAL CONTROL OVER FINANCIAL REPORTING

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To the Board of Directors  
American River Bankshares

We have audited management's assessment, included in the accompanying Report of Management on Internal Control Over Financial Reporting, that American River Bankshares and subsidiaries (the "Company") maintained effective internal control over financial reporting as of December 31, 2006, based on criteria established in Internal Control--Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("the COSO criteria"). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on

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management's assessment and an opinion on the effectiveness of the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

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

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

In our opinion, management's assessment that American River Bankshares and subsidiaries maintained effective internal control over financial reporting as of December 31, 2006, is fairly stated, in all material respects, based on the COSO criteria. Also in our opinion, American River Bankshares and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2006, based on the COSO criteria.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of American River Bankshares and subsidiaries as of December 31, 2006 and 2005, and the related consolidated statements of income, changes in shareholders' equity and cash flows for each of the years in the three-year period ended December 31, 2006 and our report dated March 7, 2007 expressed an unqualified opinion thereon.

/s/ Perry-Smith LLP  
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Sacramento, California  
March 7, 2007

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Item 9B. Other Information.

None.

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### PART III

#### Item 10. Directors, Executive Officers and Corporate Governance.

The information required by Item 10 of Form 10-K is incorporated by reference to the information contained in the Company's Proxy Statement for the 2007 Annual Meeting of Shareholders which will be filed pursuant to Regulation 14A.

#### Item 11. Executive Compensation.

The information required by Item 11 of Form 10-K is incorporated by reference to the information contained in the Company's Proxy Statement for the 2007 Annual Meeting of Shareholders which will be filed pursuant to Regulation 14A.

#### Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The information required by Item 12 of Form 10-K is incorporated by reference to the information contained in the Company's Proxy Statement for the 2007 Annual Meeting of Shareholders which will be filed pursuant to Regulation 14A.

#### Item 13. Certain Relationships and Related Transactions, and Director Independence.

The information required by Item 13 of Form 10-K is incorporated by reference to the information contained in the Company's Proxy Statement for the 2007 Annual Meeting of Shareholders which will be filed pursuant to Regulation 14A.

#### Item 14. Principal Accounting Fees and Services.

The information required by Item 14 of Form 10-K is incorporated by reference to the information contained in the Company's Proxy Statement for the 2007 Annual Meeting of Shareholders which will be filed pursuant to Regulation 14A.

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### PART IV

#### Item 15. Exhibits and Financial Statement Schedules.

- (a) (1) Financial Statements. Listed and included in Part II, Item 8.
- (2) Financial Statement Schedules. Not applicable.
- (3) Exhibits.

Exhibit Number	Document Description
(2.1)	Agreement and Plan of Reorganization and Merger by and among the Registrant, ARH Interim National Bank and North Coast Bank, N.A., dated as of March 1, 2000 (included as Annex A). **
(2.2)	Agreement and Plan of Reorganization and Merger by and among



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the Registrant, American River Bank and Bank of Amador, dated as of July 8, 2004 (included as Annex A). \*\*\*

- (3.1) Articles of Incorporation, as amended, incorporated by reference from Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q for the period ended June 30, 2004, filed with the Commission on August 11, 2004.
  - (3.2) Bylaws, as amended, incorporated by reference from Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q for the period ended March 31, 2006, filed with the Commission on May 9, 2006.
  - (4.1) Specimen of the Registrant's common stock certificate, incorporated by reference from Exhibit 4.1 to the Registrant's Quarterly Report on Form 10-Q for the period ended June 30, 2004, filed with the Commission on August 11, 2004.
  - (10.1) Lease agreement between American River Bank and Spieker Properties, L.P., a California limited partnership, dated April 1, 2000, related to 1545 River Park Drive, Suite 107, Sacramento, California. \*\*
  - (10.2) Lease agreement between American River Bank and Bradshaw Plaza, Associates, Inc. dated November 27, 2006, related to 9750 Business Park Drive, Sacramento, California incorporated by reference from Exhibit 99.1 to the Registrant's Report on Form 8-K, filed with the Commission on November 28, 2006.
  - (10.3) Lease agreement between American River Bank and Marjorie G. Taylor dated April 5, 1984, and addendum dated July 16, 1997, related to 10123 Fair Oaks Boulevard, Fair Oaks, California. \*\*
  - (10.4) Lease agreement between American River Bank and LUM YIP KEE, Limited (formerly Sandalwood Land Company) dated August 28, 1996, related to 2240 Douglas Boulevard, Suite 100, Roseville, California (\*\*) and Amendment No. 1 thereto dated July 28, 2006, incorporated by reference from Exhibit 99.1 to the Registrant's Report on Form 8-K, filed with the Commission on July 31, 2006.
  - \* (10.5) Registrant's 1995 Stock Option Plan. \*\*
  - \* (10.6) Form of Nonqualified Stock Option Agreement under the 1995 Stock Option Plan. \*\*
  - \* (10.7) Form of Incentive Stock Option Agreement under the 1995 Stock Option Plan. \*\*
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- \* (10.8) Registrant's Stock Option Gross-Up Plan and Agreement, as amended, dated May 20, 1998. \*\*
  - \* (10.9) Registrant's Deferred Compensation Plan, incorporated by reference from Exhibit 99.2 to the Registrant's Report on Form 8-K, filed with the Commission on May 30, 2006.
  - \* (10.10) Registrant's Deferred Fee Plan, incorporated by reference from Exhibit 99.1 to the Registrant's Report on Form 8-K, filed with the Commission on May 30, 2006.

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- \* (10.11) American River Bank Employee Severance Policy dated March 18, 1998. \*\*
- (10.12) Lease agreement and addendum between North Coast Bank, N.A. and Rosario LLC, each dated September 1, 1998, related to 50 Santa Rosa Avenue, Santa Rosa, California. \*\*
- (10.13) Lease agreement between American River Bank and 520 Capitol Mall, Inc., dated August 19, 2003, related to 520 Capitol Mall, Suite 100, Sacramento, California, incorporated by reference from Exhibit 10.29 to the Registrant's Form 10-Q for the period ended September 30, 2003, filed with the Commission on November 7, 2003 and the First Amendment thereto dated April 21, 2004, incorporated by reference from Exhibit 10.37 to the Registrant's Quarterly Report on Form 10-Q for the period ended June 30, 2004, filed with the Commission on August 11, 2004.
- \* (10.14) Employment Agreement between Registrant and David T. Taber dated June 2, 2006, incorporated by reference from Exhibit 99.3 to the Registrant's Report on Form 8-K, filed with the Commission on May 30, 2006.
- (10.15) Lease agreement between R & R Partners, a California General Partnership and North Coast Bank, N.A., dated July 1, 2003, related to 8733 Lakewood Drive, Suite A, Windsor, California, incorporated by reference from Exhibit 10.32 to the Company's Form 10-Q for the period ended September 30, 2003, filed with the Commission on November 7, 2003 and the First Amendment thereto, dated January 2, 2006, incorporated by reference from Exhibit 99.1 to the Registrant's Report on Form 8-K, filed with the Commission on January 3, 2006.
- \* (10.16) Salary Continuation Agreement, as amended on June 2, 2006, between American River Bank and Mitchell A. Derenzo, incorporated by reference from Exhibit 99.9 to the Registrant's Report on Form 8-K, filed with the Commission on May 30, 2006.
- \* (10.17) Salary Continuation Agreement, as amended on June 2, 2006, between the Registrant and David T. Taber, incorporated by reference from Exhibit 99.7 to the Registrant's Report on Form 8-K, filed with the Commission on May 30, 2006.
- \* (10.18) Salary Continuation Agreement, as amended on June 2, 2006, between American River Bank and Douglas E. Tow, incorporated by reference from Exhibit 99.8 to the Registrant's Report on Form 8-K, filed with the Commission on May 30, 2006.
- \* (10.19) Registrant's 2000 Stock Option Plan with forms of Nonqualified Stock Option Agreement and Incentive Stock Option Agreement. \*\*
- \* (10.20) Registrant's 401(k) Plan dated September 20, 2004, incorporated by reference from Exhibit 10.38 to the Registrant's Quarterly Report on Form 10-Q for the period ended September 30, 2004, filed with the Commission on November 12, 2004.
- (10.21) Lease agreement between Bank of Amador and the United States Postal Service, dated April 24, 2001, related to 424 Sutter

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Street, Jackson, California (\*\*\*) and the First Amendment thereto, dated June 5, 2006, incorporated by reference from Exhibit 99.1 to the Registrant's Report on Form 8-K, filed with the Commission on June 6, 2006.

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- (10.22) Ground lease agreement between Bank of Amador and the James B. Newman and Helen M. Newman, dated June 1, 1992, related to 26675 Tiger Creek Road, Pioneer, California. \*\*\*
- \* (10.23) Salary Continuation Agreement, as amended on June 2, 2006, between Bank of Amador, a division of American River Bank, and Larry D. Standing and related Endorsement Split Dollar Agreement, incorporated by reference from Exhibit 99.5 to the Registrant's Report on Form 8-K, filed with the Commission on May 30, 2006.
- \* (10.24) Director Retirement Agreement, as amended on June 2, 2006, between Bank of Amador, a division of American River Bank, and Larry D. Standing, incorporated by reference from Exhibit 99.6 to the Registrant's Report on Form 8-K, filed with the Commission on May 30, 2006.
- \* (10.25) Employment Agreement dated June 2, 2006 between Bank of Amador, a division of American River Bank, and Larry D. Standing, incorporated by reference from Exhibit 99.4 to the Registrant's Report on Form 8-K, filed with the Commission on May 30, 2006.
- (10.26) Item Processing Agreement between American River Bank and Fidelity Information Services, Inc., dated April 22, 2005, incorporated by reference from Exhibit 99.1 to the Registrant's Report on Form 8-K, filed with the Commission on April 27, 2005.
- (10.27) Lease agreement between Registrant and One Capital Center, a California limited partnership, dated May 17, 2005, related to 3100 Zinfandel Drive, Rancho Cordova, California, incorporated by reference from Exhibit 99.1 to the Registrant's Report on Form 8-K, filed with the Commission on May 18, 2005.
- (10.28) Managed Services Agreement between American River Bankshares and ProNet Solutions, Inc., dated September 8, 2005, incorporated by reference from Exhibit 99.1 to the Registrant's Report on Form 8-K, filed with the Commission on September 9, 2005.
- \* (10.29) American River Bankshares 2005 Executive Incentive Plan, incorporated by reference from Exhibit 99.1 to the Registrant's Report on Form 8-K, filed with the Commission on October 27, 2005 and First Amendment thereto, incorporated by reference from Exhibit 99.1 to the Registrant's Report on Form 8-K, filed with the Commission on March 17, 2006.
- \* (10.30) American River Bankshares Director Emeritus Program, incorporated by reference from Exhibit 10.33 to the Registrant's Report on Form 10-Q, filed with the Commission on August 8, 2006.
- \* (10.31) Employment Agreement dated September 20, 2006 between American River Bankshares and Mitchell A. Derenzo, incorporated by

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reference from Exhibit 99.1 to the Registrant's Report on Form 8-K, filed with the Commission on September 20, 2006.

- \* (10.32) Employment Agreement dated September 20, 2006 between American River Bankshares and Douglas E. Tow, incorporated by reference from Exhibit 99.2 to the Registrant's Report on Form 8-K, filed with the Commission on September 20, 2006.
- \* (10.33) Employment Agreement dated September 20, 2006 between American River Bankshares and Kevin B. Bender, incorporated by reference from Exhibit 99.3 to the Registrant's Report on Form 8-K, filed with the Commission on September 20, 2006.

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- \* (10.34) Employment Agreement dated September 20, 2006 between American River Bank and Gregory N. Patton, incorporated by reference from Exhibit 99.4 to the Registrant's Report on Form 8-K, filed with the Commission on September 20, 2006.
- \* (10.35) Employment Agreement dated September 20, 2006 between American River Bank and Raymond F. Byrne, incorporated by reference from Exhibit 99.5 to the Registrant's Report on Form 8-K, filed with the Commission on September 20, 2006.
- (14.1) Registrant's Code of Ethics, incorporated by reference from Exhibit 14.1 to the Registrant's Annual Report on Form 10-K for the period ended December 31, 2003, filed with the Commission on March 19, 2004.
- (21.1) The Registrant's only subsidiaries are American River Bank and American River Financial.
- (23.1) Consent of Perry-Smith LLP.
- (31.1) Certifications of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- (31.2) Certifications of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- (32.1) Certification of Registrant by its Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

\* Denotes management contracts, compensatory plans or arrangements.

\*\* Incorporated by reference to Registrant's Registration Statement on Form S-4 (No. 333-36326) filed with the Commission on May 5, 2000.

\*\*\* Incorporated by reference to Registrant's Registration Statement on Form S-4 (No. 333-119085) filed with the Commission on September 17, 2004.

An Annual Report for the fiscal year ended December 31, 2006 and Notice of Annual Meeting and Proxy Statement for the Company's 2007 Annual Meeting will be mailed to security holders subsequent to the date of filing this Report. Copies of said materials will be furnished to the Commission in accordance with the Commission's Rules and Regulations.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AMERICAN RIVER BANKSHARES

March 5, 2007  
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By: /s/ DAVID T. TABER  
-----

David T. Taber  
Chief Executive Officer  
(Principal Executive Officer)

March 5, 2007  
-----

By: /s/ MITCHELL A. DERENZO  
-----

Mitchell A. Derenzo  
Chief Financial Officer  
(Principal Financial and Accounting  
Officer)

Pursuant to the requirements of the Securities and Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant in the capacities and on the dates indicated.

Signature	Title	Date
/s/ CHARLES D. FITE ----- Charles D. Fite	Director, Chairman	3/07/07
/s/ ROGER J. TAYLOR ----- Roger J. Taylor	Director, Vice Chairman	3/07/07
/s/ AMADOR S. BUSTOS ----- Amador S. Bustos	Director	3/07/07
/s/ ROBERT J. FOX ----- Robert J. Fox	Director	3/07/07
/s/ WILLIAM A. ROBOTHAM ----- William A. Robotham	Director	3/07/07
/s/ DAVID T. TABER ----- David T. Taber	Director	3/07/07

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/s/ STEPHEN H. WAKS Director 3/07/07

-----  
Stephen H. Waks

/s/ MICHAEL A. ZIEGLER Director 3/07/07

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Michael A. Ziegler

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EXHIBIT INDEX

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