

MAR 24 2014

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

FRB RICHMOND

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2013

Month / Day / Year

I, John Caughey

Name of the Holding Company Director and Official

CapGen Capital Group II LLC - VP & CFO

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Reporter's Name, Street, and Mailing Address

CapGen Capital Group II LLC

Legal Title of Holding Company

120 West 45th Street - Suite 1010

(Mailing Address of the Holding Company) Street / P.O. Box

New York

NY

10036

City

State

Zip Code

Physical location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details to the report concerning that individual.

Person to whom questions about this report should be directed:

Charlie Rogers

Controller

Name

Title

212-542-6876

Area Code / Phone Number / Extension

212-542-5879

Area Code / FAX Number

charogers@capgen.com

E-mail Address

CapGen.com

Address (URL) for the Holding Company's Web Page

Signature of Holding Company Director and Official

03/21/2014

Date of Signature

For holding companies *not* registered with the SEC—
Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID 3821297
C.I.

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

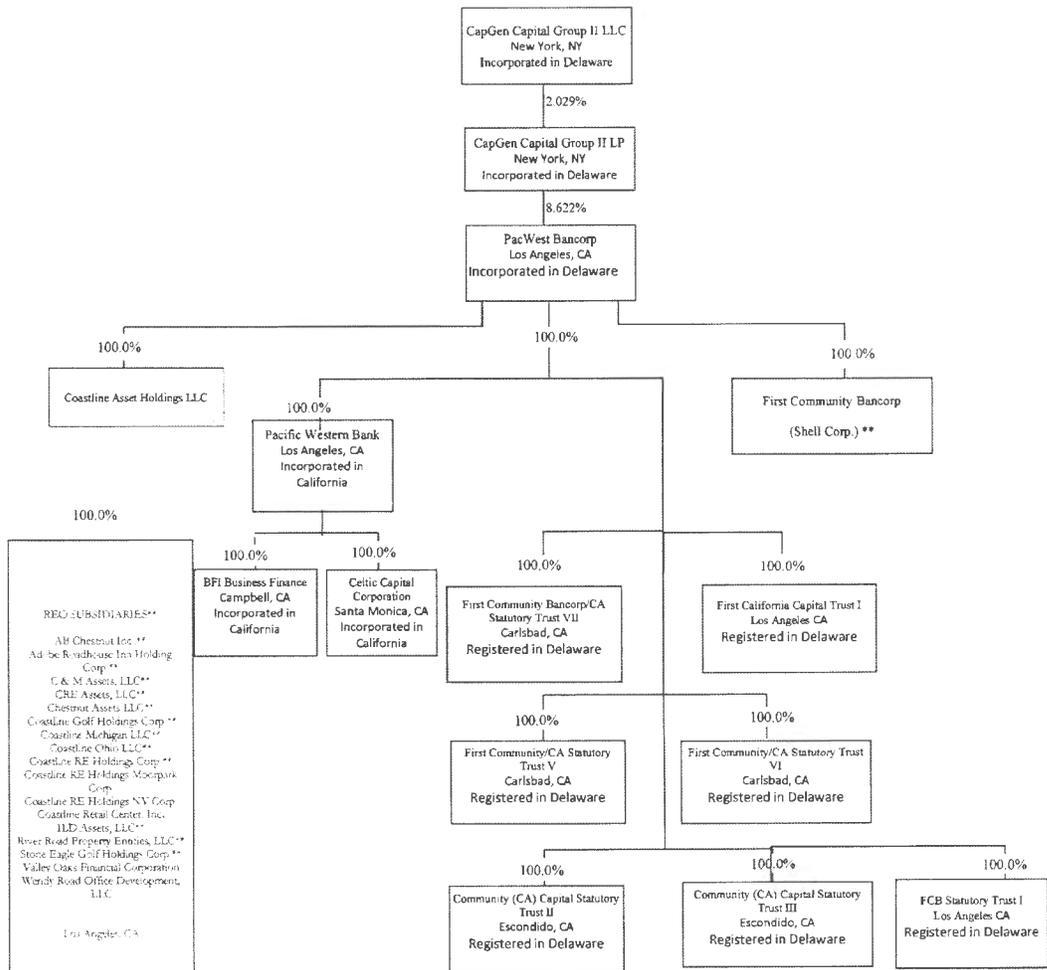
For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

<p>CapGen Capital Group II LP Legal Title of Subsidiary Holding Company</p> <p>120 West 45th Street Suite 1010 (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>New York NY 10036 City State Zip Code</p> <p>Physical location (if different from mailing address)</p>	<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical location (if different from mailing address)</p>
<p>PacWest Bancorp Legal Title of Subsidiary Holding Company</p> <p>10250 Constellation Boulevard (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>Los Angeles CA 90067 City State Zip Code</p> <p>Physical location (if different from mailing address)</p>	<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical location (if different from mailing address)</p>
<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical location (if different from mailing address)</p>	<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical location (if different from mailing address)</p>
<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical location (if different from mailing address)</p>	<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical location (if different from mailing address)</p>

PacWest Bancorp

As of 12-31-13



- REG-SUBSIDIARIES**
- AB Chestnut Inc **
 - Ad-be Roadhouse Inv Holding Corp **
 - C & M Assets, LLC**
 - CRE Assets, LLC**
 - Chestnut Assets, LLC**
 - Coastline Golf Holdings Corp **
 - Coastline Michigan, LLC**
 - Coastline Ohio, LLC**
 - Coastline RE Holdings Corp**
 - Coastline RE Holdings Macopark Corp
 - Coastline RE Holdings NY Corp
 - Coastline Retail Center, Inc.
 - ILD Assets, LLC**
 - River Road Property Entities, LLC**
 - Stone Eagle Golf Holdings Corp**
 - Valley Oaks Financial Corporation
 - Wendy Road Office Development, LLC
- Los Angeles, CA

** Not Reportable on Y-10

Form FR Y-6
 CapGen Capital Group II LLC
 Fiscal Year Ending December 31, 2013

Report Item 3: Securities Holders

(1) (a) Name	(1) (a) City	(1) (a) State	(1) (a) Country	(1) (b) Citizenship	(1) (c) Number of Securities	(1) (c) Percent of Voting Securities
Eugene Ludwig	Washington	DC	USA	USA	n/a - LLC membership interest	37.350%
Robert Goldstein	Westport	CT	USA	USA	n/a - LLC membership interest	22.350%
John Rose	Hermitage	PA	USA	USA	n/a - LLC membership interest	22.350%
John Sullivan	Garden City	NY	USA	USA	n/a - LLC membership interest	10.000%

(2) (a) Name	(2) (a) City	(2) (a) State	(2) (a) Country	(2) (b) Citizenship	(2) (c) Number of Securities	(2) (c) Percent of Voting Securities
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n/a

Form FR Y-6
 CapGen Capital Group II LP
 Fiscal Year Ending December 31, 2013

Report Item 3: Securities Holders

(1) (a) Name	(1) (a) City	(1) (a) State	(1) (a) Country	(1) (b) Citizenship	(1) (c) Number of Securities	(1) (c) Percent of Voting Securities
Eugene Ludwig through CapGen Capital Group II LLC	Washington	DC	USA	USA	Cumulatively 2.029%	Cumulatively 100%
Robert Goldstein through CapGen Capital Group II LLC	Westport	CT	USA	USA	Cumulatively 2.029%	Cumulatively 100%
John Rose through CapGen Capital Group II LLC	Hermitage	PA	USA	USA	Cumulatively 2.029%	Cumulatively 100%
John Sullivan through CapGen Capital Group II LLC	Garden City	NY	USA	USA	Cumulatively 2.029%	Cumulatively 100%

(2) (a) Name	(2) (a) City	(2) (a) State	(2) (a) Country	(2) (b) Citizenship	(2) (c) Number of Securities	(2) (c) Percent of Voting Securities
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n/a

Form FR Y-6

PacWest Bancorp, Inc.
Fiscal Year Ending December 31, 2013

Report Item 3: Shareholders (1)(a) (1)(b) (1)(c) and (2)(a) (2)(b) (2)(c)					
Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2013			Shareholders not listed in (3)(1)(a) through (3)(1)(c) that had ownership control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2013		
(1)(a) Name (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
FMR LLC Boston, MA	USA	Common Stock 4,277,756 9.59%	Lord, Abbett & Co. LLC Jersey City, NJ	USA	Common Stock 2,754,942 7.71%
CapGen Capital Group II, LP New York, NY	USA	Common Stock 3,846,153 8.62%			
BlackRock Inc. New York, NY	USA	Common Stock 3,430,701 7.69%			
Neuberger Berman LLC New York, NY	USA	Common Stock 3,082,477 6.91%			
Wellington Management Co. LLP Boston, MA	USA	Common Stock 2,520,892 5.65%			
Vanguard Group Inc. Malvern, PA	USA	Common Stock 2,331,774 5.23%			

Form FR Y-6
 CapGen Capital Group II LLC
 Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name & Address (City, State, Country)	Principal Occupation if Other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (Include Names of Subsidiaries)	Title & Position Other Businesses (Include Names of Other Businesses)	Percentage of Voting Shares in Bank Holding Company Subsidiaries	Percentage of Voting Shares in Bank Holding Subsidiaries (Include Names of Company Subsidiaries)	List Names of Other Companies (Includes Partnerships) if 25% or More of Voting Securities are Held (List Names of Companies and Percentage of Voting Securities Held)
Robert Goldstein Westport, CT USA	Principal, CapGen Capital Advisers, LLC	Principal	n/a	Director & Chairman - BANKshares (and its banking subsidiary, BankFIRST) Director - Seacoast Banking Corporation of Florida (and its banking subsidiary, Seacoast National Bank) Director - Palmetto Bancshares (and its banking subsidiary, Palmetto Bank) Director - Hampton Roads Bankshares Director - FNB Corporation	22.350%	None	None
Eugene Ludwig Washington, DC USA	Managing Member & Principal, CapGen Capital Advisers, LLC	Managing Member & Principal	n/a	See Attached	37.350%	None	See Attached
John Rose Hermitage, PA USA	Principal, CapGen Capital Advisers, LLC	Principal	Director - PacWest Bancorp	Director - Jacksonville Bancorp (and its banking subsidiary, The Jacksonville Bank) Director - McAllen Capital Partners Director - White River Capital Corp. Director - FNB Corporation	22.350%	0.1% Directly in PacWest Bancorp	None
John Sullivan Garden City, NY USA	Managing Director, CapGen Capital Advisers, LLC	Managing Director	n/a	Director - Palmetto Bancshares (and its banking subsidiary, Palmetto Bank) Director - Jacksonville Bancorp (and its banking subsidiary, The Jacksonville Bank)	10.000%	None	None
John Caughey Stewart Manor, NY USA	Chief Financial Officer, CapGen Capital Advisers, LLC	Chief Financial Officer	n/a	Director - Director - Helen Keller Services for the Blind	0.005%	None	None

Form FR Y-6
 CapGen Capital Group II LP
 Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name & Address (City, State, Country)	Principal Occupation if Other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (Include Names of Subsidiaries)	Title & Position Other Businesses (Include Names of Other Businesses)	Percentage of Voting Shares in Bank Holding Company Subsidiaries	Percentage of Voting Shares in Subsidiaries (Include Names of Company Subsidiaries)	List Names of Other Companies (Includes Partnerships) if 25% or More of Voting Securities are Held (List Names of Companies and Percentage of Voting Securities Held)
Robert Goldstein Westport, CT USA	Principal, CapGen Capital Advisers, LLC	Principal	n/a	Director & Chairman - BANKshares (and its banking subsidiary, BankFIRST) Director - Seacoast Banking Corporation of Florida (and its banking subsidiary, Seacoast National Bank) Director - Palmetto Bancshares (and its banking subsidiary, Palmetto Bank) Director - Hampton Roads Bankshares Director - FNB Corporation	22.350%	None	None
Eugene Ludwig Washington, DC USA	Managing Member & Principal, CapGen Capital Advisers, LLC	Managing Member & Principal	n/a	See Attached	37.350%	None	See Attached
John Rose Hermitage, PA USA	Principal, CapGen Capital Advisers, LLC	Principal	Director - PacWest Bancorp	Director - White River Capital Corp. Director - FNB Corporation	22.350%	0.1% Directly in PacWest Bancorp	None
John Sullivan Garden City, NY USA	Managing Director, CapGen Capital Advisers, LLC	Managing Director	n/a	Director - Palmetto Bancshares (and its banking subsidiary, Palmetto Bank) Director - Jacksonville Bancorp (and its banking subsidiary, The Jacksonville Bank)	10.000%	None	None
John Caughey Stewart Manor, NY USA	Chief Financial Officer, CapGen Capital Advisers, LLC	Chief Financial Officer	n/a	Director - Director - Helen Keller Services for the Blind	0.500%	None	None

CURRENT BUSINESS COMMITMENTS FOR EUGENE A. LUDWIG
As of 06/30/2013

Firm/Company	Title	Date	Relationship	Permanent Address	Principal Business of Company	Employee/Non-Employee (& Dates held if employee)
Ludwig & Associates, PLLC	Managing Member	12/17/04 - present	100% Ownership Interest EAL, Trustee of EAL Trust U/A dated August 26, 2011	Unnecessary	Law Firm	Non-Employee
Ludwig Enterprises, LLC	Managing Member	04/25/2012 - present	100% Ownership Interest EAL, Trustee of EAL Trust U/A dated August 26, 2011	801 17th Street NW Suite 1100 Washington, DC 20006	Business Consulting Services	Non-Employee
Ludwig Family Investments, LLC	Managing Member	08/09/02 - present	99% Ownership Interest EAL, Trustee of EAL Trust U/A dated August 26, 2011	Unnecessary	Family Office	Non-Employee
Ludwig Family Foundation Inc., The	Director, President & Treasurer	11/12/2002 - present		Unnecessary	Charitable Contributions	Non-Employee
University of Oxford Vice Chancellor's Circle	Member	05/2012 - present	<i>Non Carried Interest</i>	Unnecessary	Educational Philanthropy	Non-Employee
New America Foundation Committee for a Responsible Federal Budget's CEO Fiscal Leadership Council	Member	05/2012 - present	<i>Non Carried Interest</i>	Unnecessary	Fiscal education	Non-Employee
National Academy Foundation	Secretary	09/1998 - present	<i>Non Carried Interest</i>	Unnecessary	Leadership Development	Non-Employee
United States Advisory Board of BTMU U.S. Holdings	Lead Advisor	05/03/2011 - present	<i>Non Carried Interest</i>	Unnecessary	Financial Services	Non-Employee

CURRENT BUSINESS COMMITMENTS FOR EUGENE A. LUDWIG

As of 05/10/2013

Firm/Company	Title	Date	Relationship	Permanent Address	Principal Business of Company	Employee/Non-Employee (& Dates held IF employee)
Promontory Capital Group, LLC	Managing Member	04/26/00 - present	100% Ownership Interest EAL, Trustee of EAL Trust U/A dated August 26, 2011	801 17th Street NW Suite 1100 Washington, DC 20006	Non-Operating Company (being considered for dissolution)	Non-Employee
Promontory Compliance Solutions, LLC	Chairman & CEO	01/21/05 - present	60% Ownership Interest EAL, Trustee of EAL Trust U/A dated August 26, 2011	801 17th Street NW Suite 1100 Washington, DC 20006	Financial Technology Solutions	Non-Employee
Promontory Financial Group, LLC	CEO & Manager	10/20/99 - present	99% Ownership Interest EAL, Trustee of EAL Trust U/A dated August 26, 2011 subject to sharing net revenues with key persons	801 17th Street NW Suite 1100 Washington, DC 20006	Financial and Regulatory Advisory Services	Non-Employee
Promontory Financial Global Services Japan, LLC	Chairman	08/09/04 - present (CEO 10/20/05 - 09/07/06)	100% Indirect Ownership Interest (Entity wholly-owned by Promontory Financial Group, LLC)	Teikoku Hotel Tower 9F 1-1-1, Uschisiwaicho Chiyoda-ku, Tokyo 100-0011	Financial and Regulatory Advisory Services	Non-Employee
Promontory Group, LLC	Managing Member	12/15/03 - present	100% Ownership Interest EAL, Trustee of EAL Trust U/A dated August 26, 2011 (No active business)	801 17th Street NW Suite 1100 Washington, DC 20006	Oversight of Promontory Group of Companies	Non-Employee

PacWest Bancorp
Form FR Y-6
 December 31, 2013

Report Item 4: Directors and Officers

(1) Name & Address	(2) Principal Occupation if other than BHC	(3)(a) Title and Position with BHC	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with other businesses	(4)(a) Percentage of Voting Shares in BHC	(4)(b) Percentage of Voting shares in Subsidiaries	(4)(c) Names of other companies with over 25% interest and ownership
John M. Eggemeyer, III Rancho Santa Fe, CA	Executive	Chairman & Director	Pacific Western Bank, Director	President, Eggemeyer Corporation President, JME Advisory Corp President, Castle Creek Financial, LLC Managing Principal, Castle Creek Capital IV LLC Managing Principal, Castle Creek Advisors IV LLC Managing Principal, Castle Creek TARP Advisors LLC Managing Principal, Castle Creek AZ TARP Advisors LLC Managing Principal, Castle Creek TCU TARP Advisors LLC Director, Guaranty Bancorp Director, Heritage Commerce Corp	<1.0%	N/A	Eggemeyer Corporation (100%) JME Advisory Corp (100%) Castle Creek Financial LLC (45%) Castle Creek Capital IV LLC (40%) Castle Creek Advisors IV LLC (40%) Castle Creek TARP Advisors LLC (35%) Castle Creek AZ TARP Advisors LLC (35%) Castle Creek TARP TCU Advisors LLC (35%)

PacWest Bancorp
Form FR Y-6
December 31, 2013

Report Item 4: Directors and Officers

(1) Name & Address	(2) Principal Occupation if other than BHC	(3)(a) Title and Position with BHC	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with other businesses	(4)(a) Percentage of Voting Shares in BHC	(4)(b) Percentage of Voting shares in Subsidiaries	(4)(c) Names of other companies with over 25% interest and ownership
Mark N. Baker Escondido, CA	Executive	Director	N/A	Manager, Baker Enterprises, LLC Ex VP, San Diego Wood Preserving Co. VP, Sanco SA de CV Director, Boys & Girls Club of Greater San Diego Area	<1.0%	N/A	Baker Enterprises LLC (33.3%) San Diego Wood Preserving Co. (50%) Sanco, S. de R.L. de C.V. (50%) Jermar LLC (50%)
Craig Carlson Spring Valley, CA	Retired	Director	N/A	None	<1.0%	N/A	None
Joseph N. Cohen Beverly Hills, CA	Executive	Director	N/A	President, American Entertainment Investors, Inc.	<1.0%	N/A	American Entertainment Investors, Inc. (100%)
Stephen Dunn Rancho Santa Fe, CA	Executive	Director	N/A	President, Romar Company	<1.0%	N/A	Romar Company (100%) Romar Investments, LLC (100%) RMZB Properties, LLC (100%) Solana Beach 101 LLC (100%) WS Properties, LLC (100%) Oceanview Plaza LLC (70%) College Corp. Centre Properties, LLC (50%) SF Properties I, LP (50%) M&S Investors, General Partnership (50%) Kansas Avenue Properties, LP (40%)

PacWest Bancorp
Form FR Y-6
December 31, 2013

Report Item 4: Directors and Officers

(1) Name & Address	(2) Principal Occupation if other than BHC	(3)(a) Title and Position with BHC	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with other businesses	(4)(a) Percentage of Voting Shares in BHC	(4)(b) Percentage of Voting shares in Subsidiaries	(4)(c) Names of other companies with over 25% interest and ownership
							Lawyers Ridge LLC (33%) Keepen Properties, LP (33%) Keejer Properties, LP (33%)
Barry C. Fitzpatrick Naples, FL	Retired Attorney	Director	N/A	Secretary, Donald C. and Elizabeth M. Dickinson Foundation, a non- profit corp.	<1.0%	N/A	None
Antoinette T. Hubenette Topanga, CA	Physician	Director	N/A	The Ensign Group, Director	<1.0%	N/A	None
George E. Langley Covina, CA	Retired Executive	Director	Pacific Western Bank, Director	Casa Colina, Inc., Director	<1.0%	N/A	None
Susan E. Lester San Diego, CA	Retired Executive	Director	N/A	Arctic Cat, Inc, Director Lender Processing Services, Inc, Director	<1.0%	N/A	None
Timothy B. Matz Washington, DC	Attorney	Director	N/A	Senior and Managing Partner, Elias, Matz, Tiernan & Herrick, LLP President, Tudor Place Foundation President & Director, The Matz Family Foundation Director, Philanthropic Foundation	< 1.0%	N/A	None

PacWest Bancorp
Form FR Y-6
December 31, 2013

Report Item 4: Directors and Officers

(1) Name & Address	(2) Principal Occupation if other than BHC	(3)(a) Title and Position with BHC	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with other businesses	(4)(a) Percentage of Voting Shares in BHC	(4)(b) Percentage of Voting shares in Subsidiaries	(4)(c) Names of other companies with over 25% interest and ownership
John W. Rose Hermitage, PA	Executive	Director	N/A	Principal, CapGen Financial, LLC President, McAllen Capital Partners Director, White River Capital Corp. Director, FNB Corporation Director, Jacksonville Bancorp	Direct holdings = < 1.0% Direct and indirect, including shared voting and investment power for shares beneficially held by CapGen Financial, LLCs = 8.6%	N/A	None
Robert A. Stine Bakersfield, CA	Executive	Director	N/A	CEO and Director, Tejon Ranch Company Valley Republic Bank, Director	<1.0%	N/A	None
Arnold W. Messer Beverly Hills, CA	Executive	Director	N/A	President & COO of Phoenix Pictures	<1.0%	N/A	None
Matthew P. Wagner Los Angeles, CA	N/A	CEO and Director	Chairman & Director, and CEO, Pacific Western Bank ("PWB")	None	Approx 1.0%	N/A	None
Victor R. Santoro Los Angeles, CA	N/A	EVP and Chief Financial Officer	Director and EVP of PWB	None	<1.0%	N/A	None

PacWest Bancorp

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December 31, 2013

Report Item 4: Directors and Officers

(1) Name & Address	(2) Principal Occupation if other than BHC	(3)(a) Title and Position with BHC	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with other businesses	(4)(a) Percentage of Voting Shares in BHC	(4)(b) Percentage of Voting shares in Subsidiaries	(4)(c) Names of other companies with over 25% interest and ownership
Robert M. Borgman San Diego, CA	N/A	EVP, Credit Administration	EVP, Credit Administration, PWB	None	<1.0%	N/A	None
Suzanne Brennan Henderson, NV	N/A	EVP, Risk Management	EVP, Risk Management, PWB	None	<1.0%	N/A	None
Mark Christian Carlsbad, CA	N/A	EVP and Manager of Operations & Systems	EVP of PWB	None	<1.0%	N/A	None
Robert G. Dyck Woodland Hills, CA	N/A	EVP & Chief Credit Officer	EVP, Chief Credit Officer and Director of PWB	None	<1.0%	N/A	None
Lynn M. Hopkins Long Beach, CA	N/A	EVP and Corporate Secretary	EVP, CFO and Corporate Secretary of PWB	None	<1.0%	N/A	None
Michael J. Perdue San Diego, CA	N/A	President	President and Director, PWB	Director, Goodrich Petroleum Corp.	<1.0%	N/A	None
Daniel B. Platt Rancho Santa Fe, CA	N/A	EVP and Director	EVP, Special Assets and Director of PWB	None	<1.0%	N/A	None

PacWest Bancorp
Form FR Y-6
 December 31, 2013

Report Item 4: Directors and Officers

(1) Name & Address	(2) Principal Occupation if other than BHC	(3)(a) Title and Position with BHC	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with other businesses	(4)(a) Percentage of Voting Shares in BHC	(4)(b) Percentage of Voting shares in Subsidiaries	(4)(c) Names of other companies with over 25% interest and ownership
Michael L. Thompson Redondo Beach, CA	N/A	EVP, Director of Human Resources	EVP of PWB	None	<1.0%	N/A	None
Jared M. Wolff Los Angeles, CA	N/A	EVP, General Counsel and Assistant Secretary	President-LA Region and Director of PWB	None	<1.0%	N/A	None

Results: A list of branches for your depository institution: PACIFIC WESTERN BANK (ID_RSSD: 494261).
This depository institution is held by PACWEST BANCORP (2875332) of LOS ANGELES, CA.
The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

Actions

OK: If the branch information is correct, enter 'OK' in the **Data Action** column.
Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:
To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	494261	PACIFIC WESTERN BANK	10250 CONSTELLATION BOULEVARD	LOS ANGELES	CA	90067	LOS ANGELES	UNITED STATES	16761	0	PACIFIC WESTERN BANK	494261	
OK		Full Service	3514870	ANAHEIM BRANCH	101 EAST LINCOLN AVENUE	ANAHEIM	CA	92805	ORANGE	UNITED STATES	365518	28	PACIFIC WESTERN BANK	494261	
OK		Full Service	3968950	ATASCADERO BRANCH	7035 EL CAMINO REAL	ATASCADERO	CA	93422	SAN LUIS OBISPO	UNITED STATES	273950	97	PACIFIC WESTERN BANK	494261	
OK		Full Service	606569	BEVERLY HILLS BRANCH	9320 WILSHIRE BOULEVARD	BEVERLY HILLS	CA	90212	LOS ANGELES	UNITED STATES	16995	7	PACIFIC WESTERN BANK	494261	
OK		Full Service	3509821	BONSALL BRANCH	5256 SOUTH MISSION ROAD	BONSALL	CA	92003	SAN DIEGO	UNITED STATES	363119	71	PACIFIC WESTERN BANK	494261	
OK		Full Service	2757782	BREA BRANCH	275 NORTH BREA BOULEVARD	BREA	CA	92821	ORANGE	UNITED STATES	256098	12	PACIFIC WESTERN BANK	494261	
OK		Full Service	4117803	CAMARILLO BRANCH	1150 PASEO CAMARILLO	CAMARILLO	CA	93010	VENTURA	UNITED STATES	Not Required	Not Required	PACIFIC WESTERN BANK	494261	
OK		Full Service	964362	CARLSBAD BRANCH	2602 EL CAMINO REAL	CARLSBAD	CA	92008	SAN DIEGO	UNITED STATES	32062	56	PACIFIC WESTERN BANK	494261	
OK		Full Service	1435720	CATHEDRAL CITY BRANCH	30855 DATE PALM DRIVE	CATHEDRAL CITY	CA	92234	RIVERSIDE	UNITED STATES	256075	16	PACIFIC WESTERN BANK	494261	
OK		Full Service	274968	CHINO BRANCH	12474 CENTRAL AVENUE	CHINO	CA	91710	SAN BERNARDINO	UNITED STATES	257830	20	PACIFIC WESTERN BANK	494261	
OK		Full Service	1992586	CHULA VISTA BRANCH	730 BROADWAY, SUITE 200	CHULA VISTA	CA	91910	SAN DIEGO	UNITED STATES	246839	62	PACIFIC WESTERN BANK	494261	
OK		Full Service	750369	CLAREMONT BRANCH	223 WEST FOOTHILL BOULEVARD	CLAREMONT	CA	91711	LOS ANGELES	UNITED STATES	252227	43	PACIFIC WESTERN BANK	494261	
OK		Full Service	2321763	CORONA BRANCH	1050 WEST SIXTH STREET	CORONA	CA	92882	RIVERSIDE	UNITED STATES	252234	49	PACIFIC WESTERN BANK	494261	
OK		Full Service	711865	CORONADO BRANCH	1190 ORANGE AVENUE	CORONADO	CA	92118	SAN DIEGO	UNITED STATES	16149	64	PACIFIC WESTERN BANK	494261	
OK		Full Service	3514861	DANA POINT BRANCH	34180 PACIFIC COAST HIGHWAY	DANA POINT	CA	92629	ORANGE	UNITED STATES	356863	27	PACIFIC WESTERN BANK	494261	
OK		Full Service	922063	DOWNEY BRANCH	10245 PARAMOUNT BOULEVARD	DOWNEY	CA	90241	LOS ANGELES	UNITED STATES	256097	10	PACIFIC WESTERN BANK	494261	
OK		Full Service	3466335	ENCINO BRANCH	16661 VENTURA BOULEVARD # 110	ENCINO	CA	91436	LOS ANGELES	UNITED STATES	Not Required	Not Required	PACIFIC WESTERN BANK	494261	
OK		Full Service	175560	ESCONDIDO BRANCH	900 CANTERBURY PLACE, SUITE 100	ESCONDIDO	CA	92025	SAN DIEGO	UNITED STATES	361742	70	PACIFIC WESTERN BANK	494261	
OK		Full Service	3725854	FALLBROOK BRANCH	130 WEST FALLBROOK STREET	FALLBROOK	CA	92028	SAN DIEGO	UNITED STATES	33045	67	PACIFIC WESTERN BANK	494261	
OK		Full Service	1884140	GLENDALE BRANCH	400 NORTH BRAND BOULEVARD	GLENDALE	CA	91203	LOS ANGELES	UNITED STATES	47191	23	PACIFIC WESTERN BANK	494261	
OK		Full Service	181169	GLENDORA BRANCH	510 SOUTH GRAND AVENUE, SUITE 202	GLENDORA	CA	91741	LOS ANGELES	UNITED STATES	14587	41	PACIFIC WESTERN BANK	494261	
OK		Full Service	3969096	GOLETA BRANCH	197 NORTH FAIRVIEW AVENUE	GOLETA	CA	93117	SANTA BARBARA	UNITED STATES	431544	100	PACIFIC WESTERN BANK	494261	
OK		Full Service	2661898	HUNTINGTON BEACH BRANCH	19950 BEACH BOULEVARD	HUNTINGTON BEACH	CA	92648	ORANGE	UNITED STATES	61728	34	PACIFIC WESTERN BANK	494261	
OK		Full Service	97260	INDIAN WELLS BRANCH	74750 HIGHWAY 111	INDIAN WELLS	CA	92210	RIVERSIDE	UNITED STATES	16280	14	PACIFIC WESTERN BANK	494261	
OK		Full Service	3001110	IRVINE BRANCH	14252 CULVER DRIVE, SUITE G	IRVINE	CA	92604	ORANGE	UNITED STATES	258167	86	PACIFIC WESTERN BANK	494261	
OK		Full Service	3522138	IRVINDALE BRANCH	15622 WEST ARROW HIGHWAY	IRVINDALE	CA	91706	LOS ANGELES	UNITED STATES	Not Required	Not Required	PACIFIC WESTERN BANK	494261	
OK		Full Service	1857274	LA JOLLA BRANCH	7855 IVANHOE AVENUE, SUITE 100	LA JOLLA	CA	92037	SAN DIEGO	UNITED STATES	16543	60	PACIFIC WESTERN BANK	494261	
OK		Full Service	100160	CENTURY CITY BRANCH	1880 CENTURY PARK EAST, SUITE 110	LOS ANGELES	CA	90067	LOS ANGELES	UNITED STATES	Not Required	Not Required	PACIFIC WESTERN BANK	494261	
OK		Full Service	1156221	LOS ANGELES BRANCH	444 SOUTH FLOWER STREET	LOS ANGELES	CA	90071	LOS ANGELES	UNITED STATES	257135	33	PACIFIC WESTERN BANK	494261	

OK		Full Service	965163	LOS ANGELES OLYMPIC BRANCH	11150 WEST OLYMPIC BOULEVARD	LOS ANGELES	CA	90064	LOS ANGELES	UNITED STATES	17130	21	PACIFIC WESTERN BANK	494261
OK		Full Service	2642084	MURRIETA BRANCH	41381 KALMIA STREET	MURRIETA	CA	92562	RIVERSIDE	UNITED STATES	437830	76	PACIFIC WESTERN BANK	494261
OK		Full Service	844165	NEWPORT BEACH BRANCH	895 DOVE STREET, SUITE 100	NEWPORT BEACH	CA	92660	ORANGE	UNITED STATES	16861	24	PACIFIC WESTERN BANK	494261
OK		Full Service	3968969	NIPOMO BRANCH	542 WEST TEFFT STREET	NIPOMO	CA	93444	SAN LUIS OBISPO	UNITED STATES	431545	101	PACIFIC WESTERN BANK	494261
OK		Full Service	3969126	OJAI BRANCH	110 SOUTH VENTURA STREET	OJAI	CA	93023	VENTURA	UNITED STATES	431546	102	PACIFIC WESTERN BANK	494261
OK		Full Service	827065	ONTARIO BRANCH	2401 SOUTH GROVE AVENUE	ONTARIO	CA	91761	SAN BERNARDINO	UNITED STATES	252230	45	PACIFIC WESTERN BANK	494261
OK		Full Service	2910028	OXNARD BRANCH	300 EAST ESPLANADA DRIVE, SUITES 102	OXNARD	CA	93036	VENTURA	UNITED STATES	Not Required	Not Required	PACIFIC WESTERN BANK	494261
OK		Full Service	3517013	PACIFIC PALISADES BRANCH	15310 SUNSET BOULEVARD	PACIFIC PALISADES	CA	90272	LOS ANGELES	UNITED STATES	511994	110	PACIFIC WESTERN BANK	494261
OK		Full Service	2697178	PALM SPRINGS BRANCH	601 EAST TAQUITZ CANYON WAY	PALM SPRINGS	CA	92262-6705	RIVERSIDE	UNITED STATES	256078	18	PACIFIC WESTERN BANK	494261
OK		Full Service	3402427	PASADENA BRANCH	200 SOUTH ROBLES AVENUE	PASADENA	CA	91101	LOS ANGELES	UNITED STATES	362614	39	PACIFIC WESTERN BANK	494261
OK		Full Service	4455448	PASO ROBLES BRANCH	1204 SPRING STREET	PASO ROBLES	CA	93446	SAN LUIS OBISPO	UNITED STATES	Not Required	Not Required	PACIFIC WESTERN BANK	494261
OK		Full Service	652164	PICO RIVERA BRANCH	8810 EAST WHITTIER BOULEVARD	PICO RIVERA	CA	90660	LOS ANGELES	UNITED STATES	16301	9	PACIFIC WESTERN BANK	494261
OK		Full Service	3969069	PISMO BEACH BRANCH	831 OAK PARK BOULEVARD	PISMO BEACH	CA	93449	SAN LUIS OBISPO	UNITED STATES	287061	95	PACIFIC WESTERN BANK	494261
OK		Full Service	827467	RANCHO CUCAMONGA BRANCH	9680 HAVEN AVENUE SUITE 100	RANCHO CUCAMONGA	CA	91730	SAN BERNARDINO	UNITED STATES	252228	44	PACIFIC WESTERN BANK	494261
OK		Electronic Banking	4268817	ELECTRONIC PAYMENT SERVICES (EPS) DIVISION	70115 HIGHWAY 111	RANCHO MIRAGE	CA	92270	RIVERSIDE	UNITED STATES	Not Required	Not Required	PACIFIC WESTERN BANK	494261
OK		Full Service	931766	RANCHO SANTA FE BRANCH	6110 EL TORO	RANCHO SANTA FE	CA	92067	SAN DIEGO	UNITED STATES	16598	53	PACIFIC WESTERN BANK	494261
OK		Full Service	3880267	REDLANDS BRANCH	218 EAST STATE STREET	REDLANDS	CA	92373	SAN BERNARDINO	UNITED STATES	Not Required	Not Required	PACIFIC WESTERN BANK	494261
OK		Full Service	714361	ROSEMEAD BRANCH	8941 EAST VALLEY BOULEVARD	ROSEMEAD	CA	91770	LOS ANGELES	UNITED STATES	16910	30	PACIFIC WESTERN BANK	494261
OK		Full Service	4228709	DOWNTOWN SAN DIEGO BRANCH	401 WEST A STREET	SAN DIEGO	CA	92101	SAN DIEGO	UNITED STATES	38674	36	PACIFIC WESTERN BANK	494261
OK		Full Service	863568	GOLDEN TRIANGLE BRANCH	4365 EXECUTIVE DRIVE, SUITE 125	SAN DIEGO	CA	92121	SAN DIEGO	UNITED STATES	256678	54	PACIFIC WESTERN BANK	494261
OK		Full Service	26961	POINT LOMA BRANCH	1661 ROSECRANS STREET	SAN DIEGO	CA	92106	SAN DIEGO	UNITED STATES	257122	61	PACIFIC WESTERN BANK	494261
OK		Full Service	2583347	RANCHO BERNARDO BRANCH	16789 BERNARDO CENTER DRIVE	SAN DIEGO	CA	92128	SAN DIEGO	UNITED STATES	57082	77	PACIFIC WESTERN BANK	494261
OK		Full Service	1412888	SAN FERNANDO BRANCH	400 SOUTH SAN FERNANDO MISSION BOULEVARD	SAN FERNANDO	CA	91340	LOS ANGELES	UNITED STATES	45394	32	PACIFIC WESTERN BANK	494261
OK		Full Service	3517040	SAN FRANCISCO GEARY BOULEVARD BRANCH	5160 GEARY BOULEVARD	SAN FRANCISCO	CA	94118	SAN FRANCISCO	UNITED STATES	511995	111	PACIFIC WESTERN BANK	494261
OK		Full Service	3517059	SAN FRANCISCO NORIEGA STREET BRANCH	2301 NORIEGA STREET	SAN FRANCISCO	CA	94122	SAN FRANCISCO	UNITED STATES	419787	88	PACIFIC WESTERN BANK	494261
OK		Full Service	4248426	SAN LUIS OBISPO BRANCH	1001 MARSH STREET	SAN LUIS OBISPO	CA	93401	SAN LUIS OBISPO	UNITED STATES	Not Required	Not Required	PACIFIC WESTERN BANK	494261
OK		Full Service	3562741	SAN MATEO BRANCH	885 SOUTH EL CAMINO REAL	SAN MATEO	CA	94402	SAN MATEO	UNITED STATES	457432	91	PACIFIC WESTERN BANK	494261
OK		Full Service	113964	SAN YSIDRO BRANCH	418 WEST SAN YSIDRO BOULEVARD	SAN YSIDRO	CA	92173	SAN DIEGO	UNITED STATES	253000	63	PACIFIC WESTERN BANK	494261
OK		Full Service	4516938	SANTA BARBARA	30 EAST FIGUEROA STREET	SANTA BARBARA	CA	93101	SANTA BARBARA	UNITED STATES	Not Required	Not Required	PACIFIC WESTERN BANK	494261
OK		Full Service	4423764	SANTA MARIA OFFICE	2646 SANTA MARIA WAY	SANTA MARIA	CA	93455	SANTA BARBARA	UNITED STATES	Not Required	Not Required	PACIFIC WESTERN BANK	494261
OK		Full Service	3725845	SANTA MONICA BRANCH	456 SANTA MONICA BOULEVARD	SANTA MONICA	CA	90401	LOS ANGELES	UNITED STATES	16548	59	PACIFIC WESTERN BANK	494261
OK		Full Service	510460	SANTEE BRANCH	9955 MISSION GORGE ROAD	SANTEE	CA	92071	SAN DIEGO	UNITED STATES	17238	72	PACIFIC WESTERN BANK	494261
OK		Full Service	3969117	SOLVANG BRANCH	610 ALAMO PINTADO ROAD	SOLVANG	CA	93463	SANTA BARBARA	UNITED STATES	44999	94	PACIFIC WESTERN BANK	494261
OK		Full Service	2464905	TEMECULA BRANCH	27541 YNEZ ROAD, SUITE 100	TEMECULA	CA	92591	RIVERSIDE	UNITED STATES	259415	68	PACIFIC WESTERN BANK	494261
OK		Full Service	3689778	THOUSAND OAKS BRANCH	550 NORTH MOORPARK ROAD	THOUSAND OAKS	CA	91360	VENTURA	UNITED STATES	469760	93	PACIFIC WESTERN BANK	494261
OK		Full Service	251969	TORRANCE BRANCH	2200 SEPULVEDA BOULEVARD	TORRANCE	CA	90501	LOS ANGELES	UNITED STATES	Not Required	Not Required	PACIFIC WESTERN BANK	494261
OK		Full Service	3554175	UPLAND BRANCH	569 NORTH MOUNTAIN AVENUE	UPLAND	CA	91786	SAN BERNARDINO	UNITED STATES	252226	42	PACIFIC WESTERN BANK	494261
OK		Full Service	3601819	VENTURA BRANCH	480 SOUTH MILLS ROAD	VENTURA	CA	93003	VENTURA	UNITED STATES	462646	92	PACIFIC WESTERN BANK	494261
OK		Full Service	3962565	VENTURA CHESTNUT BRANCH	101 SOUTH CHESTNUT	VENTURA	CA	93001	VENTURA	UNITED STATES	39100	84	PACIFIC WESTERN BANK	494261
OK		Full Service	2728380	VISTA BRANCH	1690 SOUTH MELROSE DRIVE	VISTA	CA	92081	SAN DIEGO	UNITED STATES	259416	69	PACIFIC WESTERN BANK	494261
OK		Full Service	805661	WEST COVINA BRANCH	220 SOUTH VINCENT AVENUE	WEST COVINA	CA	91790	LOS ANGELES	UNITED STATES	250169	11	PACIFIC WESTERN BANK	494261
OK		Full Service	994565	FIRST CALIFORNIA BANK BRANCH	3027 TOWNSGATE ROAD, SUITE 300	WESTLAKE VILLAGE	CA	91361	VENTURA	UNITED STATES	Not Required	Not Required	PACIFIC WESTERN BANK	494261
OK		Full Service	1873706	WESTLAKE VILLAGE BRANCH	32111 AGOURA ROAD	WESTLAKE VILLAGE	CA	91361	LOS ANGELES	UNITED STATES	Not Required	Not Required	PACIFIC WESTERN BANK	494261
OK		Full Service	3514852	WHITTIER BRANCH	15335 EAST WHITTIER BOULEVARD	WHITTIER	CA	90603	LOS ANGELES	UNITED STATES	360712	13	PACIFIC WESTERN BANK	494261
OK		Full Service	498465	WOODLAND HILLS BRANCH	21600 OXNARD STREET, SUITE 100	WOODLAND HILLS	CA	91367	LOS ANGELES	UNITED STATES	256890	2	PACIFIC WESTERN BANK	494261
OK		Full Service	2471125	YUCCA VALLEY BRANCH	7272 JOSHUA LANE	YUCCA VALLEY	CA	92284	SAN BERNARDINO	UNITED STATES	256077	17	PACIFIC WESTERN BANK	494261