



**CW Bancorp**  
Disclosure Statement  
Rule 15c2-11(5) and Rule 144(c)(2)  
Under the Securities Exchange Act of 1934

**1. The exact name of the issuer and its predecessor (if any):**

CW Bancorp  
CommerceWest Bank

**2. The address of the issuer's principal executive offices:**

2445 McCabe Way, Suite 300  
Irvine, CA 92614  
Telephone: 866-521-CWBK  
Website: [www.cwbk.com](http://www.cwbk.com)

**3. The state of incorporation:**

California

**4. The exact title and class of securities:**

Common stock (CWBK)

**5. The par or state value of the securities:**

No par value.

**6. The number of shares or total amount of the securities outstanding as of the end of the issuer's most recent fiscal year:**

3,314,358 shares of outstanding common stock as of December 31, 2022.

**7. The name and address of the firm that facilitates stock purchases and sales:**

Michael Natzic  
Hilltop Securities Inc.  
42605 Moonridge Rd.  
Big Bear Lake, CA 92315

Telephone: 909-584-4500  
Email: [michael.natzic@HilltopSecurities.com](mailto:michael.natzic@HilltopSecurities.com)  
Website: [www.HilltopSecurities.com](http://www.HilltopSecurities.com)

Jeffrey T. McMurray  
Janney Montgomery Scott LLC  
1717 Arch Street  
Philadelphia, PA 19103

Telephone: 800-526-6397  
Email: [jmcmurray@janney.com](mailto:jmcmurray@janney.com)  
Website: [www.janney.com](http://www.janney.com)

Joey Warmenhoven  
JWTT Inc.  
1231 NW Hoyt St., Suite 206  
Portland, OR 97209

Telephone: 971-323-0698  
Email: [joey@jwttinc.com](mailto:joey@jwttinc.com)  
Website: [www.jwttinc.com](http://www.jwttinc.com)

**8. The name and address of the stock transfer agent:**

Computershare  
350 Indiana St., Suite 800  
Golden, CO 80401

Telephone: 800-962-4284  
Email: [syed.hussaini@computershare.com](mailto:syed.hussaini@computershare.com)  
Website: [www.computershare.com](http://www.computershare.com)

**9. The nature of the issuer's business:**

The issuer is a one-bank holding company for CommerceWest Bank, a California chartered commercial bank that was organized in 2000 and is based in Irvine, California.

**10. The nature of the products or services offered:**

CommerceWest Bank is a full service commercial bank that offers a wide range of loan products, depository products and treasury management services.

**11. The nature and extent of the issuer's facilities:**

Both the issuer and the Bank operate from a facility in Irvine, California.

**12. The name of the Chief Executive Officer and members of the Board of Directors:**

Mr. Ivo A. Tjan, Chairman & Chief Executive Officer  
Mr. Christopher J. Deering, Director  
Mr. David L. Gaba, Director  
Mr. Gregory R. Games, Director  
Ms. Linda Iannone, Director  
Ms. Rosanne Luth, Director  
Mr. Kenneth A. Shelton, Director

**13. The issuer's most recent balance sheet and profit and loss and retained earnings statements:**

See financial statements as of December 31, 2022 at the end of this document.

**14. Similar financial information for the preceding fiscal year:**

The financial statements that are referenced in Item 13 also contain comparative information for the years ended December 31, 2022 and 2021.

**15. Whether the broker or dealer of any associated person is affiliated, directly or indirectly with the issuer:**

N/A

16. Whether the quotation is being published or submitted on behalf of any other broker or dealer, and, if so the name of such broker dealer:

N/A

17. Whether the quotation is being submitted or published directly or indirectly on behalf of the issuer, or any director, officer or any person, directly or indirectly the beneficial owner of more than 10 percent of the outstanding units or shares of any equity security of the issuer, and, if so, the name of such a person, and the basis for any exemption under the federal securities laws for any sales of such securities on the behalf of such a person:

N/A

# CW Bancorp and Subsidiary

## Consolidated Statements of Financial Condition

as of December 31, 2022 and 2021

## Consolidated Statements of Income

for the Years ended December 31, 2022 and 2021

## Consolidated Statement of Changes In Stockholders' Equity

for the Years ended December 31, 2022 and 2021



*Bank on The Difference™*

**CW BANCORP AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION**  
**DECEMBER 31, 2022 AND 2021**

**ASSETS**

	2022	2021
Cash and Due from Banks	\$ 287,188,000	\$ 251,828,000
Interest-Bearing Deposits in Other Banks	150,500,000	145,049,000
<b>TOTAL CASH AND CASH EQUIVALENTS</b>	437,688,000	396,877,000
 Time Deposits in Other Banks	 745,000	 1,244,000
 Securities Available for Sale	 124,608,000	 150,470,000
Securities Held to Maturity	51,613,000	27,688,000
Loans:		
Real Estate	629,524,000	551,460,000
Commercial	108,627,000	162,411,000
Consumer	48,000,000	48,143,000
<b>TOTAL LOANS</b>	786,151,000	762,014,000
Premium on Loans Purchased	6,496,000	5,353,000
Net Deferred Loan Costs (Fees)	1,736,000	83,000
Allowance for Loan Losses	(10,892,000)	(9,710,000)
<b>NET LOANS</b>	783,491,000	757,740,000
 Premises and Equipment	 1,076,000	 1,318,000
Restricted Stock, at Cost	6,244,000	3,917,000
Bank Owned Life Insurance ("BOLI")	8,288,000	8,087,000
Deferred Income Taxes	9,679,000	3,291,000
Goodwill	3,061,000	3,061,000
Right of Use ("ROU") Asset	3,977,000	4,565,000
Accrued Interest and Other Assets	7,376,000	7,667,000
<b>TOTAL ASSETS</b>	\$ 1,437,846,000	\$ 1,365,925,000

**CW BANCORP AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION**  
**DECEMBER 31, 2022 AND 2021**

**LIABILITIES AND STOCKHOLDERS' EQUITY**

	2022	2021
Deposits:		
Noninterest-Bearing Demand	\$ 584,722,000	\$ 699,968,000
Money Market	159,199,000	307,440,000
Savings and NOW	485,394,000	139,447,000
Time	74,755,000	82,195,000
<b>TOTAL DEPOSITS</b>	<b>1,304,070,000</b>	<b>1,229,050,000</b>
Subordinated Debenture	50,000,000	50,000,000
Operating Lease Liability	4,356,000	4,791,000
Other Liabilities	9,800,000	8,549,000
<b>TOTAL LIABILITIES</b>	<b>1,368,226,000</b>	<b>1,292,390,000</b>
Commitments and Contingencies - Note 10		
Stockholders' Equity:		
Preferred Stock - 100,000,000 Shares Authorized, No Par Value; No Shares Issued and Outstanding	-	-
Common Stock - 100,000,000 Shares Authorized, No Par Value; Issued and Outstanding 3,314,358 and 3,437,891 at 2022 and 2021, respectively	13,986,000	14,693,000
Additional Paid-in Capital	2,305,000	2,288,000
Retained Earnings	65,128,000	54,377,000
Accumulated Other Comprehensive (Loss) Income, Net of Taxes of (\$4,937,000) in 2022 and \$911,000 in 2021	(11,799,000)	2,177,000
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>69,620,000</b>	<b>73,535,000</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 1,437,846,000</b>	<b>\$ 1,365,925,000</b>

**CW BANCORP AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF INCOME**  
**FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021**

	2022	2021
<b>INTEREST INCOME</b>		
Interest and Fees on Loans	\$ 34,566,000	\$ 26,496,000
Interest on Taxable Investment Securities	2,854,000	1,339,000
Interest on Tax-Exempt Investment Securities	1,489,000	1,151,000
Other Interest Income	2,411,000	1,223,000
<b>TOTAL INTEREST INCOME</b>	41,320,000	30,209,000
<b>INTEREST EXPENSE</b>		
Interest on Deposits	2,114,000	993,000
Subordinated Debenture	1,875,000	1,031,000
Interest on Borrowings	8,000	-
<b>TOTAL INTEREST EXPENSE</b>	3,997,000	2,024,000
<b>NET INTEREST INCOME</b>	37,323,000	28,185,000
Provision for Loan Losses	1,200,000	525,000
<b>NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES</b>	36,123,000	27,660,000
<b>NONINTEREST INCOME</b>		
Service Charges and Fees on Deposits	4,475,000	4,447,000
Earnings on BOLI	201,000	198,000
Gain on Sale of Loans	-	(4,000)
Servicing Fees	634,000	912,000
Other	752,000	602,000
	6,062,000	6,155,000
<b>NONINTEREST EXPENSE</b>		
Salaries and Employee Benefits	9,889,000	7,949,000
Furniture and Equipment Expense	450,000	467,000
Occupancy Expense of Premises	829,000	786,000
Data Processing	1,665,000	1,319,000
Professional and Legal	817,000	752,000
Marketing	426,000	293,000
FDIC Insurance	238,000	605,000
Other	3,769,000	3,049,000
	18,083,000	15,220,000
<b>INCOME BEFORE INCOME TAXES</b>	24,102,000	18,595,000
Income Tax Expense	6,741,000	4,416,000
<b>NET INCOME</b>	\$ 17,361,000	\$ 14,179,000
Basic Earnings Per Common Share	\$ 5.14	\$ 4.04
Diluted Earnings Per Common Share	\$ 5.00	\$ 3.95

**CW BANCORP AND SUBSIDIARY**  
**CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY**  
**FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021**

	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
	Number of Shares	Amount				
<b>Balance at December 31, 2020</b>	3,531,996	\$ 13,905,000	\$ 3,069,000	\$ 49,830,000	\$ 3,404,000	\$ 70,208,000
Net Income				14,179,000		14,179,000
Stock-Based Compensation			90,000			90,000
Stock Repurchase	(318,993)	(2,712,000)		(6,795,000)		(9,507,000)
Stock Options Exercised	224,888	3,500,000	(871,000)			2,629,000
Dividends on Common Stock				(2,837,000)		(2,837,000)
Other Comprehensive Loss					(1,227,000)	(1,227,000)
<b>Balance at December 31, 2021</b>	3,437,891	14,693,000	2,288,000	54,377,000	2,177,000	73,535,000
Net Income				17,361,000		17,361,000
Stock-Based Compensation			121,000			121,000
Stock Repurchase	(151,763)	(1,326,000)		(3,658,000)		(4,984,000)
Stock Options Exercised	28,230	619,000	(104,000)			515,000
Dividends on Common Stock				(2,952,000)		(2,952,000)
Other Comprehensive Loss					(13,976,000)	(13,976,000)
<b>Balance at December 31, 2022</b>	<u>3,314,358</u>	<u>\$ 13,986,000</u>	<u>\$ 2,305,000</u>	<u>\$ 65,128,000</u>	<u>\$ (11,799,000)</u>	<u>\$ 69,620,000</u>