

Brian H. Kelley

BHK ASSOCIATES, INC.

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EXPERTWITNESSBANKER.COM

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Brian H. Kelley is a broadly experienced banking executive, lender and attorney who served for over thirty years in lending, top management and legal positions for both regional and larger commercial banks in California, Arizona, Washington and Oregon. He has substantial background in a wide range of commercial real estate lending, consumer & business lending and asset financing, as well as loan syndications and problem loan workouts. Mr. Kelley's career encompasses senior management/lender positions in both major banks and regional community banking organizations. He has also served as in-house Legal Counsel and an attorney in private practice focused on banking, regulatory and credit matters.

In recent years, Mr. Kelley has been President, CEO, and Director at several commercial banks in Southern California. This included positions as a turnaround executive at troubled lenders, management and growth of niche banks focused on commercial real estate finance, business and consumer lending, and as the founding CEO of a successful de-novo bank. He has also served as an expert in corporate finance, bank governance, banking regulations, and commercial and mortgage lending, testifying in Federal and State courts as well as in arbitration.

Chronological Resume

BHK Associates, Inc.

2011 to Present

Principal

Consulting and Advisory Services to financial institutions, the FDIC and commercial real estate investors. Expert Witness and Litigation Support focused on corporate finance, banking and commercial & consumer lending. Qualified as an expert in Federal and State Court.

Pacific Commerce Bank, N.A., Los Angeles

2005 to 2011

President, CEO and Director

Directed successful turnaround, restructure and recapitalization. Guided subsequent growth of \$195 million multi-branch commercial bank active in Greater Los Angeles. Focus on Commercial & Industrial lending, and commercial real estate construction and consumer loans. Obtained SBA Preferred Lender status.

Professional Business Bank, Pasadena

2002 to 2005

President, CEO and Director

Turnaround of failing bank through capital raise, return to profitability and revamp of lending (commercial, residential & consumer). Guided lending and operations through 4-fold increase in asset size leading to successful sale of bank.

Friedemann O'Brien Goldberg & Zarian LLP (Arent Fox LLP), Los Angeles

2001 to 2002

Of Counsel

Private practice in business law, finance, commercial real estate and banking practices. Also served as expert witness on complex commercial credits & entitlement issues.

InterBusiness Bank, N.A., Los Angeles

1999 to 2001

Founding President, CEO and Director

Formed and directed all activities of highly successful de-novo bank, from OCC/FDIC approval, capital raising and opening, to subsequent growth and lending/operations at 3 branches.

The Long-Term Credit Bank of Japan, Ltd., Los Angeles Agency

1989 to 1999

Deputy General Manager/Senior Vice President

Led major lending unit with \$2 Billion + portfolio. Directed/performed business lending, asset based finance, healthcare, REIT and commercial real estate construction and permanent lending. Managed syndications desk, overseeing \$1 billion+ in participation sales and acquisitions (transactions from \$10 to \$200 million). Directed legal team, disposition of major office and hotel properties, and workout of \$300+ million in troubled loans.

Brian H. Kelley
Chronological Resume (Continued)

Pacific Pioneer Financial Corporation, Bellevue, WA & Phoenix, AZ **1983 to 1989**
Regional Vice President, Manager

Opened and managed regional lending office concentrated in commercial and residential lending (multi-family, commercial/office, retail, single-family, etc.). Financed apartments between 50 and 300 units as designated FNMA and FMAC underwriter. Also provided permanent financing through Life Company correspondents.

Well Fargo Realty Advisors, Portland, Oregon & Seattle, Washington **1980 to 1983**
Assistant Vice President

Originated and underwrote major loans for bank's REIT as well as for Bank's own portfolio. Typical transactions of \$2 to \$20 million, covering multi-family, office, hotel & retail development. Coordinated due diligence, acquisition, management and disposition of investment properties throughout Western U.S.

First Security Bank, Salt Lake City & Portland **1977 to 1980**
In-House Legal Counsel (1977 – 1979)

Legal Counsel for Commercial Real Estate Group. Managed Construction Lending Group.

Brigham Young University **1976 to 1977**
Assistant Professor, Department of History
Assistant Director, Instructor of BYU Semester Abroad Program, Madrid Spain Campus.

Education

Brigham Young University

- Juris Doctorate, J. Reuben Clark School of Law (1976).
- B.A. in History/Spanish Literature, Magna Cum Laude with Honors (1973).

University of Mexico School of Law, Guadalajara, Mexico
Visiting Scholar (1976)

University of Madrid, Spain
Exchange Fellow (1973)

American Institute of Real Estate Appraisers
Completed core M.A.I. courses

Completed various credit training programs offered by Wells Fargo, First Security Bank and The American Bankers Association.

Licenses & Affiliations

Licenses:

California Bar Association (Inactive)
Utah Bar Association (Inactive/lapsed)
Hawaii Bar Association (Inactive/lapsed)
California Brokers License (1995-2005)

Associations:

Charles River Associates
Thomson Reuters International
Cornerstone Research
AM Best (Qualified Expert)
Listed with Juris Pro, Forensis & HG Experts

Past & Present Affiliations:

California Bankers Association
Independent Bankers Association
Forensic Expert Witness Association
Home Builders Association of America
F.D.I.C. Council of Minority Owned Banks
Mortgage Bankers Association (Past Speaker & Committee Member)
Western Independent Bankers (former Director, WIB Services Corp.)



ABOUT BHK ASSOCIATES

BHK Associates is a specialized consulting group that provides management, credit, operational and regulatory consulting services to financial institutions, insurance companies and regulatory agencies, as well as real estate and financial services organizations. BHK Associates also provides expert witness services in areas of banking, financing, credit and complex commercial matters.

ABOUT BRIAN KELLEY

Brian Kelley is a broadly experienced banking executive, lender and attorney, having served for over thirty years in lending, top management and legal positions at both regional and larger commercial banks. He has an extensive background in a wide range of business, corporate, asset-based and real estate lending (both commercial and residential) in diverse markets in the western, central and southwestern United States, as well as loan syndications/participations and problem loans.

Mr. Kelley's career has included senior management and lending at both major banks and smaller regional banking organizations, and in recent years he has been President, CEO and Director at several commercial banks. This has included positions in management and growth of niche banks focused on business lending and commercial real estate finance, as the founding CEO of a successful de-novo bank, and as a turnaround executive at troubled institutions. During the past six years, Mr. Kelley has been retained as an expert and consultant in a variety of cases; on banking matters, advising major financial institutions as well as the F.D.I.C.

Mr. Kelley has qualified and testified as an expert witness on lending practices, corporate finance, commercial and residential real estate lending, and banking management and regulations in federal and state courts in California, Oregon, Washington, Arizona, Nevada, New Mexico, Oklahoma, Illinois, Tennessee, North Carolina, Virginia, Texas, Florida, New York and Washington D.C. He has never been disqualified by any court in which he has appeared.

EXPERT WITNESS & CONSULTING AREAS

- Bank Management & Governance
- Lending Policies, Custom & Practices
- Loan Underwriting & Credit Administration
- Compliance & Risk Assessment
- Bankruptcy, Foreclosure & Workouts
- Valuations & Damages Assessments
- Executive Compensation & Stock Options
- TARP & Regulatory Directives
- Mergers & Acquisitions
- Loan Syndications & Correspondent Banking
- SBA & HUD Financing
- Structured Finance
- Asset-based Lending
- Valuations & Damages Assessments
- Regulatory Oversight
- Financial Derivatives
- Director/Officer Duties & Functions
- Construction Lending & Administration
- Construction Defects
- Project Administration & Delay Claims
- Lender Liability & Malfeasance
- Hotel Lending & Development

REPRESENTATIVE CLIENTS

- Williams & Connolly (Washington, D.C.)
- Buchalter Nemer (San Francisco)
- Rutan & Tucker (Costa Mesa, CA)
- Reed Smith, LLP (Los Angeles & Pittsburgh)
- King & Spalding, LLP (Atlanta)
- Troutman Sanders, LLP (Richmond)
- Davis Polk & Wardell, LLP (New York)
- Gibson, Dunn & Crutcher, LLP (New York)
- Weil Gotshall & Manges (New York)
- Pryor Cashman, LLP (New York)
- Keesal Young & Logan (SF & Long Beach)
- Sheppard Mullin (San Diego & Los Angeles)
- Picadio Sneath Miller & Norton (Pittsburgh)
- Ferrazano Kirschbaum (Chicago)
- DeBolt Fields LLP (Calabasas, CA)
- Faruki Ireland & Cox (Cincinnati)
- Severson & Werson (Irvine, CA)
- Hallett & Perrin, P.C. (Dallas)
- Allen Matkins (Los Angeles)
- Nossamann LLP (Los Angeles)
- Klinedinst PC (San Diego & Seattle)
- Hart King Coldren (Irvine, CA)
- Brown & Scott (Des Moines, IA)
- Hines Smith Carder (San Jose, CA)
- Neufeld & Marks (Los Angeles)
- Wolff Ardis (Memphis)
- Severson Werson (Los Angeles)
- Frandzel Robins (Los Angeles)
- Steptoe & Johnson (Los Angeles)
- Grimm, Veranjes & Graham (San Diego)
- Figari & Davenport (Dallas)
- Loeb & Loeb (Los Angeles)
- Slaughter & Regan (Los Angeles)
- Shumener, Odson & Oh (Los Angeles)
- Meylan, Davitt, Jain (Los Angeles)
- Lewis Brisbois Bisgaard & Smith (Sacramento)
- Federal Deposit Insurance Corp.
- JP Morgan Chase Bank
- Bank of America
- Wells Fargo Bank
- Comerica Bank, Dallas, TX
- Citibank, N.A.
- Deutsche Bank, N.A.
- U.B.S., A.G.
- Union Bank, San Francisco, CA
- First Tennessee Bank, Memphis TN
- Fifth Third Bank, Cincinnati, OH
- Bank Leumi
- Credit Suisse AG, NY
- One West Bank, N.A.
- Banc of California
- Farmers & Merchants Bank, Long Beach
- California Bank & Trust, Los Angeles, CA
- Nevada State Bank
- Bank of Stockton
- CenTrust Bank, Chicago, Ill
- Royal Business Bank, San Gabriel, CA
- San Diego County Credit Union
- Credit Union 1
- California Credit Union
- Evangelical Christian Credit Union
- Ernst & Young LLP, Washington D.C.
- Chicago Title
- Fidelity National Title
- Ventas, Inc., Chicago
- General Star National Insurance Co.
- CoreLogic/Credco/DataQuick
- Miami-Dade County, FL
- Chelan County, WA
- Clark County, NV
- OCWEN Loan Servicing
- Ameriquest Mortgage Company
- Dana Transport, Inc.