Form **8937**
(December 2011)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-2224

Part I Reporting Issuer

1 Issuer's name	2 Issuer's employer identification number (EIN)
Pacific Premier Bancorp, Inc.	33-0743196

3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact
Bryon Layes	(949) 526-7076	blayes@ppbi.com

6 Number and street (or P.O. box if mail is not delivered to street address) of contact	7 City, town, or post office, state, and Zip code of contact
17901 Von Karman Ave. Suite 1200	Irvine, CA 92614

8 Date of action	9 Classification and description
6/25/2013	See Statement 1

10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
See Statement 1	N/A	See Statement 1	N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On June 25, 2013, Pacific Premier Bancorp, Inc. ("PPBI") completed a merger with San Diego Trust Bank ("SDTB"). Pursuant to the terms of the merger agreement, each share of SDTB was converted into a right to receive $13.41 per share in cash or 1.114 shares of PPBI common stock, or a combination thereof, subject to the overall requirement that approximately 50% of the overall merger consideration be in the form of cash and approximately 50% be in the form of PPBI common stock. No fractional shares were issued in the merger, rather PPBI paid cash in lieu of fractional shares. In accordance with the merger agreement, SDTB merged with and into Pacific Premier Bank ("PPB"). The separate corporate existence of SDTB shall cease and PPB shall survive and continue to exist as a bank incorporated under the laws of California and as a wholly owned subsidiary of PPBI.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ Pursuant to the merger agreement, each share of SDTB common stock was converted into a right to receive $13.41 per share in cash or 1.114 shares of PPBI common stock, or a combination thereof, subject to the overall requirement that approximately 50% of the overall merger consideration be in the form of cash and approximately 50% be in the form of stock (as set forth in the merger agreement, including allocation procedures set forth in the merger agreement). No fractional shares were issued in the merger, rather PPBI paid cash in lieu of fractional shares. The total consideration of $30.6 million consists of $16.2 million of cash and 1,198,255 shares of PPBI common stock. If a former SDTB shareholder exchanges all of the SDTB common stock solely for shares of PPBI common stock , the aggregate tax basis of PPBI common stock received by SDTB shareholders as a result of the merger will be the same as the aggregate tax basis in the SDTB shares surrendered in exchange. If a former SDTB shareholder exchanges shares of SDTB common stock for a combination of PPBI common stock and cash, the aggregate tax basis of the PPBI common stock received by former SDTB shareholders will equal to the aggregate tax basis in the SDTB shares surrendered in the merger, increased by the amount of taxable gain or dividend income, and decreased by the amount of cash received in the merger.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ For federal income tax purposes,if a former SDTB shareholder exchanges all shares of SDTB common stock solely for PPBI common stock, the aggregate tax basis of PPBI common stock received by SDTB shareholders will be the same as the aggregate tax basis of SDTB shares surrendered in exchange. To the extent that former SDTB shareholders received cash in exchange or cash in lieu of a fractional share, a portion of the tax basis must be allocated to the fractional share and such fractional will be deemed to be received and then exchanged for cash. If a former SDTB shareholder exchanges shares of SDTB common stock for a combination of PPBI common stock and cash, the aggregate tax basis of the PPBI common stock received by former SDTB shareholders will equal to the aggregate tax basis in the SDTB shares surrendered in the merger, increased by the amount of taxable gain or dividend income, and decreased by the amount of cash received in the merger.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶

The merger with SDTB into PPB on June 25, 2013 qualifies as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended. In general, the income tax consequences of the former SDTB shareholders are determined under the Internal Revenue Code sections 354, 356, 358, 1001 and 1221.

18 Can any resulting loss be recognized? ▶ **If a former SDTB shareholder exchanges all shares of SDTB common stock solely for shares of PPBI common stock, the SDTB shareholder generally will not recognize gain or loss for US federal income tax purposes by reason of the merger pursuant to Internal Revenue Code Section 358(a)(1), though gain or loss can result with respect to the cash received in exchange or for fractional shares of PPBI common stock. If a former SDTB shareholder receives cash in lieu of fractional shares of PPBI common stock, the former SDTB shareholder will be treated as having received fractional shares in PPBI common stock pursuant to the merger agreement and then having sold the shares of PPBI common stock for cash. As a result, the former SDTB shareholder will recognize gain or loss equal to the difference between the amount of cash received and the former SDTB shareholder's tax basis in the shares exchanged for cash, including any fractional shares, pursuant to Internal Revenue Code Section 1001(a). If a former SDTB shareholder exchanges shares of SDTB common stock for a combination of PPBI common stock and cash, the shareholder will recognize gain (but not loss) equal to the lesser of (i) the excess, if any, of the amount of cash plus the fair market value of any PPBI common stock received in the merger, over such SDTB shareholder's adjusted tax basis in the shares of SDTB common stock surrendered in the merger, and (ii) the amount of cash received by such SDTB shareholder in the merger (other than cash received in lieu of fractional shares of PPBI common stock). If a former SDTB shareholder exchanges all of its shares of SDTB common stock solely for cash, the shareholder will recognize gain or loss equal to the difference between the amount of cash received and the shareholder's adjusted tax basis in the SDTB common stock exchanged therefor.**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶

The merger became effective on June 25, 2013. Any gain or loss recognized with respect to the merger should be reported by SDTB shareholders in the tax year which includes June 25, 2013 (e.g. calendar year shareholder would report the transaction on their federal income tax return filed for the 2013 calendar year).

The information contained on this form does not constitute tax advice. Former SDTB shareholders are urged to consult with their own tax advisors with respect to their individual tax consequences resulting from the merger.

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ _____ Date ▶ _____

Print your name ▶ **Bryon Layes** Title ▶ **FVP / Director of Accounting Policy**

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Martin L. Moffett				**P00445301**
Firm's name ▶ **Moffett & Associates**			Firm's EIN ▶	**81-4577171**
Firm's address ▶ **1960 E. Grand Ave, Suite 280, El Segundo, CA 90245**			Phone no.	**310-820-1025**

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054