

Edgar Filing: PROVIDENT FINANCIAL HOLDINGS INC - Form FWP

PROVIDENT FINANCIAL HOLDINGS INC

Form FWP

November 30, 2009

Filed Pursuant to Rule 433

Registration No. 333-162415

Issuer Free Writing Prospectus dated November 30, 2009

Relating to Preliminary Prospectus dated November 27, 2009

November 2009
Follow
On Stock Offering
Craig
G.
Blunden

Chairman,
President
and
Chief
Executive
Officer
Donavon
P.
Ternes

Chief
Operating
Officer
and
Chief
Financial
Officer
NASDAQ: PROV

1

Safe Harbor Statement

The Corporation has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. You should read the prospectus and other documents the issuer has filed with the SEC for more complete information about the offering. You can get these documents for free by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, the issuer, the underwriter, or the offering will arrange to send you the prospectus if you request it by calling toll free 1-866-805-4128. The documents can also be accessed at www.sandleroneill.com/prospectus/prov-prospectus.pdf.

The Private Securities Litigation Report Act of 1995 provides a "safe harbor" for certain forward-looking statements. This prospectus contains forward-looking statements with respect to the Corporation's financial condition, results of operations, plans, objectives, future performance or other similar matters. These forward-looking statements are subject to certain risks and uncertainties, including those identified below, which could cause future results to differ from those stated in the forward-looking statements.

or those anticipated. The words "believe," "expect," "anticipate," "intend," "estimate," "goals," "would," "could," "should" and future events and trends identify forward-looking statements. We caution readers not to place undue reliance on these forward only on information known to the Corporation, speak only as of their dates, and if no date is provided, then such statements speak only as of the date hereof. A number of important factors that could cause future results to differ materially from historical results or those anticipated, including risks of lending activities, including changes in the level and trend of loan delinquencies and write-offs and changes in our allowance for loan losses that may be impacted by deterioration in the housing and commercial real estate markets; changes in general economic conditions nationally or in our market areas; changes in the levels of general interest rates, and the relative differences between short and long-term interest rates, our net interest margin and funding sources; fluctuations in the demand for loans, the number of unsold homes, and fluctuations in real estate values in our market areas; secondary market conditions for loans and our ability to sell loans in the secondary market; the results of our stress test; results of examinations of us by the Office of Thrift Supervision or other regulatory authorities, in which a regulatory authority may, among other things, require us to increase our reserve for loan losses, write-down assets, change our business plan, our ability to borrow funds or maintain or increase deposits, which could adversely affect our liquidity and earnings; legislative and regulatory changes that may affect our business including changes in regulatory policies and principles, or the interpretation of regulatory capital or other requirements; further increases in premiums for deposit insurance; our ability to control operating costs and expenses; the use of estimates of certain of our assets, which estimates may prove to be incorrect and result in significant declines in valuation; difficulties in realizing the value of assets on our balance sheet; staffing fluctuations in response to product demand or the implementation of corporate strategies that affect our operations; associated charges; computer systems on which we depend could fail or experience a security breach; our ability to retain key members of our management team; costs and effects of litigation, including settlements and judgments; our ability to implement our branch expansion strategy; our ability to successfully integrate any assets, liabilities, customers, systems, and management personnel we have acquired or may in the future acquire; and our ability to realize related revenue synergies and cost savings within expected time frames and any goodwill charges related to acquisitions; pressures among financial services companies; changes in consumer spending, borrowing and savings habits; the availability of capital; changes in laws, rules, or regulations or to respond to regulatory actions; our ability to pay dividends on our common stock; adverse changes in the ability of key third-party providers to perform their obligations to us; changes in accounting policies and practices, as may be required by regulatory agencies or the Financial Accounting Standards Board, including additional guidance and interpretation on accounting standards; implementation of new accounting methods; and other economic, competitive, governmental, regulatory, and technological factors that may affect our pricing, products and services and the other risks described in the Corporation's reports filed with the Securities and Exchange Commission. Report on Form 10-K for the fiscal year ended June 30, 2009 and its quarterly report on Form 10-Q ended September 30, 2009. The Corporation does not undertake any obligation to update any forward-looking statement to reflect circumstances or events that occur after the forward-looking statement is made.

2

Transaction Overview

Issuer:

Provident Financial Holdings, Inc.

Ticker / Exchange:

PROV / NASDAQ (GSM)

Type of Security:

Common Stock

Transaction Size:

\$40.0 million

Over-Allotment Option:

15%

Use of Proceeds:

Support capital needs of the Bank and its mortgage banking operation, opportunistic growth and general corporate purposes

Book-Running Manager:

Sandler O'Neill + Partners, L.P.

Co-Managers:

FBR Capital Markets & Co.

FIG Partners, LLC

3
Offering Objectives and Business Strategy
Strengthen
current
capital
position
in
this
challenging
economic

environment

Enhance capital base to capture growth opportunities

Capture business opportunities stemming from competitor and market dislocations

Expand mortgage banking origination capacity and market share

Diversify loan portfolio to include a higher percentage of multi-family loans

Support opportunity to grow core deposits and fund loan growth internally

Bolster the ability to continue to aggressively resolve problem credits and REO

Increase

ability

to

recruit

and

retain

key

business

producers

in

our

local

markets and attract an expanded customer base

4

Capital Position & Composition

1

Assumes gross proceeds of \$40.0 million with underwriters' discount of 5.75% (at 6% for \$37.5 million to public investors and insiders and ESOP) and expenses of \$302,000

2

Assumes proceeds risk-weighted at 20%

As of September 30, 2009

Stand-Alone

Pro Forma¹

Tangible Common Equity / Tangible Assets

7.36%

9.64%

Tangible Equity / Tangible Assets

7.36%

9.64%

Well-

Capitalized

Core Capital Ratio

5.00%

7.03%

9.32%

Tier 1 Risk-Based Ratio²

6.00%

11.89%

16.15%

Total Risk-Based Ratio²

10.00%

13.16%

17.41%

5

Management Team

Named executive officer and director ownership as a group is 15.4%

Years

Fin. Services

Past

Name

Position

Age

Experience

Experience

Craig G. Blunden
Chairman, President and
Chief Executive Officer

61

37

Donavon P. Ternes
Executive Vice President,
COO, CFO and Corporate
Secretary

49

27

Richard L. Gale
President -
Provident
Bank Mortgage

58

32

Kathryn R. Gonzales
Senior Vice President -
Retail Banking

51

29

Lilian
Salter
Senior Vice President -
Chief Information Officer

54

33

Joined the Bank in 1993 as general auditor and promoted to CIO in 1997.
Previously, Ms. Salter was with Home Federal Bank, San Diego, California for
17 years and held various positions in information systems, auditing and
accounting.

David S. Weiant
Senior Vice President -
Chief Lending Officer

50

27

Joined the Bank as SVP and CFO on November 1, 2000 and appointed
Secretary of the Corporation and the Bank in April 2003. Effective
January 1, 2008, Mr. Ternes was appointed EVP and COO, while
continuing to serve as the CFO and Corporate Secretary of the Bank and
the Corporation. Prior to joining the Bank, Mr. Ternes was the President,
CEO, CFO and Director of Mission Savings and Loan Association,
Riverside, California holding those positions for over 11 years.

Joined the Bank as SVP of Retail Banking on August 7, 2006. Previously,
Ms. Gonzales was with Bank of America, responsible for working with
under-performing branches and re-energizing their business
development capabilities. Prior to that she was with Arrowhead Central
Credit Union, responsible for 25 retail branches and oversaw their

significant deposit growth.

Has been with the Bank since 1974 and has held his current positions at the Bank since 1991 and as President and Chief Executive Officer of the Corporation since its formation in 1996.

Joined the Bank in 1988 and has served as President of the Provident Bank Mortgage division since 1989. Mr. Gale has also served as a director of the California Mortgage Bankers Association since 2002.

Joined the Bank as SVP and CLO on June 29, 2007. Prior to joining the Bank, Mr. Weiant was a SVP of Professional Business Bank (June 2006 to June 2007) responsible for commercial lending in the Los Angeles and Inland Empire regions of Southern California. Prior to that, Mr. Weiant was EVP and Regional Manager of Southwest Community Bank (April 2005 to June 2006), SVP and Regional Manager of Vineyard Bank (2004

2005) and EVP and Branch Administrator of Business Bank of California (2000 - 2004). Mr. Weiant has more than 25 years of experience with financial institutions including the last 11 years in senior management.

6

\$1.5 billion in assets, as of 09/30/09

\$932 million in deposits, as of 09/30/09

14 full-service branches

53 years serving the community

Provident Bank

Full Service Offices:

Blythe

Canyon Crest, Riverside

Corona

Corporate Office, Riverside
Downtown, Riverside
Hemet
La Sierra, Riverside
Moreno
Valley
-
Heacock
St.
Moreno
Valley
-
Iris
Plaza
Orangecrest, Riverside
Rancho Mirage
Redlands
Sun City
Temecula
Provident Bank Mortgage
Wholesale Offices:
Pleasanton
Rancho Cucamonga
Retail Offices:
Glendora
Indiana Ave., Riverside
Riverside Ave., Riverside
Pleasanton, Northern California
Franchise Overview

7

Franchise Overview

Largest independent community bank headquartered in Riverside County,
California

\$1.5 billion in assets, as of 09/30/09

\$932 million in deposits, as of 09/30/09

14 full-service branches

Sixth largest deposit market share in the Riverside-San Bernardino RMA and
second among community banks

Strong mortgage banking operations

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2009 fiscal year originations of \$1.3 billion

Q1-2010 fiscal year originations of \$492 million

Gross locked pipeline of approximately \$200 million as of 09/30/09

Actively addressing and managing credit issues

Expanding customer base and markets within the Inland Empire Region of Southern California

8
History of Strong Financial Performance
Pre-Tax, Pre-Provision Earnings (\$mm)
Net Interest Margin
Mortgage Banking Originations (\$mm)
Loan Sale Margin
\$4,137
\$6,405
\$5,326
\$9,110

\$13,156
\$8,561
\$0
\$2,000
\$4,000
\$6,000
\$8,000
\$10,000
\$12,000
\$14,000
Q4 '08
Q1 '09
Q2 '09
Q3 '09
Q4 '09
Q1 '10
\$492
\$617
\$366
\$169
\$166
\$114
\$0
\$1
\$1
\$0
\$8
\$21
\$0
\$100
\$200
\$300
\$400
\$500
\$600
\$700
Q4 '08
Q1 '09
Q2 '09
Q3 '09
Q4 '09
Q1 '10
Saleable
Portfolio
2.93%
2.89%
2.70%
2.87%
2.99%
2.69%

2.50%

2.55%

2.60%

2.65%

2.70%

2.75%

2.80%

2.85%

2.90%

2.95%

3.00%

3.05%

Q4 '08

Q1 '09

Q2 '09

Q3 '09

Q4 '09

Q1 '10

0.59%

1.33%

1.33%

0.80%

0.72%

(0.32%)

0.82%

1.45%

1.42%

1.68%

1.18%

0.92%

(0.50%)

0.00%

0.50%

1.00%

1.50%

2.00%

Q4 '08

Q1 '09

Q2 '09

Q3 '09

Q4 '09

Q1 '10

Loan Sale Margin

Loan Sale Margin, excl. Recourse Provision

9
Mortgage Banking Overview
We
have
enjoyed
growing
demand
for
our
mortgage

banking
products
over
the
last several quarters

The
refinance
market

has
augmented
our
business
opportunities
in
the
current
rate environment

Locked Pipeline -
AFS (\$mm)

PBM Purchase vs. Refinance

1

Net of management's estimate of commitments to extend credit which may not fund

\$206

\$160

\$338

\$77

\$55

\$45

\$131

\$105

\$207

\$46

\$32

\$23

\$0

\$50

\$100

\$150

\$200

\$250

\$300

\$350

\$400

Q4 '08

Q1 '09

Q2 '09

Q3 '09

Q4 '09

Q1 '10

Gross Locked Pipeline

Net Locked Pipeline (1)

39%

60%

56%

17%

17%

34%

61%

40%

44%

83%

83%

66%

0%

10%

20%

30%

40%

50%

60%

70%

80%

90%

100%

Q4 '08

Q1 '09

Q2 '09

Q3 '09

Q4 '09

Q1 '10

Refinance

Purchase

10

Attractive Market Demographics

The Riverside and San Bernardino county markets offer appealing growth and income demographics

Five-Year

County
Branches
Market
Rank
Deposits
in Market
(\$000)
Market
Share
(%)
Percent of
Franchise
(%)
Proj. Pop.
Change
(%)
Proj. HHI
Change
(%)
Riverside
13
6
902,867
4.42
88.2
16.1
7.0
San Bernardino
1
18
120,509
0.71
11.8
7.3
6.4
Provident Weighted Average
15.1
6.9
Aggregate: California
5.1
4.0
Aggregate: National
4.6
4.1
Source: SNL Financial

11

Deposit Composition

1

Certain interest-bearing checking, savings, money market and time deposits require a minimum balance to earn interest

2

Includes a single depositor with balances of \$0 and \$100.3 million at September 30, 2009 and 2008, respectively; and includes \$19.6 million and \$0 at September 30, 2009 and 2008, respectively

LTM Weighted-Average

Interest Rate: 2.22%

MRQ Weighted-Average

Interest Rate: 1.93%

Stable deposit base with reduced reliance on CD funding

Declining cost of deposits

Average cost of deposits for the quarter ended Sept. 30, 2009 was 1.93%, down from 2.85% for the quarter ended Sept. 30, 2008

Time >\$100

28.6%

Non Int.-

Bearing

Checking

4.7%

Int.-Bearing

Checking

14.3%

Savings

18.5%

Money

Market

2.9%

Time <\$100

31.0%

(Dollars in Thousands)

As of the Period Ended,

Category

9/30/09

9/30/08

Change

Checking deposits non interest-bearing

\$43,476

\$43,209

\$267

Checking deposits interest-bearing¹

133,677

119,118

14,559

Savings deposits¹

172,566

138,827

33,739

Money market deposits¹

26,697

27,300

(603)

Time deposits:¹

Under \$100

288,782

289,445

(663)

\$100 and over²
266,723
337,898
(71,175)
Total deposits
\$931,921
\$955,797

12
Credit Management Strategy
We have worked to recognize the credit challenges presented by our markets and are actively working
to improve our asset quality
As
of
September
30,
2009,
our

loan
loss
reserve
/
loans
held
for
investment
stood
at
4.97%

Actions
Results

All Multi-Family and Commercial Business loans have an annual internal asset review regimen completed. CRE loans \$750,000 and larger have an annual internal asset review regimen completed.

Diligently complete reviews of Multi-Family, CRE and Commercial Business loans.

Net loss on sale and operations of REO acquired in the settlement of loans was \$1.6 million in LTM.

Establish appropriate specific valuation allowances.

As of September 30, 2009, REO balance was \$12.7 million, never becoming higher than \$16.4

million
in
LTM.

Also,

145

REOs

were

disposed

of

while

161

REOs

were

obtained

in

LTM.

Quickly dispose of REO.

As of September 30, 2009, Restructured Loans were \$52.0 million and 81% reflect a current payment status.

Complete loan modifications on a case-by-case basis.

\$60.1 million loan loss provision in LTM while net charge-offs have been \$24.7 million in the same period.

Aggressively build the loan loss reserve.

13

Loan Portfolio Composition

Consumer

0.1%

Commercial
business

0.7%

Single-family
mortgage

57.5%

Multi-family
mortgage

30.9%

Commercial
real estate

10.3%

Construction

0.4%

Other real
estate

0.1%

Loan Composition¹

1

Gross loans held for investment, excludes \$130.1 million of loans held for sale

2

Southern California, other than the Inland Empire

3

Other California, excluding Southern California and the Inland Empire

Inland Empire

26.4%

Southern CA

58.9%

Other CA

13.5%

Other States

1.2%

Loan

Composition

by

Geography

1

2

3

14

SCAP Analysis

The SCAP test estimates below are based on two-year cumulative loss assumptions established by indicative loss rates published by the Board of Governors of the Federal Reserve System

1

Loss severity rates based on the mid-points of the ranges established by the Supervisory Capital Assessment Program (Dollars in Thousands)

Loss Severity¹

Total Loss

Balance as of 9/30/09

More

More

Loan Type

(\$)

(%)

Baseline

Adverse

Baseline

Adverse

First Lien Mortgages:

Prime

\$225,075

17.4%

2.0%

3.5%

\$4,501

\$7,878

Alt-A

552,092

42.6%

8.5%

11.3%

46,928

62,110

Subprime

18,776

1.5%

17.5%

24.5%

3,286

4,600

Closed-End Junior Lien Mortgages

2,480

0.2%

19.0%

23.5%

471

583

HELOCs

1,602

0.1%

7.0%

9.5%

112

152

CRE:

Multi-Family

360,880

27.8%

5.0%

10.5%

18,044

37,892

Nonfarm, Non-Residential

119,639

9.2%

4.5%

8.0%

5,384

9,571

C&D

5,805

0.5%

10.0%

16.5%

581

958

C&I

8,362

0.6%

3.5%

6.5%

293

544

Credit Cards

0

0.0%

14.5%

19.0%

0

0

Other Consumer

1,329

0.1%

5.0%

10.0%

66

133

Other Loans

596

0.0%

3.0%

7.0%

18

42

Portfolio Totals

\$1,296,636

100.0%

6.1%

9.6%
\$79,684
\$124,463

15

Strong Pro Forma Capital Position

¹

Based on fiscal year 2009 pre-tax, pre-provision net income

²

Assumes gross proceeds of \$40.0 million with underwriters' discount of 5.75% (at 6% for \$37.5 million to public investors and insiders and ESOP) and expenses of \$302,000

(Dollars in Thousands)

Capital Position Impact

Baseline

More Adverse
 Current Tangible Equity
 \$108,903
 \$108,903
 67,994
 67,994
 + Excess Reserve (1.25% Threshold)
 41,805
 41,805
 -
 SCAP Indicated Potential Cumulative Losses
 79,684
 124,463
 Pro Forma Tangible Equity
 \$139,018
 \$94,239
 + Non Common Equity Tier 1 Capital Elements
 (7,903)
 (7,903)
 Total Tier 1 Capital
 \$131,115
 \$86,336
 Total Risk-Based Capital
 \$141,965
 \$97,186
 As of September 30, 2009
 Pro Forma²
 Pro Forma²
 w/ Baseline
 w/ More Adverse
 Stand-Alone
 Pro Forma²
 Loss Scenario
 Loss Scenario
 Tangible Common Equity / Tangible Assets
 7.36%
 9.64%
 11.68%
 8.99%
 Tangible Equity / Tangible Assets
 7.36%
 9.64%
 11.68%
 8.99%
 Core Capital Ratio
 7.03%
 9.32%
 11.31%
 8.36%
 Tier 1 Risk-Based Ratio

11.89%

16.15%

18.99%

14.69%

Total Risk-Based Ratio

13.16%

17.41%

20.21%

15.97%

+

Pre-Tax

Pre-Provision

Net

Income

for

Two

Years

1

16
Credit Quality Overview
(Dollars in Thousands)
For the Quarter Ended,
9/30/09
6/30/09
3/31/09
12/31/08
9/30/08
Net charge-offs

\$4,638
 \$9,596
 \$6,316
 \$4,102
 \$3,111
 % of average loans (annualized)
 1.44%
 2.81%
 1.94%
 1.24%
 0.90%
 Allowance for loan losses
 \$58,013
 \$45,445
 \$42,178
 \$34,953
 \$22,519
 % of gross portfolio loans
 4.97%
 3.75%
 3.36%
 2.69%
 1.67%
 % of non-performing loans
 67.8%
 63.3%
 62.8%
 76.2%
 63.0%
 Total non-performing loans
 \$85,529
 \$71,818
 \$67,137
 \$45,848
 \$35,749
 Real estate owned, net
 12,693
 16,439
 13,861
 11,115
 8,927
 Total non-performing assets
 \$98,222
 \$88,257
 \$80,998
 \$56,963
 \$44,676
 Restructured loans
 1
 \$51,979

\$40,871

\$28,233

\$19,598

\$15,524

Non-performing loans / portfolio loans, net

7.72%

6.16%

5.53%

3.62%

2.70%

Non-performing loans / total assets

5.78%

4.55%

4.30%

2.96%

2.24%

Non-performing assets / total assets

6.64%

5.59%

5.18%

3.67%

2.80%

Restructured

loans

in

non-performing

loans

1

\$36,281

\$29,751

\$20,927

\$11,762

\$7,144

Restructured loans ending up in pass category and

no longer disclosed as TDR

\$4,511

\$0

\$0

\$0

\$0

Restructured loans ending up in REO

\$173

\$911

\$817

\$676

\$0

1

Net of specific loan loss allowance.

1

17

Asset Quality

Non-Performing and Restructured Loans¹

Non-Performing Assets (\$mm)

Consumer

0.0%

Commercial

business

1.3%

Single-family

mortgage

85.5%

Multi-family

mortgage

5.6%

Commercial

real estate

3.6%

Construction

2.5%

Other real

estate

1.4%

1

Net of specific loan loss allowance

\$32,548

\$44,676

\$56,963

\$80,998

\$88,257

\$98,222

\$0

\$20,000

\$40,000

\$60,000

\$80,000

\$100,000

\$120,000

Q4 '08

Q1 '09

Q2 '09

Q3 '09

Q4 '09

Q1 '10

18

Migration Analysis

Note: Represents delinquencies in the Bank's loans held for investment as of the dates indicated, gross of specific loan loss allowance
(Dollars in Thousands)

As of the Period Ended:

September 30, 2009

June 30, 2009

March 31, 2009

December 31, 2008

September 30, 2008

30-89 Days
Non-Performing
30-89 Days
Non-Performing
30-89 Days
Non-Performing
30-89 Days
Non-Performing
30-89 Days
Non-Performing
Single-family mortgage
\$12,170
\$98,390
\$9,192
\$81,016
\$10,237
\$78,744
\$9,019
\$55,663
\$5,225
\$36,351
Multi-family
0
5,676
0
5,643
423
4,794
0
1,236
0
4,783
Commercial real estate
0
3,859
0
3,368
0
2,275
0
1,520
950
571
Construction
0
3,658
400
3,816
0
3,816

0
3,816
0
4,105
Other real estate
0
1,292
0
1,623
0
1,000
0
1,047
0
92
Commercial
0
1,807
0
1,809
149
619
0
587
0
59
Consumer
116
0
14
0
14
0
2
0
7
0
Total
\$12,286
\$114,682
\$9,606
\$97,275
\$10,823
\$91,248
\$9,021
\$63,869
\$6,182
\$45,961

19

Historical Credit Loss and Allowance Allocation

Consumer

0.0%

Commercial

business

1.5%

Single-family

mortgage

85.8%

Multi-family
mortgage

6.3%

Commercial
real estate

3.6%

Construction

2.7%

Other real
estate

0.1%

Allowance By Loan Category

Management believes that the allowance can be allocated by category only on an approximate basis. The allocation of the allowance is based upon an asset classification matrix

(Dollars in Thousands)

For the Quarter Ended,

For the Fiscal Year Ended,

9/30/09

6/30/09

3/31/09

6/30/09

6/30/08

6/30/07

Allowance at beginning of period

\$45,445

\$42,178

\$34,953

\$19,898

\$14,845

\$10,307

Provision for loan losses

17,206

12,863

13,541

48,672

13,108

5,078

Recoveries:

Mortgage loans:

Single-family

28

5

44

160

188

0

Construction

35

44

21
115
32
0
Consumer loans
0
0
0
1
3
1
Total
63
49
65
276
223
1
Charge-offs:
Mortgage loans:
Single-family
(4,567)
(9,389)
(6,350)
(22,999)
(6,028)
(535)
Multi-family
(132)
0
0
0
(335)
0
Commercial real estate
0
(104)
0
(104)
0
0
Construction
0
0
0
(73)
(1,911)
0
Other
0

(149)

(29)

(216)

0

0

Consumer loans

(2)

(3)

(2)

(9)

(4)

(6)

Total

(4,701)

(9,645)

(6,381)

(23,401)

(8,278)

(541)

Net charge-offs

(4,638)

(9,596)

(6,316)

(23,125)

(8,055)

(540)

Allowance at end of period

\$58,013

\$45,445

\$42,178

\$45,445

\$19,898

\$14,845

20

Loan Portfolio

Single-Family Mortgage

1

Current loan balance in comparison to the original appraised value.

2

At time of loan origination.

3

Other than the Inland Empire.

4

Other than the Inland Empire and Southern California.

As of 09/30/2009

2001 & Prior

2002

2003

2004

2005

2006

2007

2008

YTD 2009

TOTAL

Loan Balance (In Thousands)

\$11,416

\$3,036

\$24,799

\$92,642

\$211,138

\$165,996

\$106,142

\$47,786

\$1,473

\$664,428

Weighted Avg. LTV (1)

50%

65%

71%

76%

72%

70%

73%

75%

64%

72%

Weighted Avg. Age

(In Years)

15.26

7.11

6.08

5.05

4.20

3.21

2.23

1.49

0.42

3.83

Weighted Avg. FICO (2)

695

697

723

721

731

742

733

743

756

733

Number of Loans

143

11

94

275

542

369

202

87

5

1,728

Geographic Breakdown (%)

Inland Empire

36%

34%

39%

31%

32%

29%

29%

25%

96%

30%

Southern California (3)

53%

66%

58%

63%

60%

53%

42%

48%

1%

55%

Other California (4)

7%

0%

3%

5%

7%

16%

28%

27%

3%
14%
Other States
4%
0%
0%
1%
1%
2%
1%
0%
0%
1%
100%
100%
100%
100%
100%
100%
100%
100%
100%
100%
100%
100%
Year of Origination

21

Loan Portfolio

Multi-Family

1

Current loan balance in comparison to the original appraised value.

2

At time of loan origination.

3

Other than the Inland Empire.

4

Other than the Inland Empire and Southern California.

As of 09/30/2009

2001 & Prior

2002

2003

2004

2005

2006

2007

2008

YTD 2009

TOTAL

Loan Balance (In Thousands)

Weighted Avg. LTV (1)

Weighted Avg. Debt Coverage Ratio (2)

Weighted Avg. Age

(In Years)

Weighted Avg. FICO (2)

Number of Loans

Geographic Breakdown (%)

Inland Empire

Southern California (3)

Other California (4)

Other States

100%

100%

100%

100%

100%

100%

100%

100%

100%

100%

Year of Origination

%

x

%

%

%

%

\$1,975

29

2.58

14.65

720

7

78

22

0

0
%
x
%
%
%
\$4,247
45
1.56
6.95
744
8
16
84
0
0
%
x
%
%
%
%
\$18,401
57
1.43
6.11
732
31
5
87
8
0
%
x
%
%
%
%
\$42,268
52
1.46
5.26
710
57
21
75
3
1
%

x
%
%
%
%
\$58,933
54
1.29
4.24
711
94
8
64
27
1
%
x
%
%
%
%
\$107,900
57
1.27
3.27
714
119
11
59
27
3
%
x
%
%
%
%
\$103,333
57
1.25
2.23
701
123
3
83
14
0
%
x
%

%
%
%
\$1,741
53
1.21
0.62
735
1
0
100
0
0
%
x
%
%
%
%
\$20,081
56
1.28
1.32
763
23
8
91
1
0
%
x
%
%
%
%
\$358,879
55
1.31
3.50
719
463
9
72
18
1

22

Loan Portfolio

Commercial Real Estate

1

Current loan balance in comparison to the original appraised value.

2

At time of loan origination.

3

Other than the Inland Empire.

4

Other than the Inland Empire and Southern California.

5

Comprised

of

the

following:

\$29.1

million

in

Retail;

\$26.9

million

in

Office;

\$15.1

million

in

Light

Industrial/Manufacturing;

\$12.1

million

in

Mixed

Use;

\$10.7

million

in

Medical/Dental

Office;

\$6.4

million

in

Warehouse;

\$4.1

million

in

Restaurant/Fast

Food;

\$3.7

million

in

Mini-

Storage;

\$3.1

million

in

Research

and

Development;

\$2.7

million
in
Mobile
Home
Parks;
\$1.9
million
in
Hotel
and
Motel;
\$1.8
million
in
Automotive

Non
Gasoline;
\$1.3
million in Schools; and \$819,000 in Other.
6

Consisting of \$76.1 million or 63.6% in investment properties and \$43.6 million or 36.4% in owner occupied properties.

As of 09/30/2009

2001 & Prior

2002

2003

2004

2005

2006

2007

2008

YTD 2009

TOTAL (5) (6)

Loan Balance (In Thousands)

\$3,268

\$6,858

\$13,424

\$13,220

\$20,727

\$25,211

\$22,659

\$6,329

\$8,023

\$119,719

Weighted Avg. LTV (1)

38%

52%

47%

52%

50%

55%

56%

38%

67%

52%

Weighted Avg. Debt Coverage Ratio (2)

1.42x

1.45x

1.63x

2.23x

2.01x

2.45x

2.34x

1.74x

1.19x

2.03x

Weighted Avg. Age

(In Years)

14.68

7.21

6.27

5.20

4.20

3.18

2.25

1.43

0.40

4.02

Weighted Avg. FICO (2)

750

735

730

713

710

724

717

756

722

722

Number of Loans

11

5

22

22

25

30

26

12

2

155

Geographic Breakdown (%)

Inland Empire

78%

96%

51%

49%

72%

26%

45%

7%

80%

51%

Southern California (3)

19%

4%

49%

51%

28%

73%

47%

93%

0%

46%

Other California (4)

3%

0%

0%

0%

0%

1%

8%

0%

0%

2%

Other States

0%

0%

0%

0%

0%

0%

0%

0%

20%

1%

100%

100%

100%

100%

100%

100%

100%

100%

100%

100%

Year of Origination

23
Investment Portfolio
U.S.
government
sponsored
enterprise
debt securities
9.9%
U.S.
government

agency MBS

60.5%

U.S.

government

sponsored

enterprise

MBS

26.8%

Private issue

CMO

2.8%

Recent activity: Sold \$55 million of MBS for a gain of \$1.9 million in the quarter ended September 30, 2009

Weighted average coupon yield: 4.06% as of 09/30/09

Ratings: AAA

24
Investment Highlights
Severe
dislocation
in
existing
market
areas
provides
opportunity

to
capture
greater market share and opportunistically expand our business
Largest independent community bank headquartered in Riverside county with a
significant and growing market share
Scalable
mortgage
banking
platform
supplements
profitability
and
diversifies
income stream
Substantial ownership by management and board
Appealing long-term market demographics despite current conditions
Attractive valuation