

ITLA CAPITAL CORP  
Form 10-Q  
August 14, 2002

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

**FORM 10-Q**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended June 30, 2002

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 0-26960

**ITLA CAPITAL CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

Delaware

95-4596322

(State or Other Jurisdiction of Incorporation or Organization)

(IRS Employer Identification No.)

888 Prospect St., Suite 110, La Jolla, California

92037

(Address of Principal Executive Offices)

(Zip Code)

(858) 551-0511

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Number of shares of common stock of the registrant: 5,786,258 outstanding as of August 7, 2002.

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**Forward Looking Statements**

Safe Harbor statement under the Private Securities Litigation Reform Act of 1995: This Form 10-Q contains forward-looking statements that are subject to risks and uncertainties, including, but not limited to; the economic impact of the terrorist attacks on September 11, 2001 and the U.S. response to these attacks, changes in economic conditions in our market areas, changes in policies by regulatory agencies, the impact of competitive loan products, loan demand risks, the quality or composition of the loan or investment portfolios, including levels of nonperforming assets, fluctuations in interest rates, and changes in the relative differences between short and long term interest rates, and operating results and other risks detailed from time to time in our filings with the Securities and Exchange Commission. We caution readers not to place undue reliance on forward-looking statements. We do not undertake and specifically disclaim any obligation to revise any forward-looking statements to reflect the occurrence of anticipated or unanticipated events or circumstances after the date of such statements. These risks could cause our actual results for 2002 and beyond to differ materially from those expressed in any forward-looking statements by, or on behalf of, us. As used throughout this report, the terms "we", "our" or "Company" refer to ITLA Capital Corporation and its consolidated subsidiaries.

**Part I FINANCIAL INFORMATION**

This filing includes unaudited financial statements that have been reviewed in accordance with Rule 10-01(d) of Regulation S-X promulgated by the Securities and Exchange Commission. Because the Registrant elected to change auditors from Arthur Andersen LLP to Ernst and Young LLP during the second quarter ended June 30, 2002, the interim financial statements from the previous quarter and current quarter have been reviewed by Ernst and Young LLP in accordance with Statement of Auditing Standards Number 71 without exception, but no report of that independent public account need be presented.

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**ITLA CAPITAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**

|  | <b>June 30,<br/>2002<br/>(unaudited)</b> | <b>December 31,<br/>2001</b> |
|--|--|------------------------------|
| (in thousands except share amounts)  |  |                              |
| <b>Assets</b>  |  |                              |
| Cash and cash equivalents  | \$ 101,890                               | \$ 134,241                   |
| Investment securities available for sale, at fair value  | 38,879                                   | 29,411                       |
| Stock in Federal Home Loan Bank  | 15,009                                   | 13,464                       |
| Real estate loans, net (net of allowance for loan losses of \$27,570 and \$24,722 in 2002 and 2001, respectively)  | 1,097,091                                | 1,122,370                    |
| Real estate loans held in trust (net of allowance for loan losses of \$1,928 in 2002 and 2001, respectively)   | 142,349                                  | 162,158                      |
| Interest receivable  | 8,927                                    | 11,144                       |
| Other real estate owned, net   | 10,290                                   | 13,741                       |
| Premises and equipment, net  | 2,792                                    | 2,177                        |
| Deferred income taxes  | 11,754                                   | 11,869                       |
| Other assets   | 11,966                                   | 7,733                        |
|  | \$ 1,440,947                             | \$ 1,508,308                 |
| <b>Total assets</b>  | <b>\$ 1,440,947</b>                      | <b>\$ 1,508,308</b>          |
| <b>Liabilities and Shareholders' Equity</b>  |  |                              |
| <b>Liabilities:</b>  |  |                              |
| Deposit accounts   | \$ 868,374                               | \$ 953,654                   |
| Federal Home Loan Bank advances  | 300,185                                  | 269,285                      |
| Collateralized mortgage obligations  | 89,374                                   | 109,648                      |
| Accounts payable and other liabilities   | 8,794                                    | 9,674                        |
|  | 1,266,727                                | 1,342,261                    |
| <b>Total liabilities</b>   | <b>1,266,727</b>                         | <b>1,342,261</b>             |
| <b>Commitments and contingencies</b>   |  |                              |
| Guaranteed preferred beneficial interests in the Company's junior subordinated deferrable interest debentures, net   | 28,166                                   | 28,118                       |
| <b>Shareholders' equity:</b>   |  |                              |
| Preferred stock, 5,000,000 shares authorized, none issued  |  |                              |
| Contributed capital—common stock, \$.01 par value; 20,000,000 shares authorized, 8,222,414 and 8,212,749 issued and outstanding in 2002 and 2001, respectively | 58,462                                   | 58,183                       |
| Retained earnings  | 125,292                                  | 115,768                      |
| Accumulated other comprehensive income (loss)  | 226                                      | (7)                          |
|  | 183,980                                  | 173,944                      |
| Less treasury stock, at cost 2,433,156 and 2,354,056 shares in 2002 and 2001, respectively   | (37,926)                                 | (36,015)                     |
| <b>Total shareholders' equity</b>  | <b>146,054</b>                           | <b>137,929</b>               |
| <b>Total liabilities and shareholders' equity</b>  | <b>\$ 1,440,947</b>                      | <b>\$ 1,508,308</b>          |

See accompanying notes to the unaudited consolidated financial statements.



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**ITLA CAPITAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**  
(Unaudited)

|   | For the Three Months Ended<br>June 30, |                   | For the Six Months Ended<br>June 30, |                   |
|---|--|-------------------|--------------------------------------|-------------------|
|   | 2002                                   | 2001              | 2002                                 | 2001              |
| (in thousands except per share amounts)                 |  |                   |                                      |                   |
| <b>Interest income:</b>                                 |  |                   |                                      |                   |
| Real estate loans, including fees                       | \$23,062                               | \$26,635          | \$46,578                             | \$53,418          |
| Real estate loans held in trust                         | 2,662                                  | 4,006             | 5,502                                | 8,328             |
| Cash and investment securities                          | 846                                    | 787               | 1,525                                | 1,948             |
|   | <u>          </u>                      | <u>          </u> | <u>          </u>                    | <u>          </u> |
| Total interest income                                   | 26,570                                 | 31,428            | 53,605                               | 63,694            |
|   | <u>          </u>                      | <u>          </u> | <u>          </u>                    | <u>          </u> |
| <b>Interest expense:</b>                                |  |                   |                                      |                   |
| Deposit accounts  | 7,095                                  | 14,097            | 15,388                               | 29,911            |
| Federal Home Loan Bank advances                         | 1,350                                  | 1,127             | 2,888                                | 1,658             |
| Collateralized mortgage obligations                     | 631                                    | 1,689             | 1,289                                | 3,982             |
|   | <u>          </u>                      | <u>          </u> | <u>          </u>                    | <u>          </u> |
| Total interest expense                                  | 9,076                                  | 16,913            | 19,565                               | 35,551            |
|   | <u>          </u>                      | <u>          </u> | <u>          </u>                    | <u>          </u> |
| Net interest income before provision<br>for loan losses | 17,494                                 | 14,515            | 34,040                               | 28,143            |
| Provision for loan losses                               | 2,100                                  | 500               | 3,425                                | 950               |
|   | <u>          </u>                      | <u>          </u> | <u>          </u>                    | <u>          </u> |
| Net interest income after provision<br>for loan losses  | 15,394                                 | 14,015            | 30,615                               | 27,193            |
|   | <u>          </u>                      | <u>          </u> | <u>          </u>                    | <u>          </u> |
| <b>Non-interest income:</b>                             |  |                   |                                      |                   |
| Fee income from mortgage banking activities             |  |                   |                                      | 60                |
| Gain on sale of loans, net                              |  |                   | 32                                   |                   |
| Other   | 102                                    | 239               | 195                                  | 493               |
|   | <u>          </u>                      | <u>          </u> | <u>          </u>                    | <u>          </u> |
| Total non-interest income                               | 102                                    | 239               | 227                                  | 553               |
|   | <u>          </u>                      | <u>          </u> | <u>          </u>                    | <u>          </u> |
| <b>Non-interest expense:</b>                            |  |                   |                                      |                   |
| Compensation and benefits                               | 3,159                                  | 3,097             | 6,478                                | 5,853             |
| Occupancy and equipment                                 | 738                                    | 750               | 1,455                                | 1,443             |
| FDIC assessment   | 42                                     | 48                | 84                                   | 93                |
| Other   | 2,373                                  | 1,886             | 4,613                                | 3,523             |
|   | <u>          </u>                      | <u>          </u> | <u>          </u>                    | <u>          </u> |
| Total general and administrative                        | 6,312                                  | 5,781             | 12,630                               | 10,912            |
|   | <u>          </u>                      | <u>          </u> | <u>          </u>                    | <u>          </u> |
| Real estate owned expense, net                          | 168                                    | 35                | 254                                  | 50                |
| Provision for losses on other real estate owned         | 283                                    | 81                | 796                                  | 203               |
| Loss (gain) on sale of other real estate owned, net     | 57                                     | (69)              | (75)                                 | (37)              |
|   | <u>          </u>                      | <u>          </u> | <u>          </u>                    | <u>          </u> |
| Total real estate owned expense, net                    | 508                                    | 47                | 975                                  | 216               |
|   | <u>          </u>                      | <u>          </u> | <u>          </u>                    | <u>          </u> |
| Total non-interest expense                              | 6,820                                  | 5,828             | 13,605                               | 11,128            |

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|  |          |          |          |          |
|--|----------|----------|----------|----------|
| Income before provision for income taxes and minority interest in income of subsidiary | 8,676    | 8,426    | 17,237   | 16,618   |
| Minority interest in income of subsidiary  | 797      | 796      | 1,596    | 1,370    |
| Income before provision for income taxes   | 7,879    | 7,630    | 15,641   | 15,248   |
| Provision for income taxes   | 3,074    | 2,911    | 6,117    | 5,816    |
| NET INCOME   | \$ 4,805 | \$ 4,719 | \$ 9,524 | \$ 9,432 |
| BASIC EARNINGS PER SHARE   | \$ 0.80  | \$ 0.71  | \$ 1.59  | \$ 1.41  |
| DILUTED EARNINGS PER SHARE   | \$ 0.75  | \$ 0.69  | \$ 1.49  | \$ 1.36  |

See accompanying notes to the unaudited consolidated financial statements.



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**ITLA CAPITAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)

|   | <b>For the Six Months Ended<br/>June 30,</b> |                |
|---|--|----------------|
|   | <b>2002</b>                                  | <b>2001</b>    |
|   | <b>(in thousands)</b>                        |                |
| <b>Cash Flows From Operating Activities:</b>                                      |  |                |
| Net Income  | \$ 9,524                                     | \$ 9,432       |
| Adjustments to reconcile net income to net cash provided by operating activities: |  |                |
| Depreciation and amortization of premises and equipment                           | 444  | 405            |
| Amortization of premium on purchased loans  | 216  | 1,615          |
| Amortization of original issue discount and deferred debt issuance costs on CMOs  | 97   | 166            |
| Accretion of deferred loan origination fees, net of costs                         | (418)  | (915)          |
| Provision for loan losses   | 3,425  | 950            |
| Provision for losses on other real estate owned                                   | 796  | 203            |
| Gain on sale of real estate loans, net  | (32)   |                |
| Gain in the sale of other real estate owned                                       | (75)   | (37)           |
| Decrease in interest receivable   | 2,217  | 888            |
| (Increase) decrease in other assets   | (1,711)                                      | 244            |
| (Decrease) increase in accounts payable and other liabilities                     | (976)  | 185            |
|   | <b>13,507</b>                                | <b>13,136</b>  |
| <b>Cash Flows From Investing Activities:</b>                                      |  |                |
| Proceeds from securitization and sale of real estate loans                        | 98,155                                       | 356            |
| (Increase) decrease in real estate loans, net                                     | (24,524)                                     | 82,488         |
| Net cash paid to acquire Asahi Bank of California                                 | (14,872)                                     |                |
| Repayment of real estate loans held in trust                                      | 19,148                                       | 26,118         |
| Purchases of real estate loans  | (15,791)                                     | (119,852)      |
| Purchases of investment securities available for sale                             | (23,418)                                     | (11,000)       |
| Proceeds from maturity of investment securities available for sale                | 15,000                                       | 43,260         |
| Increase in stock in Federal Home Loan Bank                                       | (1,545)                                      | (5,344)        |
| Proceeds from the sale of other real estate owned                                 | 2,730  | 1,723          |
| Other, net  | (749)  | (198)          |
|   | <b>54,134</b>                                | <b>17,551</b>  |
| <b>Cash Flows From Financing Activities:</b>                                      |  |                |
| Decrease in deposit accounts  | (94,049)                                     | (88,787)       |
| Net proceeds from borrowings from the Federal Home Loan Bank                      | 30,900                                       | 106,885        |
| Repayment of Asahi repurchase agreement, net                                      | (14,693)                                     |                |
| Principal repayments on collateralized mortgage obligations                       | (20,371)                                     | (26,864)       |
| Cash paid to acquire treasury stock   | (1,911)                                      | (9,167)        |
| Proceeds from exercise of employee stock options                                  | 132  | 48             |
| Proceeds from issuance of trust preferred securities                              |  | 14,549         |
|   | <b>(99,992)</b>                              | <b>(3,336)</b> |
| Net (decrease) increase in cash and cash equivalents                              | <b>(32,351)</b>                              | <b>27,351</b>  |
| Cash and cash equivalents at beginning of the period                              | <b>134,241</b>                               | <b>70,950</b>  |

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|  |            |           |
|--|------------|-----------|
| Cash and cash equivalents at end of period   | \$ 101,890 | \$ 98,301 |
| Supplemental Cash Flow Information:          |            |           |
| Cash paid during the period for interest     | \$ 19,767  | \$ 35,729 |
| Cash paid during the period for income taxes | \$ 7,725   | \$ 5,800  |
| Noncash Investing Transactions:              |            |           |
| Loans transferred to other real estate owned | \$ 548     | \$ 1,773  |

See accompanying notes to the unaudited consolidated financial statements.

**Table of Contents****ITLA CAPITAL CORPORATION AND SUBSIDIARIES****NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS****NOTE 1 BASIS OF PRESENTATION**

The unaudited consolidated financial statements of ITLA Capital Corporation ( the Company ) included herein reflect all normal recurring adjustments which are, in the opinion of management, necessary to present fairly the results of operations and financial position of the Company, as of and for the interim periods indicated. The unaudited consolidated financial statements include the accounts of ITLA Capital and its wholly owned subsidiaries, Imperial Capital Bank (the Bank ) and Imperial Capital Real Estate Investment Trust ( Imperial Capital REIT ), ITLA Capital Statutory Trust I ( Trust I ) and ITLA Capital Statutory Trust II ( Trust II ). All intercompany transactions and balances have been eliminated. Certain information and disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to the rules and regulations of the U.S. Securities and Exchange Commission. The results of operations for the three and six months ended June 30, 2002 are not necessarily indicative of the results of operations for the remainder of the year.

These unaudited consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in our annual report on Form 10-K for the year ended December 31, 2001.

**NOTE 2 EARNINGS PER SHARE**

Basic Earnings Per Share ( Basic EPS ) is computed by dividing income available to common shareholders by the weighted-average number of common shares outstanding for the period. Diluted Earnings Per Share ( Diluted EPS ) reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock which shared in the Company's earnings.

The following is a reconciliation of the calculation of Basic EPS and Diluted EPS.

|                                       | For the Three Months Ended June 30, |   |                        | For the Six Months Ended June 30, |   |                        |
|---------------------------------------|-------------------------------------|---|------------------------|-----------------------------------|---|------------------------|
|                                       | Net<br>Income                       | Weighted-<br>Average<br>Shares<br>Outstanding | Per<br>Share<br>Amount | Net<br>Income                     | Weighted-<br>Average<br>Shares<br>Outstanding | Per<br>Share<br>Amount |
| (in thousands, except per share data) |                                     |   |                        |                                   |   |                        |
| <b>2002</b>                           |                                     |   |                        |                                   |   |                        |
| Basic EPS                             | \$4,805                             | 5,979   | \$ 0.80                | \$9,524                           | 5,995   | \$ 1.59                |
| Effect of dilutive stock options      |                                     | 465   | (0.05)                 |                                   | 406   | (0.10)                 |
| Diluted EPS                           | \$4,805                             | 6,444   | \$ 0.75                | \$9,524                           | 6,401   | \$ 1.49                |
| <b>2001</b>                           |                                     |   |                        |                                   |   |                        |
| Basic EPS                             | \$4,719                             | 6,633   | \$ 0.71                | \$9,432                           | 6,676   | \$ 1.41                |
| Effect of dilutive stock options      |                                     | 221   | (0.02)                 |                                   | 236   | (0.05)                 |
| Diluted EPS                           | \$4,719                             | 6,854   | \$ 0.69                | \$9,432                           | 6,912   | \$ 1.36                |

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Comprehensive income, which encompasses net income and the net change in unrealized gains (losses) on investment securities available for sale, is presented below:

|  | Three Months Ended<br>June 30, |         | Six Months Ended<br>June 30, |         |
|--|--------------------------------|---------|------------------------------|---------|
|  | 2002                           | 2001    | 2002                         | 2001    |
|  | (in thousands)                 |         |                              |         |
| Net Income   | \$4,805                        | \$4,719 | \$9,524                      | \$9,432 |
| Other comprehensive income (loss):   |                                |         |                              |         |
| Unrealized gain (loss) on investment securities available for sale, net of tax expense of \$68 and \$20 for the three months ended June 30, 2002 and 2001, and net of tax expense of \$156 and net tax benefit of \$47 for the six months ended June 30, 2002 and 2001, respectively | 102                            | 30      | 233                          | (70)    |
| Comprehensive income   | \$4,907                        | \$4,749 | \$9,757                      | \$9,362 |

**NOTE 4 IMPAIRED LOANS RECEIVABLE**

As of June 30, 2002 and December 31, 2001, the recorded investment in impaired real estate loans and impaired real estate loans held in trust was \$10.1 million and \$16.7 million, respectively. The average recorded investment in impaired loans was \$9.1 million for the three months ended June 30, 2002 and \$28.5 million for the same period last year. The average recorded investment in impaired loans was \$11.8 million for the six months ended June 30, 2002 and \$25.2 million for the same period last year. Interest income recognized on impaired loans totaled \$35,000 and \$79,000 for the three and six months ended June 30, 2002 as compared to \$12,000 for the same periods last year.

**NOTE 5 GUARANTEED PREFERRED BENEFICIAL INTERESTS IN COMPANY S JUNIOR SUBORDINATED DEFERRABLE INTEREST DEBENTURES**

The Company has two wholly-owned trust subsidiaries, Trust I and Trust II which issued \$14.0 million of 10.60% cumulative trust preferred securities and \$15.0 million of 10.20% cumulative trust preferred securities, respectively, (referred to collectively as the Trust Preferred securities). ITLA Capital has fully and unconditionally guaranteed the Trust Preferred securities along with all obligations of each trust under their respective trust agreements. Each trust was formed for the exclusive purpose of issuing their respective Trust Preferred securities and common securities and using the proceeds to acquire ITLA Capital's junior subordinated deferrable interest debentures. Trust I acquired an aggregate principal amount of \$14.4 million of ITLA Capital's 10.60% junior subordinated deferrable interest debentures due September 7, 2030 and Trust II acquired an aggregate principal amount of \$15.5 million of ITLA Capital's 10.20% junior subordinated deferrable interest debentures due February 22, 2031. The sole assets of each trust are the debentures it holds. Each of the debentures is redeemable, in whole or in part, at ITLA Capital's option on or after ten years after issuance, at declining premiums to maturity. The Company used the proceeds from the debentures for general corporate purposes, including an aggregate of \$28.0 million in capital contributions to the Bank to support future growth.

The costs associated with the Trust Preferred securities issuance have been capitalized and are being amortized using a method that approximates the interest method over a period of ten years. The distributions payable on the Trust Preferred securities are reflected as Minority interest in income of subsidiary in the Consolidated Statements of Income. The Trust preferred securities are reflected on the Consolidated Statement of Financial Condition as Guaranteed Preferred Beneficial Interests in the Company's Junior Subordinated Deferrable Interest Debentures.

**Table of Contents****NOTE 6 RESIDUAL INTEREST IN SECURITIZATION**

During the quarter ended March 31, 2002, the Company formed a limited liability company to issue \$86.3 million of asset-backed notes in a securitization of substantially all of its residential loan portfolio. The Company recognized a gain of \$3.7 million on the securitization of these loans, although cash (representing the excess spread and servicing fees) is received by us over the lives of the loans. Concurrent with recognizing such gain on sale, the Company recorded the excess spread as a residual interest of \$5.6 million which is recorded on the consolidated balance sheet in the Investment securities available for sale, at fair value. The value of the residual interest is subject to substantial credit, prepayment, and interest rate risk on the sold residential loans. In accordance with the provisions of Statement of Financial Accounting Standards, or SFAS 115, Accounting for Certain Investments in Debt and Equity Securities, the residual interest is classified as available-for-sale asset and, as such, recorded at fair value with the resultant changes in fair value recorded as unrealized gain or loss in a separate component of shareholders equity entitled accumulated other comprehensive income or loss, until realized. Fair value is determined on a monthly basis based on a discounted cash flow analysis. These cash flows are projected over the lives of the receivables using prepayment, default, and interest rate assumptions that we believe market participants would use for similar financial instruments.

At June 30, 2002, key assumptions used to estimate the fair value of the residual interest based on projected cash flows, and the sensitivity of the value to immediate adverse changes in those assumptions is as follows:

|   | <b>June 30, 2002</b>                            |
|---|---|
|   | <b>Dollars in thousands, except percentages</b> |
| <b>Fair value of retained interest</b>          | <b>\$ 5,619</b>                                 |
| <b>Weighted average life (in years)</b>         | <b>1.73</b>                                     |
| <b>Weighted average annual prepayment speed</b> | <b>35.0%</b>                                    |
| Impact of 10% adverse change                    | \$ (119)  |
| Impact of 25% adverse change                    | \$ (445)  |
| <b>Weighted average annual discount rate</b>    | <b>15.0%</b>                                    |
| Impact of 10% adverse change                    | \$ (262)  |
| Impact of 25% adverse change                    | \$ (626)  |
| <b>Weighted average lifetime credit losses</b>  | <b>3.3%</b>                                     |
| Impact of 10% adverse change                    | \$ (281)  |
| Impact of 25% adverse change                    | \$ (679)  |

These sensitivities are hypothetical and should be used with caution. As the figures indicate, changes in the fair value of the residual is based on a variation in assumptions and generally cannot be extrapolated because the relationship of the change in assumption to the change in fair value may not be linear. Also, in the above table, the effect of a variation in a particular assumption on the fair value of the residual interest is calculated without changing any other assumption; in reality, changes in one factor may result in changes in another (for example, increases in market interest rates may result in lower prepayments but increased credit losses), which might magnify or counteract the sensitivities, and depending on the severity of such changes, the results of operations may be materially effected.

**NOTE 7 ACQUISITION OF ASAHI BANK OF CALIFORNIA**

During the first quarter ended March 31, 2002, the Bank completed its acquisition of Asahi Bank of California a wholly-owned subsidiary of Asahi Bank Ltd. - Japan, for approximately \$14.9 million. The acquisition was structured as a statutory merger of Asahi Bank of California into the Bank. On the date of acquisition, Asahi Bank of California had total assets of approximately \$50.0 million, including \$35.0 million of commercial real estate and business loans and \$15.0 million of cash and securities which were acquired by the Bank at the closing of the transaction.

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**ITEM 2: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion and analysis is intended to identify the major factors that influenced the financial condition and results of operations for the three months and six months ended June 30, 2002.

**RESULTS OF OPERATIONS**

**Three Months Ended June 30, 2002 Compared to Three Months Ended June 30, 2001**

**General**

Consolidated net income totaled \$4.8 million for the three months ended June 30, 2002 compared to \$4.7 million for the same period last year, an increase of 2.1%. The increase in net income was primarily due to an increase in net interest income, partially offset by an increase in the provision for loan losses and an increase in non-interest expense. Diluted EPS was \$0.75 for the three months ended June 30, 2002 compared to \$0.69 for the same period last year, an increase of 8.7%.

The return on average assets was 1.46% for the three months ended June 30, 2002 compared to 1.37% for the same period last year. The return on average shareholders' equity was 13.31% for the three months ended June 30, 2002, compared to 13.69% for the same period last year.

Total loan production was \$127.2 million for the three months ended June 30, 2002, consisting of the origination and/or purchase of \$121.2 million of commercial real estate loans and \$6.0 million of franchise loans. Loan production during the same period last year totaled \$118.1 million, consisting of the origination and/or purchase of \$99.4 million of commercial real estate loans, the purchase of \$2.5 million of residential real estate loans and \$16.2 million of franchise loans.

**Table of Contents****Net Interest Income and Margin**

The following table presents, for the three months ended June 30, 2002 and 2001, our condensed average balance sheet information, together with interest income and yields earned on average interest-earning assets and interest expense and rates paid on average interest-bearing liabilities. Average balances are computed using daily average balances. Nonaccrual loans are included in loans receivable.

|  | For the Three Months Ended June 30, |                   |                   |                   |                   |                   |
|--|-------------------------------------|-------------------|-------------------|-------------------|-------------------|-------------------|
|  | 2002                                |                   |                   | 2001              |                   |                   |
|  | Average Balance                     | Income/Expense    | Yield/Rate        | Average Balance   | Income/Expense    | Yield/Rate        |
| (dollars in thousands)                               |                                     |                   |                   |                   |                   |                   |
| <b>Assets</b>  |                                     |                   |                   |                   |                   |                   |
| Cash and investments                                 | \$ 66,610                           | \$ 846            | 5.09%             | \$ 63,279         | \$ 787            | 4.99%             |
| Loans receivable:                                    |                                     |                   |                   |                   |                   |                   |
| Real estate loans                                    | 1,094,054                           | 23,062            | 8.45%             | 1,114,223         | 26,635            | 9.59%             |
| Real estate loans held in trust                      | 149,000                             | 2,662             | 7.17%             | 195,059           | 4,006             | 8.24%             |
|  | <u>1,243,054</u>                    | <u>25,724</u>     | <u>8.30%</u>      | <u>1,309,282</u>  | <u>30,641</u>     | <u>9.39%</u>      |
| Total loans receivable                               |                                     |                   |                   |                   |                   |                   |
|  | <u>1,243,054</u>                    | <u>25,724</u>     | <u>8.30%</u>      | <u>1,309,282</u>  | <u>30,641</u>     | <u>9.39%</u>      |
| Total interest-earning assets                        | 1,309,664                           | \$26,570          | 8.14%             | 1,372,561         | \$31,428          | 9.18%             |
|  |                                     | <u>          </u> | <u>          </u> |                   | <u>          </u> | <u>          </u> |
| Non-interest-earning assets                          | 42,374                              |                   |                   | 32,345            |                   |                   |
| Allowance for loan losses                            | (29,169)                            |                   |                   | (27,401)          |                   |                   |
|  | <u>          </u>                   |                   |                   | <u>          </u> |                   |                   |
| Total assets   | \$1,322,869                         |                   |                   | \$1,377,505       |                   |                   |
|  | <u>          </u>                   |                   |                   | <u>          </u> |                   |                   |
| <b>Liabilities and Shareholders Equity</b>           |                                     |                   |                   |                   |                   |                   |
| <b>Equity</b>  |                                     |                   |                   |                   |                   |                   |
| Deposit accounts:                                    |                                     |                   |                   |                   |                   |                   |
| Money market and passbook accounts                   | \$ 142,849                          | \$ 691            | 1.94%             | \$ 105,619        | \$ 1,139          | 4.33%             |
| Time certificates                                    | 739,216                             | 6,404             | 3.47%             | 860,915           | 12,958            | 6.04%             |
|  | <u>          </u>                   | <u>          </u> | <u>          </u> | <u>          </u> | <u>          </u> | <u>          </u> |
| Total deposit accounts                               | 882,065                             | 7,095             | 3.23%             | 966,534           | 14,097            | 5.85%             |
| Collateralized mortgage obligations                  | 93,673                              | 631               | 2.70%             | 140,575           | 1,689             | 4.82%             |
| FHLB advances  | 168,755                             | 1,350             | 3.21%             | 89,164            | 1,127             | 5.07%             |
|  | <u>          </u>                   | <u>          </u> | <u>          </u> | <u>          </u> | <u>          </u> | <u>          </u> |
| Total interest-bearing liabilities                   | 1,144,493                           | \$ 9,076          | 3.18%             | 1,196,273         | \$16,913          | 5.67%             |
|  |                                     | <u>          </u> | <u>          </u> |                   | <u>          </u> | <u>          </u> |
| Non-interest-bearing liabilities                     | 5,467                               |                   |                   | 14,934            |                   |                   |
| Trust preferred securities                           | 28,154                              |                   |                   | 28,063            |                   |                   |
| Shareholders equity                                  | 144,755                             |                   |                   | 138,235           |                   |                   |
|  | <u>          </u>                   |                   |                   | <u>          </u> |                   |                   |
| Total liabilities and shareholders equity            | \$1,322,869                         |                   |                   | \$1,377,505       |                   |                   |
|  | <u>          </u>                   |                   |                   | <u>          </u> |                   |                   |
| Net interest spread                                  |                                     |                   | 4.96%             |                   |                   | 3.51%             |
|  |                                     |                   | <u>          </u> |                   |                   | <u>          </u> |
| Net interest income before provision for loan losses |                                     | \$17,494          |                   |                   | \$14,515          |                   |

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|                     |       |       |
|---------------------|-------|-------|
| Net interest margin | 5.36% | 4.24% |
|---------------------|-------|-------|



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The following table sets forth a summary of the changes in interest income and interest expense resulting from changes in average interest-earning asset and interest-bearing liability balances and changes in average interest rates. The change in interest due to both volume and rate has been allocated to change due to volume and rate in proportion to the relationship of absolute dollar amounts of each.

|  | <b>For the Three Months Ended<br/>June 30, 2002 and 2001</b> |             |              |
|--|--|-------------|--------------|
|  | <b>Increase (Decrease) Due to:</b>                           |             |              |
|  | <b>Volume</b>  | <b>Rate</b> | <b>Total</b> |
|  | <b>(In thousands)</b>  |             |              |
| <b>Interest and fees earned from:</b>      |  |             |              |
| Real estate loans                          | \$ (424)   | \$ (3,149)  | \$ (3,573)   |
| Real estate loans held in trust            | (822)  | (522)       | (1,344)      |
| Cash and investment securities             | 43   | 16          | 59           |
|  | <hr/>  | <hr/>       | <hr/>        |
| Total decrease in interest income          | \$ (1,203)   | (3,655)     | (4,858)      |
|  | <hr/>  | <hr/>       | <hr/>        |
| <b>Interest paid on:</b>                   |  |             |              |
| Deposit accounts                           | (679)  | (6,323)     | (7,002)      |
| Collateralized mortgage obligations        | (316)  | (742)       | (1,058)      |
| FHLB advances                              | 637  | (414)       | 223          |
|  | <hr/>  | <hr/>       | <hr/>        |
| Total decrease in interest expense         | (358)  | (7,479)     | (7,837)      |
|  | <hr/>  | <hr/>       | <hr/>        |
| (Decrease) increase in net interest income | \$ (845)   | \$ 3,824    | \$ 2,979     |
|  | <hr/>  | <hr/>       | <hr/>        |

Total interest income decreased \$4.8 million to \$26.6 million in the second quarter of 2002 compared to \$31.4 million for the same period last year. The decrease in interest income was due primarily to lower yields on interest earning assets.

The average balance of real estate loans held by the Bank was essentially the same at \$1.1 billion for the three months ended June 30, 2002 as compared to the same period last year. Loans secured by income producing properties and construction loans had an average balance of \$1.0 billion during the quarter ended June 30, 2002 compared to \$956.8 million during the same period last year. The average balance of purchased single family residential mortgages was \$540,000 during the quarter ended June 30, 2002, compared to \$136.5 million in the same period in the prior year as a result of the disposition of substantially all of our single family loan portfolio during the first quarter of 2002.

The average balance of real estate loans held in trust was \$149.0 million for the three months ended June 30, 2002 as compared to \$195.1 million for the same period last year. This decrease was due to loan prepayments and principal amortization.

The average yield earned on real estate loans decreased 114 basis points to 8.45% in the quarter ended June 30, 2002 as compared to 9.59% in the same period last year. The decrease in the yield on real estate loans was primarily due to the repricing of variable rate loans at lower interest rates resulting from the general decline in market interest rates. Our commercial real estate loan portfolio is primarily comprised of adjustable rate mortgages indexed to the six month LIBOR.

Approximately 90.8% of our real estate loan portfolio (including real estate loans held in trust) are adjustable rate mortgages at June 30, 2002. These adjustable rate mortgages generally reprice on a quarterly basis and approximately \$1.1 billion or 94.6% of our real estate loan portfolio contain interest rate floors, below which the loans contractual interest rate may not adjust. At June 30, 2002, the weighted average floor interest rate of these loans was 8.3%. At that date, approximately \$1.0 billion or 95.9% of those loans were at the floor interest rate, approximately \$11.9 million or 1.1% were within 50 basis points of their floor interest rate, and approximately \$13.3 million or 1.2% were greater than 50 but less than 100 basis points from their floor interest rate. If market rates decline further, because most of our portfolio has reached the floor interest rates, our loans may be more susceptible to prepayments.



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Total interest expense decreased by \$7.8 million to \$9.1 million in the second quarter of 2002, compared to \$16.9 million for the same period last year. This decrease was primarily attributable to lower interest rates paid on all interest bearing liabilities and lower average balances on deposit accounts and Collateralized Mortgage Obligations ( CMOs ), partially offset by higher average balances on Federal Home Loan Bank ( FHLB ) advances.

Our cost of funds decreased to 3.18% during the three months ended June 30, 2002, compared to 5.67% for the same period last year. This decrease in funding costs was due primarily to lower rates being paid on our deposit accounts and CMOs, as compared to the same period last year due to the general decline in market interest rates, and to a lesser extent, lower average balances of interest-bearing liabilities. The average rate paid on deposit accounts was 3.23% during the three months ended June 30, 2002, compared to 5.85% for the same period last year. The average rate paid on CMOs was 2.70% during the three months ended June 30, 2002 compared to 4.82% for the same period last year. The average balance of deposit accounts decreased \$84.4 million to \$882.1 million for the three months ended June 30, 2002, compared to \$966.5 million for the same period last year. The average balance of our CMOs was \$93.7 million during the second quarter of 2002, compared to \$140.6 million for the same period last year. FHLB advances averaged \$168.8 million in the current quarter, compared to \$89.2 million for the same period last year.

Net interest margin increased to 5.36% for the three months ended June 30, 2002 as compared to 4.24% for the same period last year primarily due to the 249 basis point decrease in the average cost of funds partially offset by the 104 basis point decrease in the average yield on interest-earning assets.

**Provision for Loan Losses**

Management periodically assesses the adequacy of the allowance for loan losses by reference to many factors which may be weighted differently at various times depending on prevailing conditions. These factors include, among other elements;

general portfolio trends relative to asset and portfolio size;

asset categories;

credit and geographic concentrations;

delinquency trends and nonaccrual loan levels;

historical loss experience; and

risks associated with changes in economic, social and business conditions.

Accordingly, the calculation of the adequacy of the allowance for loan losses is not based solely on the level of nonperforming assets. Management believes that the allowance for loan losses as of June 30, 2002 was adequate to absorb the known and inherent risks of loss in the loan portfolio at that date. While management believes the estimates and assumptions used in its determination of the adequacy of the allowance are reasonable, there can be no assurance that such estimates and assumptions will not be proven incorrect in the future, or that the actual amount of future provisions will not exceed the amount of past provisions or that any increased provisions that may be required will not adversely impact our financial condition and results of operations. In addition, the determination of the amount of the Bank's allowance for loan losses is subject to review by the Bank's regulators, as part of the routine examination process, which may result in the establishment of additional reserves based upon their judgment of information available to them at the time of their examination.

The consolidated provision for loan losses totaled \$2.1 million in the second quarter of 2002, compared to \$500,000 for the same period in the prior year. The current period provision for loan losses was recorded to provide for reserves based on an analysis of the factors referred to above and the valuation of certain nonperforming loans and other loans of concern. The allowance for loan losses was 2.32% of total real estate loans and real estate loans held in trust at June 30, 2002 as compared to 2.03% at December 31, 2001. See also- Financial Condition-Credit Risk.

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**Non-interest Income**

Non-interest income decreased to \$102,000 for the three months ended June 30, 2002, compared to \$239,000 for the same period last year. The decrease was primarily related to the lower late/collection fees on mortgage loans.

**Non-interest Expense**

Non-interest expense totaled \$6.8 million for the three months ended June 30, 2002, compared to \$5.8 million for the same period last year. The increase was primarily attributable to certain infrastructure costs relating to the Bank's charter conversion activities including core processing system conversion costs and additions to the information technology and savings operations staff.

For the three months ended June 30, 2002, our ratio of consolidated general and administrative expense to average assets, on an annualized basis, increased to 1.91% compared to 1.68% for the same period last year. Our efficiency ratio, (excluding real estate operations), which is defined as general and administrative expenses as a percentage of net interest income and non-interest income was 35.87% for the quarter ended June 30, 2002, compared to 39.18% for the same period last year.

**Minority Interest in Income of Subsidiary**

Minority interest in income of subsidiary was \$797,000 during the three month period ended June 30, 2002 as compared to \$796,000 for the same period last year, consisting of accrued distributions payable on our Trust Preferred securities. See Note 5 to the unaudited Consolidated Financial Statements for further information.

**Six Months Ended June 30, 2002 Compared to Six Months Ended June 30, 2001**

**General**

Consolidated net income totaled \$9.5 million for the six months ended June 30, 2002 compared to \$9.4 million for the same period last year. The increase in net income was primarily due to increases in net interest income, partially offset by increases in the provision for loan losses, non-interest expense and in minority interest in income of subsidiary. Diluted EPS was \$1.49 for the six months ended June 30, 2002, compared to \$1.36 for the same period last year, an increase of 9.6%. The return on average assets was 1.41% for the six months ended June 30, 2002, compared to 1.38% for the same period last year. The return on average shareholders' equity was 13.47% for the six months ended June 30, 2002, compared to 13.87% for the same period last year.

Total loan production was \$229.9 million for the six months ended June 30, 2002, consisting of the origination and/or purchase of \$223.9 million of commercial real estate loans including \$36.8 million of loans acquired from the Asahi Bank of California, and \$6.0 million of franchise loans. Loan production during the same period last year totaled \$247.4 million, consisting of the origination and/or purchase of \$200.1 million of commercial real estate loans, \$17.8 million of residential real estate loans and \$29.5 million of franchise loans.

**Table of Contents****Net Interest Income and Margin**

The following table presents, for the six months ended June 30, 2002 and 2001, our condensed average balance sheet information, together with interest income and yields earned on average interest-earning assets and interest expense and rates paid on average interest-bearing liabilities. Average balances are computed using daily average balances. Nonaccrual loans are included in loans receivable.

|  | For the Six Months Ended June 30, |                |            |                 |                |            |
|--|-----------------------------------|----------------|------------|-----------------|----------------|------------|
|  | 2002                              |                |            | 2001            |                |            |
|  | Average Balance                   | Income/Expense | Yield/Rate | Average Balance | Income/Expense | Yield/Rate |
|  | (dollars in thousands)            |                |            |                 |                |            |
| <b>Assets</b>  |                                   |                |            |                 |                |            |
| Cash and investments                                 | \$ 69,343                         | \$ 1,525       | 4.43%      | \$ 71,581       | \$ 1,948       | 5.49%      |
| Loans receivable:                                    |                                   |                |            |                 |                |            |
| Real estate loans                                    | 1,112,596                         | 46,578         | 8.44%      | 1,094,841       | 53,418         | 9.84%      |
| Real estate loans held in trust                      | 153,511                           | 5,502          | 7.23%      | 202,218         | 8,328          | 8.30%      |
| Total loans receivable                               | 1,266,107                         | 52,080         | 8.29%      | 1,297,059       | 61,746         | 9.60%      |
| Total interest-earning assets                        | 1,335,450                         | \$53,605       | 8.09%      | 1,368,640       | \$63,694       | 9.38%      |
| Non-interest-earning assets                          | 56,566                            |                |            | 32,854          |                |            |
| Allowance for loan losses                            | (28,862)                          |                |            | (27,451)        |                |            |
| Total assets   | \$ 1,363,154                      |                |            | \$ 1,374,043    |                |            |
| <b>Liabilities and Shareholders Equity</b>           |                                   |                |            |                 |                |            |
| Deposit accounts:                                    |                                   |                |            |                 |                |            |
| Money market and passbook accounts                   | \$ 154,631                        | \$ 1,637       | 2.13%      | \$ 105,319      | \$ 2,491       | 4.77%      |
| Time certificates                                    | 757,821                           | 13,751         | 3.66%      | 882,750         | 27,420         | 6.26%      |
| Total deposit accounts                               | 912,452                           | 15,388         | 3.40%      | 988,069         | 29,911         | 6.10%      |
| Collateralized mortgage obligations                  | 98,413                            | 1,289          | 2.64%      | 147,731         | 3,982          | 5.44%      |
| FHLB advances  | 173,736                           | 2,888          | 3.35%      | 62,300          | 1,658          | 5.37%      |
| Total interest-bearing liabilities                   | 1,184,601                         | \$19,565       | 3.33%      | 1,198,100       | \$35,551       | 5.98%      |
| Non-interest-bearing liabilities                     | 7,854                             |                |            | 14,909          |                |            |
| Trust preferred securities                           | 28,142                            |                |            | 23,887          |                |            |
| Shareholders equity                                  | 142,557                           |                |            | 137,147         |                |            |
| Total liabilities and shareholders equity            | \$ 1,363,154                      |                |            | \$ 1,374,043    |                |            |
| Net interest spread                                  |                                   |                | 4.76%      |                 |                | 3.40%      |
| Net interest income before provision for loan losses |                                   | \$34,040       |            |                 | \$28,143       |            |

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|                     |       |       |
|---------------------|-------|-------|
| Net interest margin | 5.14% | 4.15% |
|---------------------|-------|-------|

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The following table sets forth a summary of the changes in interest income and interest expense resulting from changes in average interest-earning asset and interest-bearing liability balances and changes in average interest rates. The change in interest due to both volume and rate has been allocated to change due to volume and rate in proportion to the relationship of the absolute dollar amounts of each.

|  | <b>For the Six Months Ended<br/>June 30, 2002 and 2001</b> |             |              |
|--|--|-------------|--------------|
|  | <b>Increase (Decrease) Due to:</b>                         |             |              |
|  | <b>Volume</b>  | <b>Rate</b> | <b>Total</b> |
|  | <b>(In thousands)</b>                                      |             |              |
| <b>Interest and fees earned from:</b>      |  |             |              |
| Real estate loans                          | \$ 744   | \$ (7,584)  | \$ (6,840)   |
| Real estate loans held in trust            | (1,749)  | (1,077)     | (2,826)      |
| Cash and investments                       | (49)   | (374)       | (423)        |
|  | <hr/>  | <hr/>       | <hr/>        |
| Total decrease in interest income          | \$ (1,054)   | (9,035)     | \$ (10,089)  |
|  | <hr/>  | <hr/>       | <hr/>        |
| <b>Interest paid on:</b>                   |  |             |              |
| Deposit accounts                           | (1,277)  | (13,246)    | (14,523)     |
| Collateralized mortgage obligations        | (645)  | (2,048)     | (2,693)      |
| FHLB advances                              | 1,853  | (623)       | 1,230        |
|  | <hr/>  | <hr/>       | <hr/>        |
| Total decrease in interest expense         | (69)   | (15,917)    | (15,986)     |
|  | <hr/>  | <hr/>       | <hr/>        |
| (Decrease) increase in net interest income | \$ (985)   | \$ 6,882    | \$ 5,897     |
|  | <hr/>  | <hr/>       | <hr/>        |

Total interest income decreased \$10.1 million to \$53.6 million in the six months ended June 30, 2002, compared to \$63.7 million for the same period last year. The net decrease in interest income was due primarily to lower yields on interest earning assets.

The average balance of real estate loans held by the Bank was essentially the same at \$1.1 billion for the six months ended June 30, 2002 as compared to the same period last year. Loans secured by income producing properties and construction loans had an average balance of \$1.1 billion during the six months ended June 30, 2002 compared to \$959.6 million during the same period last year. The average balance of purchased single family residential mortgages decreased to \$32.0 million during the six months ended June 30, 2002, compared to \$135.3 million in the same period in the prior year, as a result of the disposition of substantially all of our single family loan portfolio during the first quarter of 2002.

The average balance of real estate loans held in trust decreased to \$153.5 million for the six months ended June 30, 2002 as compared to \$202.2 million for the same period last year, due to loan prepayments and principal amortization.

The average yield earned on real estate loans decreased 140 basis points to 8.44% for the six months ended June 30, 2002 as compared to 9.84% in the same period last year. The decrease in the yield on real estate loans was primarily due to the repricing of variable rate loans at lower interest rates resulting from the general decline in market interest rates. Our commercial real estate loan portfolio is primarily comprised of adjustable rate mortgages indexed to the six month LIBOR.

Total interest expense decreased by \$16.0 million to \$19.6 million for the six months ended June 30, 2002, compared to \$35.6 million for the same period last year. This decrease was primarily attributable to lower interest rates paid on all interest bearing liabilities and lower average balances on our deposit accounts and Collateralized Mortgage Obligations ( CMOs ) partially offset by higher average balances on Federal Home Loan Bank ( FHLB ) advances.

Our average cost of funds decreased to 3.33% during the six months ended June 30, 2002, compared to 5.98% for the same period last year. This decrease in funding costs was due primarily to lower rates being paid on our CMOs and deposit accounts as compared to the same period last year due to the general decline in market interest rates. The average rate paid on deposit accounts was 3.40% during the six months ended

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June 30, 2002 compared to 6.10% for the same period last year. The average rate paid on the CMOs was 2.64% during the six



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months ended June 30, 2002 compared to 5.44% for the same period last year. The average balance of deposit accounts decreased \$75.6 million to \$912.5 million for the six months ended June 30, 2002, compared to \$988.1 million for the same period last year. The average balance of our CMOs was \$98.4 million during the six months ended June 30, 2002, compared to \$147.7 million for the same period last year. FHLB advances averaged \$173.7 million in the for the six months ended June 30, 2002, compared to \$62.3 million for the same period last year.

Net interest margin increased to 5.14% for the six months ended June 30, 2002 as compared to 4.15% for the same period last year primarily due to the 265 basis point decrease in cost of funds partially offset by the 129 basis point decrease in the yield on interest-earning assets.

### **Provision for Loan Losses**

The consolidated provision for loan losses totaled \$3.4 million for the six months ended June 30, 2002, compared to \$950,000 for the same period last year. The current period provision for loan losses was recorded to provide for reserves based on an analysis of the factors referred to previously and the valuation of certain nonperforming loans and other loans of concern.

### **Non-interest Income**

Non-interest income totaled \$227,000 for the six months ended June 30, 2002, compared to \$553,000 for the same period last year. The decrease was primarily related to the lower fees on mortgage banking activities and late/collection fees on mortgage loans, partially offset by the net gain on sale and securitization of single family mortgage loans. During the quarter ended March 31, 2002, we securitized \$86.3 million and sold \$17.6 million of our residential loan portfolio for a net gain of \$32,000.

### **Non-interest Expense**

Non-interest expense totaled \$13.6 million for the six months ended June 30, 2002, compared to \$11.1 million for the same period last year. Compensation and benefits expense totaled \$6.5 million during the six months ended June 30, 2002, compared to \$5.9 million for the same period last year. The increase was primarily attributable to additions made to the Bank's retail and wholesale loan origination sales and operations staff and certain infrastructure costs relating to its charter conversion activities including core processing system conversion costs and additions to the information technology and savings operations staff. In addition, full time equivalent associates totaled 155 at June 30, 2002, compared to 130 at June 30, 2001.

For the six months ended June 30, 2002, our ratio of consolidated general and administrative expense to average assets, on an annualized basis, increased to 1.85% compared to 1.59% for the same period last year. Our efficiency ratio (excluding real estate operations) which is defined as general and administrative expenses as a percentage of net interest income and non-interest income was 36.86% for the six months ended June 30, 2002 compared to 38.03% for the same period last year.

### **Minority Interest in Income of Subsidiary**

Minority interest in income of subsidiary was \$1.6 million during the six month period ended June 30, 2002 compared to \$1.4 million for the same period last year consisting of accrued distributions payable on our Trust Preferred securities. See Note 5 to the unaudited Consolidated Financial Statements for further information.

## **FINANCIAL CONDITION**

Total assets decreased \$67.4 million to \$1.44 billion at June 30, 2002 as compared to \$1.51 billion at December 31, 2001. At June 30, 2002, real estate loans, net totaled \$1.1 billion, including approximately \$61.4 million of franchise loans. During the six months ended June 30, 2002, the Bank's loan portfolio decreased \$25.3 million primarily due to the sale and securitization of \$103.9 million of our residential loan portfolio, partially offset by approximately \$78.6 million of net growth in the commercial loan portfolio. Real estate loans held in trust decreased by \$19.8 million during the current six month period. These decreases were partially offset by a \$9.5 million increase in investment securities available for sale and a \$4.2 million increase in

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other assets. The increase in investment securities available for sale was due primarily to the \$5.6 million residual interest recorded in connection with our residential loan securitization described below. The increase in other assets was primarily due to the addition of \$2.2 million of goodwill related to the acquisition of Asahi Bank of California. Total deposit accounts, which are concentrated in time certificates, decreased to \$868.4 million at June 30, 2002 as compared to \$953.7 million at December 31, 2001. FHLB advances increased \$30.9 million to \$300.2 million at June 30, 2002, compared to \$269.3 million at December 31, 2001. Management believes that a significant portion of deposits will remain with us upon maturity based on our historical experience regarding retention of deposits. CMOs decreased \$20.2 million to \$89.4 million at June 30, 2002 compared to \$109.6 million at December 31, 2001.

**Residual Interest**

In the first quarter of 2002, the Company formed a limited liability company to issue the \$86.3 million of asset-backed notes in a securitization of its performing residential loan portfolio. These notes were rated AAA by Standard & Poor's, Aaa by Moody's, and are insured by Financial Security Assurance. In the securitization, residential loans were sold to the limited liability company for a cash purchase price and an interest in the loans securitized in the form of the excess spread. The cash purchase price was raised through an offering of the asset-backed notes issued by the limited liability company. Noteholders are entitled to receive the principal collected on the loans and the stated interest rate on the notes. We are entitled to receive the excess spread. The excess spread generally represents, over the estimated life of the loans, the excess of the weighted average coupon on the loans sold over the sum of the note interest rate less other expenses including a trustee fee and an insurance fee. Valuation of the excess spread includes an estimate of annual future credit losses related to the loans securitized. These reported cash flows are discounted when computing the value of the residual interest.

We recognized a gain on the sale of these loans, although cash (representing the excess spread and servicing fees) will be received by us over the lives of the loans. Concurrent with recognizing such gain on sale, we recorded the excess spread as a residual interest of \$5.6 million, which is included in Investment securities available for sale on our consolidated balance sheet. The value of the residual interest is subject to substantial credit, prepayment and interest rate risk on the sold residential loans.

At June 30, 2002, key assumptions used to estimate the fair value of the residual interest based on projected cash flows, and the sensitivity of the value to immediate adverse changes in those assumptions is as follows:

|   | <b>June 30, 2002</b>                            |
|---|---|
|   | <b>Dollars in thousands, except percentages</b> |
| <b>Fair value of retained interest</b>          | <b>\$ 5,619</b>                                 |
| <b>Weighted average life (in years)</b>         | <b>1.73</b>                                     |
| <b>Weighted average annual prepayment speed</b> | <b>35.0%</b>                                    |
| Impact of 10% adverse change                    | \$ (119)  |
| Impact of 25% adverse change                    | \$ (445)  |
| <b>Weighted average annual discount rate</b>    | <b>15.0%</b>                                    |
| Impact of 10% adverse change                    | \$ (262)  |
| Impact of 25% adverse change                    | \$ (626)  |
| <b>Weighted average lifetime credit losses</b>  | <b>3.3%</b>                                     |
| Impact of 10% adverse change                    | \$ (281)  |
| Impact of 25% adverse change                    | \$ (679)  |

These sensitivities are hypothetical and should be used with caution. As the figures indicate, changes in the fair value of our residual based on a variation in assumptions generally cannot be extrapolated because the relationship of the change in assumption to the change in fair value may not be linear. Also, in the above table, the effect of a variation in a particular assumption on the fair value of the residual interest is calculated without changing any other assumption; in reality, changes in one factor may result in changes in another (for example, increases in market interest rates may result in lower prepayments but increased credit losses), which might magnify or counteract the sensitivities, and depending on the severity of such changes, the results of operations may be materially effected.

**Table of Contents****CREDIT RISK****Nonperforming Assets, Other Loans of Concern and Allowance for Loan Losses**

The following table sets forth our nonperforming assets by category, accruing loans past due 90 days or more and troubled debt restructurings as of the dates indicated.

|   | <u>June 30, 2002</u>   | <u>December 31,<br/>2001</u> |
|---|------------------------|------------------------------|
|   | (dollars in thousands) |                              |
| Nonaccrual loans:   |                        |                              |
| Real estate   | \$ 7,441               | \$ 13,690                    |
| Construction  | 1,313                  | 1,600                        |
|   | <u>8,754</u>           | <u>15,290</u>                |
| Other real estate owned, net  | 10,290                 | 13,741                       |
|   | <u>19,044</u>          | <u>29,031</u>                |
| Performing troubled debt restructuring  | 3,815                  | 3,752                        |
|   | <u>\$ 22,859</u>       | <u>\$ 32,783</u>             |
| Nonaccrual loans to total real estate loans and real estate loans held in trust | 0.69%                  | 1.17%                        |
| Allowance for loan losses to nonaccrual loans                                   | 336.97%                | 174.30%                      |
| Nonperforming assets to total assets  | 1.32%                  | 1.92%                        |

At June 30, 2002, other real estate owned consisted of four income producing properties totaling \$10.3 million.

As of June 30, 2002 and December 31, 2001, other loans of concern totaled \$23.9 million and \$21.5 million, respectively. Other loans of concern consist of loans with respect to which known information concerning possible credit problems with the borrowers or the cash flows of the properties securing the respective loans has caused management to be concerned about the ability of the borrowers to comply with present loan repayment terms, which may result in the future inclusion of such loans in the nonaccrual category. The increase in other loans of concern for the six months ended June 30, 2002 was primarily due to \$13.4 million of new other loans of concern, partially offset by \$5.4 million of loans migrating to nonaccrual status, \$4.0 million of loans being sold or paid-off and \$1.6 million of loans being upgraded due to improving conditions.

Our loan delinquencies (delinquent loans greater than 30 days) decreased to \$22.2 million or 1.74% of the gross loan portfolio at June 30, 2002 as compared to \$32.9 million or 2.52% of gross loan portfolio at December 31, 2001.

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The following table provides certain information with respect to our allowance for loan losses, including charge-offs, recoveries and selected ratios for the periods indicated.

|  | <b>For Six<br/>Months Ended<br/>June 30,<br/>2002</b> | <b>For the Year<br/>Ended<br/>December 31,<br/>2001</b> |
|--|---|---|
|  | <b>(dollars in thousands)</b>                         |   |
| Balance at beginning of period   | \$26,650  | \$27,186  |
| Provision for loan losses  | 3,425   | 4,575   |
| Acquired from Asahi Bank of California   | 1,639   |   |
| Charge-offs:   |   |   |
| Real estate loans  | (2,229)   | (2,845)   |
| Construction loans   |   | (2,419)   |
| <b>Total charge-offs</b>   | <b>(2,229)</b>  | <b>(5,264)</b>  |
| Recoveries:  |   |   |
| Real estate loans  | 13  | 153   |
| <b>Total recoveries</b>  | <b>13</b>   | <b>153</b>  |
| <b>Net charge-offs</b>   | <b>(2,216)</b>  | <b>(5,111)</b>  |
| <b>Balance at end of period</b>  | <b>\$29,498</b>                                       | <b>\$26,650</b>   |
| <b>Allowance for loan losses as a percentage of real estate loans and loans held in trust, net</b> | <b>2.32%</b>  | <b>2.03%</b>  |

**Liquidity**

Liquidity refers to our ability to maintain cash flow adequate to fund operations and meet obligations and other commitments on a timely basis, including the payment of maturing deposits and the origination or purchase of new real estate loans. We maintain a cash and investment securities portfolio designed to satisfy operating liquidity requirements while preserving capital and maximizing yield. As of June 30, 2002, we held approximately \$101.9 million of cash and cash equivalents (consisting primarily of short-term investments with original maturities of 90 days or less) and \$38.9 million of investment securities classified as available for sale.

Short-term fixed income investments classified as cash equivalents consisted of interest-bearing deposits at financial institutions, government money market funds and short-term government agency securities, while investment securities available for sale consisted primarily of fixed income instruments which were rated AAA or equivalent by nationally recognized rating agencies. As of June 30, 2002 and December 31, 2001, the Bank's liquidity ratios were 15.5% and 17.0%, respectively. In addition, our liquidity position is supported by a credit facility with the Federal Home Loan Bank of San Francisco. As of June 30, 2002, we had remaining available borrowing capacity under this credit facility of \$46.5 million, net of the \$2.5 million of additional Federal Home Loan Bank Stock that we would be required to purchase to support those additional borrowings, and \$30.0 million of unused federal funds credit facilities under established lines of credit with two banks.

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**Capital Resources**

As of June 30, 2002, the Bank's Leverage (Core), Tier I and Total Risk-Based capital ratios were 10.5%, 10.6% and 11.9%, respectively. These ratios were 10.1%, 10.7% and 12.0%, respectively, as of December 31, 2001. The minimum regulatory requirement for Leverage (Core), Tier I and Total Risk-Based capital are 4.0%, 4.0% and 8.0%, respectively. As of June 30, 2002, the Bank's capital position was designated as well capitalized for regulatory purposes.

At June 30, 2002, our consolidated shareholders' equity totaled \$146.1 million or 10.14% of total assets. The Company continued to repurchase shares of its common stock in the open market during the second quarter of 2002. During the second quarter of 2002, the Company repurchased 17,700 shares of common stock at an average price of \$28.93 per share. For the six months ending June 30, 2002, the Company repurchased 79,100 shares of common stock at an average price of \$24.16 per share. Since beginning share repurchases in April of 1997, the Company has repurchased a total of 2,152,319 shares or approximately 26% of the outstanding shares of common stock, returning approximately \$35.4 million of capital to its shareholders at an average price of \$16.45 per share. Through our stock repurchase program, 100% of the Company's secondary public offering, which raised \$22.6 million in April of 1996 has been retired along with returning to our shareholders approximately \$12.8 million of proceeds from the Company's initial public offering completed in October 1995. The Company's book value per share of common stock was \$25.23 as of June 30, 2002, as compared to \$23.54 as of December 31, 2001, and \$21.74 as of June 30, 2001.

**ITEM 3: MARKET RISK**

Our estimated sensitivity to interest rate risk, as measured by the estimated interest earnings sensitivity profile and the interest sensitivity gap analysis, has not materially changed from the information disclosed in our annual report on Form 10-K for the year ended December 31, 2001.

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**Part II OTHER INFORMATION**

**Item 1 Legal Proceedings**

We are party to certain legal proceedings incidental to our business. Management believes that the outcome of such proceedings, in the aggregate, will not have a material effect on our financial condition or results of operations.

**Item 2 Changes in Securities**

Not applicable.

**Item 3 Defaults Upon Senior Securities**

Not applicable.

**Item 4 Submission of Matters to a Vote of Security Holders**

None.

**Item 5 Other Information**

None.

**Item 6 Exhibits and Reports on Form 8-K**

The registrant filed a report on Form 8-K on June 5, 2002. The filing reported that on May 29, 2002, the Board of Directors of ITLA Capital Corporation ( the Company ), dismissed the Company s current independent auditors, Arthur Andersen LLP, and upon recommendation by its Audit Committee, approved the engagement of Ernst & Young LLP as the Company s independent auditors for the year ending December 31, 2002.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**ITLA CAPITAL CORPORATION**

Date: August 14, 2002

/s/ George W. Haligowski

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George W. Haligowski  
Chairman of the Board, President and  
Chief Executive Officer

Date: August 14, 2002

/s/ Timothy M. Doyle

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Timothy M. Doyle  
Senior Managing Director and  
Chief Financial Officer

**CERTIFICATION**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, each of the undersigned hereby certifies in his capacity as an officer of ITLA Capital Corporation (the Company) that the Quarterly Report of the Company on Form 10-Q for the quarterly period ended June 30, 2002 fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and that the information contained in such report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods presented in the financial statements included in such report.

Date: August 14, 2002

/s/ George W. Haligowski

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George W. Haligowski  
Chairman of the Board, President, and  
Chief Executive Officer

Date: August 14, 2002

/s/ Timothy M. Doyle

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Timothy M. Doyle  
Senior Managing Director and  
Chief Financial Officer