PACIFIC PREMIER BANCORP INC
Form 10-Q
August 13, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

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

For the quarterly period ended June 30, 2012

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 0-22193

(Exact name of registrant as specified in its charter)

DELAWARE	33-0743196
(State or other jurisdiction of incorporation or organization)	(I.R.S Employer Identification No.)

1600 SUNFLOWER AVENUE, 2ND FLOOR, COSTA MESA, CALIFORNIA 92626
(Address of principal executive offices and zip code)

(714) 431-4000
(Registrant’s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 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 [X] No [_]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T

(§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [X] No [_]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "accelerated filer", "large accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act).

Large accelerated filer	[ ]	Accelerated filer	[ ]	Non-accelerated filer (Do not check if a smaller reporting company)	[ ]	Smaller reporting company	[X]

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2). Yes [ ] No [X]

The number of shares outstanding of the registrant's common stock as of August 10, 2012 was 10,329,934.

PACIFIC PREMIER BANCORP, INC. AND SUBSIDIARIES
FORM 10-Q
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FOR THE QUARTER ENDED JUNE 30, 2012

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

PACIFIC PREMIER BANCORP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION
(dollars in thousands)

ASSETS	June 30, 2012 (Unaudited)	December 31, 2011 (Audited)	June 30, 2011 (Unaudited)
Cash and due from banks	$ 64,945	$ 60,207	$ 36,034
Federal funds sold	27	28	10,998
Cash and cash equivalents	64,972	60,235	47,032
Investment securities available for sale	146,134	115,645	141,304
FHLB stock/Federal Reserve Bank stock, at cost	12,744	12,475	13,492
Loans held for sale, net	2,401	-	-
Loans held for investment	795,319	738,589	708,096
Allowance for loan losses	(7,658)	(8,522)	(8,517)
Loans held for investment, net	787,661	730,067	699,579

Accrued interest receivable		3,968		3,885		3,984
Other real estate owned		9,339		1,231		4,447
Premises and equipment		9,429		9,819		10,108
Deferred income taxes		5,585		8,998		8,960
Bank owned life insurance		13,240		12,977		12,714
Intangible assets		2,781		2,069		2,183
Other assets		6,781		3,727		4,308
TOTAL ASSETS	$	1,065,035	$	961,128	$	948,111
LIABILITIES AND STOCKHOLDERS' EQUITY						
LIABILITIES:						
Deposit accounts:						
Noninterest bearing	$	150,538	$	112,313	$	122,539
Interest bearing:						
Transaction accounts		327,556		287,876		283,565
Retail certificates of deposit		435,097		428,688		398,985
Wholesale certificates of deposit		-		-		10,896
Total deposits		913,191		828,877		815,985
Other borrowings		28,500		28,500		28,500
Subordinated debentures		10,310		10,310		10,310
Accrued expenses and other liabilities		16,965		6,664		11,499
TOTAL LIABILITIES		968,966		874,351		866,294
STOCKHOLDERS' EQUITY:						
Preferred stock, $.01 par value; 1,000,000 shares authorized;no shares outstanding		-		-		-
Common stock, $.01 par value; 25,000,000 shares authorized; 10,329,934 shares at June 30, 2012, 10,337,626 shares at December 31, 2011, and 10,084,626		103		103		101

shares at June 30, 2011 issued and outstanding			
Additional paid-in capital	76,258	76,310	76,509
Retained earnings	18,549	10,046	5,031
Accumulated other comprehensive income, net of tax of $810 at June 30, 2012, $221 at December 31, 2011, and $123 at June 30, 2011	1,159	318	176
TOTAL STOCKHOLDERS' EQUITY	96,069	86,777	81,817
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 1,065,035	$ 961,128	$ 948,111

Accompanying notes are an integral part of these consolidated financial statements.

PACIFIC PREMIER BANCORP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(dollars in thousands, except per share data)
(unaudited)

	Three Months Ended		Six Months Ended	
	June 30, 2012	June 30, 2011	June 30, 2012	June 30, 2011
INTEREST INCOME				
Loans	$ 12,098	$ 11,750	$ 23,335	$ 22,283
Investment securities and other interest-earning assets	948	1,059	1,827	2,260
Total interest income	13,046	12,809	25,162	24,543
INTEREST EXPENSE				
Interest-bearing deposits:				
Interest on transaction accounts	223	369	552	814
Interest on certificates of deposit	1,224	1,792	2,651	3,615

Total interest-bearing deposits	1,447	2,161	3,203	4,429
Other borrowings	235	235	470	523
Subordinated debentures	82	77	166	153
Total interest expense	1,764	2,473	3,839	5,105
NET INTEREST INCOME BEFORE PROVISION FOR LOAN LOSSES	11,282	10,336	21,323	19,438
PROVISION FOR LOAN LOSSES	-	1,300	-	1,406
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	11,282	9,036	21,323	18,032
NONINTEREST INCOME				
Loan servicing fees	214	160	391	377
Deposit fees	472	635	973	1,083
Net gain (loss) from sales of loans	10	(2,547)	10	(2,461)
Net gain from sales of investment securities	174	316	174	480
Other-than-temporary impairment loss on investment securities, net	(45)	(154)	(82)	(368)
Gain on FDIC transaction	5,340	-	5,340	4,189
Other income	364	497	662	846
Total noninterest income (loss)	6,529	(1,093)	7,468	4,146
NONINTEREST EXPENSE				
Compensation and benefits	3,947	3,489	7,467	6,670
Premises and occupancy	981	878	1,859	1,678
Data processing and communications	817	347	1,184	648
Other real estate owned operations, net	590	167	737	430
FDIC insurance premiums	168	303	301	567
Legal and audit	552	501	1,038	893
Marketing expense	264	328	479	557
Office and postage expense	217	194	380	361
Other expense	669	648	1,401	1,410

Total noninterest expense	8,205	6,855	14,846	13,214
NET INCOME BEFORE INCOME TAXES	9,606	1,088	13,945	8,964
INCOME TAX	3,795	303	5,442	3,407
NET INCOME	$ 5,811	$ 785	$ 8,503	$ 5,557
EARNINGS PER SHARE				
Basic	$ 0.56	$ 0.08	$ 0.82	$ 0.55
Diluted	$ 0.55	$ 0.08	$ 0.80	$ 0.52
WEIGHTED AVERAGE SHARES OUTSTANDING				
Basic	10,329,934	10,084,626	10,332,935	10,067,066
Diluted	10,669,005	10,578,928	10,647,590	10,717,257

Accompanying notes are an integral part of these consolidated financial statements.

PACIFIC PREMIER BANCORP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(dollars in thousands)
(unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Net Income	$ 5,811	$ 785	$ 8,503	$ 5,557
Other comprehensive income (loss), net of tax:				
Unrealized holding gains on securities arising during the period, net of tax	760	1,648	944	1,426
Reclassification adjustment for net gain on sale of securities included in net income, net of tax	(103)	(468)	(103)	(336)
Net unrealized gain (loss) on securities, net of tax	657	1,180	841	1,090

Comprehensive Income	$ 6,468	$ 1,965	$ 9,344	$ 6,647

Accompanying notes are an integral part of these consolidated financial statements.

PACIFIC PREMIER BANCORP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY AND OTHER COMPREHENSIVE INCOME
FOR THE SIX MONTHS ENDED JUNE 30, 2012 AND 2011
(dollars in thousands)
(unaudited)

	Common Stock Shares	Common Stock	Additional Paid-in Capital	Accumulated Retained Earnings (Deficit)	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
Balance at December 31, 2011	10,337,626	$ 103	$ 76,310	$ 10,046	$ 318	$ 86,777
Total comprehensive income				8,503	841	9,344
Share-based compensation expense			27			27
Common stock repurchased and retired	(13,022)	-	(102)			(102)
Stock options exercised	5,330	-	23			23
Balance at June 30, 2012	10,329,934	$ 103	$ 76,258	$ 18,549	$ 1,159	$ 96,069
Balance at December 31, 2010	10,033,836	$ 100	$ 79,942	$ (526)	$ (914)	$ 78,602
Total comprehensive income				5,557	1,090	6,647
Share-based compensation expense			196			196
Common stock repurchased and retired	(10,610)	(1)	(69)			(70)
			(3,660)			(3,660)

Warrants purchased and retired						
Warrants exercised	41,400	1	31			32
Stock options exercised	20,000	1	69			70
Balance at June 30, 2011	10,084,626	$ 101	$ 76,509	$ 5,031	$ 176	$ 81,817

Accompanying notes are an integral part of these consolidated financial statements.

PACIFIC PREMIER BANCORP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	Six Months Ended June 30,	
	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$ 8,503	$ 5,557
Adjustments to net income:		
Depreciation and amortization expense	642	561
Provision for loan losses	-	1,406
Share-based compensation expense	27	196
Loss on sale and disposal of premises and equipment	-	63
Loss on sale of other real estate owned	305	21
Write down of other real estate owned	302	-
Amortization of premium/discounts on securities held for sale, net	378	389
Amortization of loan mark-to-market discount	(1,048)	(807)
Gain on sale of loans held for sale	(10)	-
Gain on sale of investment securities available for sale	(174)	(480)
Other-than-temporary impairment loss on investment securities, net	82	368

Loss on sale of loans held for investment	-	2,461
Purchase and origination of loans held for sale	(2,995)	-
Recoveries on loans	95	-
Proceeds from the sales of and principal payments from loans held for sale	595	-
Gain on FDIC transaction	(5,340)	(4,189)
Deferred income tax provision	3,413	265
Change in accrued expenses and other liabilities, net	(159)	(3,695)
Income from bank owned life insurance, net	(263)	(260)
Change in accrued interest receivable and other assets, net	(1,364)	4,152
Net cash provided by operating activities	2,989	6,008
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sale and principal payments on loans held for investment	92,770	49,386
Net change in undisbursed loan funds	57,361	11,096
Purchase and origination of loans held for investment	(143,900)	(58,938)
Proceeds from sale of other real estate owned	5,315	9,626
Principal payments on securities available for sale	7,505	8,977
Purchase of securities available for sale	(70,467)	(19,612)
Proceeds from sale or maturity of securities available for sale	44,151	43,141
Purchases of premises and equipment	(252)	(2,471)
Redemption of Federal Reserve Bank stock	63	155
Redemption of Federal Home Loan Bank of San Francisco stock	1,058	1,009
Cash acquired in FDIC transaction	39,491	26,389
Net cash provided by investing activities	33,095	68,758
CASH FLOWS FROM FINANCING ACTIVITIES		

Net decrease in deposit accounts	(31,268)	(47,568)
Repayment of FHLB advances and other borrowings	-	(40,000)
Proceeds from exercise of stock options	23	32
Warrants purchased and retired	-	(3,660)
Repurchase of common stock	(102)	-
Net cash used in financing activities	(31,347)	(91,196)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	4,737	(16,430)
CASH AND CASH EQUIVALENTS, beginning of period	60,235	63,462
CASH AND CASH EQUIVALENTS, end of period	$ 64,972	$ 47,032

PACIFIC PREMIER BANCORP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)
(in thousands)
(unaudited)

	Six Months Ended June 30,	
	2012	2011
SUPPLEMENTAL CASH FLOW DISCLOSURES		
Interest paid	$ 3,827	$ 5,030
Income taxes paid	3,775	2,445
Assets acquired (liabilities assumed) in FDIC transaction (See Note 3):		
Investment securities	101	12,753
FRB and FHLB Stock	1,390	1,323

FDIC receivable	167	2,838
Loans	63,773	149,739
Core deposit intangible	840	2,270
Other real estate owned	11,533	11,953
Fixed assets	-	42
Other assets	3,656	1,599
Deposits	(115,582)	(204,678)
Other liabilities	(29)	(39)
NONCASH INVESTING ACTIVITIES DURING THE PERIOD		
Transfers from loans to other real estate owned	$ 2,497	$ 2,107
Investment securities available for sale purchased and not settled	$ 10,460	$ 5,083

Accompanying notes are an integral part of these consolidated financial statements.

PACIFIC PREMIER BANCORP, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2012
(UNAUDITED)

Note 1 - Basis of Presentation

The consolidated financial statements include the accounts of Pacific Premier Bancorp, Inc. (the "Corporation") and its wholly owned subsidiaries, including Pacific Premier Bank (the "Bank") (collectively, the "Company," "we," "our" or "us"). A significant intercompany accounts and transactions have been eliminated in consolidation.

In the opinion of management, the consolidated financial statements contain all adjustments (consisting of normal recurring accruals) necessary to present fairly the Company's financial position as of June 30, 2012, December 31, 2011, and June 30, 2011, the results of its operations and comprehensive income for the three and six months ended June 30, 2012 and 2011 and the changes in stockholders' equity and cash flows for the six months ended June 30, 2012 and 2011. Operating results or comprehensive income for the three and six months ended June 30, 2012 are not necessarily indicative of the results or comprehensive income that may be expected for any other interim period or the full year ending December 31, 2012.

Certain information and note disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). The unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

The Company accounts for its investments in its wholly owned special purpose entity, PPBI Trust I, under the equity method whereby the subsidiary's net earnings are recognized in the Company's statement of operations.

Note 2 – Recently Issued Accounting Pronouncements

In April 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2011-03 modifies the criteria for determining when repurchase agreements would be accounted for as a secured borrowing rather than as a sale. Currently, an entity that maintains effective control over transferred financial assets must account for the transfer as a secured borrowing rather than as a sale. The provisions of ASU No. 2011-03 removes from the assessment of effective control the criterion requiring the transferor to have the ability to repurchase or redeem the financial assets on substantially the agreed terms, even in the event of default by the transferee. The FASB believes that contractual rights and obligations determine effective control and that there does not need to be a requirement to assess the ability to exercise those rights. ASU No. 2011-03 does not change the other existing criteria used in the assessment of effective control. The provisions of ASU No. 2011-03 are effective prospectively for transactions, or modifications of existing transactions, that occur on or after January 1, 2012. The Company accounts for all of its repurchase agreements as collateralized financing arrangements. The Company adopted the provisions of ASU No. 2011-03 effective January 1, 2012. The provisions of ASU No. 2011-03 had no impact on the Company's Consolidated Financial Statements.

In May 2011, the FASB issued ASU No. 2011-04, "Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs." The provisions of ASU No. 2011-04 result in a consistent definition of fair value and common requirements for the measurement of and disclosure about fair value between U.S. GAAP and International Financial Reporting Standards ("IFRS"). The changes to U.S. GAAP as a result of ASU No. 2011-04 are as follows: (1) The concepts of highest and best use and valuation premise are only relevant when measuring the fair value of nonfinancial assets (that is, it does not apply to financial assets or any liabilities); (2) U.S. GAAP currently prohibits application of a blockage factor in valuing financial instruments with quoted prices in active markets, which prohibition extends to all fair value measurements; (3) An exception is provided to the basic fair value measurement principles for an entity that holds a group of financial assets and financial liabilities with offsetting positions in market risks or counterparty credit risk that are managed on the basis of the entity's net exposure to either of those risks, which exception allows the entity, if certain criteria are met, to measure the fair value of the net asset or liability position in a manner consistent with how market participants would price the net risk position; (4) Aligns the fair value measurement of instruments classified within an entity's shareholders' equity with the guidance for liabilities; and (5) Disclosure requirements have been enhanced for Level 3 fair value measurements to disclose quantitative information about unobservable inputs and assumptions used, to describe the valuation processes used by the entity, and to qualitatively describe the sensitivity of fair value measurements to changes in unobservable inputs and the interrelationships between those inputs. In addition, entities must report the level in the fair value hierarchy of items that are not measured at fair value in the statement of condition but whose fair value must be disclosed. The Company adopted the provisions of ASU No. 2011-04 effective January 1, 2012. The fair value measurement provisions of ASU No. 2011-04 had no impact on the Company's Consolidated Financial Statements. See Note 9 to the Consolidated Financial Statements for the enhanced disclosures required by ASU No. 2011-04.

In June 2011, the FASB issued ASU No. 2011-05, "Presentation of Comprehensive Income." The provisions of ASU No. 2011-05 allow an entity the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both options, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. Under either method, entities are required to present on the face of the financial statements reclassification adjustments for items that are reclassified from other comprehensive income to net income in the statement(s) where the components of net income and the components of other comprehensive income are presented. ASU No. 2011-05 also eliminates the option to present the components of other comprehensive income as part of the statement of changes in shareholders' equity but does not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. ASU No. 2011-05 was effective for the Company's interim reporting period beginning on or after January 1, 2012, with retrospective application required. In December 2011, the FASB issued ASU No. 2011-12, "Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05." The provisions of ASU No. 2011-12 defer indefinitely the requirement for entities to present reclassification adjustments out of accumulated other comprehensive income by component in both the statement in which net income is presented and the statement in which other comprehensive income is presented. ASU No. 2011-12, which shares the same effective date as ASU No. 2011-05, does not defer the requirement for entities to present components of comprehensive income in either a single continuous statement of comprehensive income or in two separate but consecutive statements. The Company adopted the provisions of ASU No. 2011-05 and ASU No. 2011-12 which resulted in a new statement of comprehensive income beginning with the interim period ended March 31, 2012. The adoption of ASU No. 2011-05 and ASU No. 2011-12 had no impact on the Company's statements of income and condition.

In September 2011, the FASB issued ASU No. 2011-08, "Intangibles - Goodwill and Other Intangible Assets: Testing Goodwill for Impairment". The provisions of ASU No. 2011-08 allows an entity the option to first assess the qualitative factors to determine whether the existence of events or circumstances leads to a determination that is it more likely than not that the fair value of a reporting unit is less than its carrying amount. Under ASU 2011-08, if, after that assessment is made, an entity determines that it is more likely than not that the carrying value of goodwill is not impaired, then the two-step impairment test is not required. However, if the entity concludes otherwise, the two-step impairment test would be required. The provisions of ASU 2011-08 are effective for interim and annual periods beginning after December 15, 2011, although early adoption was allowed. Adoption of ASU 2011-08 had no material impact on the Company's financial condition, results of operations or liquidity.

Future Application of Accounting Pronouncements

In December 2011, the FASB issued ASU No. 2011-11, "Disclosures About Offsetting Assets and Liabilities." This project began as an attempt to converge the offsetting requirements under U.S. GAAP and IFRS. However, as the financial accounting Boards were not able to reach a converged solution with regards to offsetting requirements, the Boards developed convergent disclosure requirements to assist in reconciling differences in the offsetting requirements under U.S. GAAP and IFRS. The new disclosure requirements mandate that entities disclose both gross and net information about instruments and transactions eligible for offset in the statement of financial position as well as instruments and transactions subject to an agreement similar to a master netting arrangement. ASU No. 2011-11 also requires disclosure of collateral received and posted in connection with master netting agreements or similar arrangements. ASU No. 2011-11 is effective for interim and annual reporting periods beginning on or after January 1, 2013. As the provisions of ASU No. 2011-11 only impact the disclosure requirements related to the offsetting of assets and liabilities, the adoption will have no impact on the Company's Consolidated Financial Statements.

Note 3 – Federal Deposit Insurance Corporation ("FDIC") Acquisitions

Palm Desert National Bank Acquisition

Effective April 27, 2012, the Bank acquired certain assets and assumed certain liabilities of Palm Desert National Bank ("Palm Desert National") from the FDIC as receiver for Palm Desert National (the "Palm Desert National Acquisition"), pursuant to the terms of a purchase and assumption agreement entered into by the Bank and the FDIC on April 27, 2012. The Palm Desert National Acquisition included one branch of Palm Desert National that became a branch of the Bank upon consummation of the Palm Desert National Acquisition. The Bank did not enter into any loss sharing agreements with the FDIC in connection the Palm Desert national Acquisition. As a result of the Palm

Desert National Acquisition, the Bank acquired and recorded at the acquisition date certain assets with a fair value of approximately $120.9 million, including:

$63.8 million of loans;

$39.5 million of cash and cash equivalents;

$11.5 million of other real estate owned (“OREO”);

$1.5 million in investment securities, including Federal Home Loan Bank (“FHLB”) and Federal Reserve Bank stock;

$840,000 of a core deposit intangible; and

$3.8 million of other types of assets.

Also as a result of the Palm Desert National Acquisition, the Bank assumed and recorded at acquisition date certain liabilities with a fair value of approximately $118.0 million, including:

$50.1 million in deposit transaction accounts;

$30.8 million in retail certificates of deposit;

$34.1 million in whole sale certificates of deposits, which were purposefully run off during the second quarter of 2012;

$2.4 million in deferred tax liability; and

$578,000 of other liabilities.

The fair values of the assets acquired and liabilities assumed were determined based on the requirements of FASB Accounting Standards Codification (“ASC”) Topic 820: Fair Value Measurements and Disclosures.

Canyon National Bank Acquisition

Effective February 11, 2011, the Bank acquired certain assets and assumed certain liabilities of Canyon National Bank (“Canyon National”) from the FDIC as receiver for Canyon National (the “Canyon National Acquisition”), pursuant to the terms of a purchase and assumption agreement entered into by the Bank and the FDIC on February 11, 2011. The Canyon National Acquisition included the three branches of Canyon National, all of which became branches of the Bank upon consummation of the Canyon National Acquisition. The Bank did not enter into any loss sharing agreements with the FDIC in connection with the Canyon National Acquisition. As a result of the Canyon National Acquisition, the Bank acquired and received certain assets with a fair value of approximately $208.9 million, including $149.7 million of loans, $16.1 million of a FDIC receivable, $13.2 million of cash and cash equivalents, $12.8 million of investment securities, $12.0 million of OREO, $2.3 million of a core deposit intangibles, $1.5 million of other assets and $1.3 million of FHLB and Federal Reserve Bank stock. Liabilities with a fair value of approximately $206.6 million were also assumed, including $204.7 million of deposits, $1.9 million in deferred tax liability and $39,000 of other liabilities. The fair values of the assets acquired and liabilities assumed were determined based on the requirements of FASB ASC Topic 820: Fair Value Measurements and Disclosures.

Note 4 – Loans Held for Investment

The following table sets forth the composition of our loan portfolio in dollar amounts at the dates indicated:

	June 30, 2012	December 31, 2011 (in thousands)	June 30, 2011
Real estate loans:			
Multi-family	$ 183,742	$ 193,830	$ 231,604
Commercial non-owner occupied	242,700	164,341	155,419
One-to-four family (1)	56,694	60,027	64,550
Construction	281	-	-
Land	11,191	6,438	8,752
Business loans:			
Commercial owner occupied (2)	150,428	152,299	147,186
Commercial and industrial	84,191	86,684	70,744
Warehouse facilities	61,111	67,518	21,758
SBA	3,995	4,727	4,682
Other loans	4,019	3,390	6,497
Total gross loans (3)	798,352	739,254	711,192
Less loans held for sale, net	2,401	-	-
Total gross loans held for investment	795,951	739,254	711,192
Less:			
Deferred loan origination costs/(fees) and premiums/(discounts), net	(632)	(665)	(3,096)
Allowance for loan losses	(7,658)	(8,522)	(8,517)
Loans held for investment, net	$ 787,661	$ 730,067	$ 699,579

(1) Includes second trust deeds.

(2) Majority secured by real estate.

(3) Total gross loans for June 30, 2012 is net of the mark-to-market discounts on Canyon National loans of $3.7 million and on Palm Desert National loans of $11.0 million.

From time to time, we may purchase or sell loans in order to manage concentrations, maximize interest income, change risk profiles, improve returns and generate liquidity.

The Company grants residential and commercial loans held for investment to customers located primarily in Southern California. Consequently, the underlying collateral for our loans and a borrower's ability to repay may be impacted unfavorably by adverse changes in the economy and real estate market in the region.

Under applicable laws and regulations, the Bank may not make secured loans to one borrower in excess of 25% of unimpaired capital plus surplus and likewise in excess of 15% for unsecured loans. These loans-to-one borrower limitations result in a dollar limitation of $25.6 million for secured loans and $15.4 million for unsecured loans at June 30, 2012. At June 30, 2012, the Bank's largest aggregate outstanding balance of loans to one borrower was $11.9 million of secured credit.

Purchase Credit Impaired

The following table provides a summary of the Company's investment in purchase credit impaired loans, acquired from Canyon National and Palm Desert National, as of the period indicated:

	June 30, 2012		
	Canyon National	Palm Desert National	Total
	(in thousands)		
Real estate loans:			
Multi-family	$ -	$ 2,835	$ 2,835
Commercial non-owner occupied	1,061	4,950	6,011
One-to-four family	-	36	36
Land	2,272	691	2,963
Business loans:			
Commercial owner occupied	1,760	1,135	2,895
Commercial and industrial	75	-	75
Total purchase credit impaired	$ 5,168	$ 9,647	$ 14,815

On the acquisition date, the amount by which the undiscounted expected cash flows of the purchased credit impaired loans exceed the estimated fair value of the loan is the "accretable yield." The accretable yield is measured at each financial reporting date and represents the difference between the remaining undiscounted expected cash flows and the current carrying value of the purchased credit impaired loan. At June 30, 2012, the Company had $14.8 million of purchased credit impaired loans, of which $4.6 million were placed on nonaccrual status.

The following table summarizes the accretable yield on the purchased credit impaired for the six months ended June 30, 2012:

	Six Months Ended June 30, 2012		
	Canyon National	Palm Desert National	Total
	(in thousands)		
Balance at the beginning of period	$ 3,248	$ -	$ 3,248
Accretable yield at acquisition	-	3,908	3,908
Accretion	(303)	(74)	(377)
Disposals and other	(53)	(8)	(61)
Change in accretable yield	(813)	-	(813)
Balance at the end of period	$ 2,079	$ 3,826	$ 5,905

Impaired Loans

The following tables provide a summary of the Company's investment in impaired loans as of the period indicated:

	Contractual Unpaid Principal Balance	Recorded Investment	Impaired Loans With Specific Allowance	Without Specific Allowance	Specific Allowance for Impaired Loans	Average Recorded Investment	Interest Income Recognized
	(in thousands)						
June 30, 2012							
Real estate loans:							
Multi-family	$ 1,442	$ 1,404	$ -	$ 1,404	$ -	$ 1,412	$ 45
Commercial non-owner occupied	2,304	2,095	-	2,095	-	1,279	32
One-to-four family	670	667	-	667	-	708	22
Construction	-	-	-	-	-	-	-
Land	-	-	-	-	-	-	-
Business loans:							

Commercial owner occupied	507	478	-	478	-	889	-
Commercial and industrial	-	-	-	-	-	200	-
Warehouse facilities	-	-	-	-	-	-	-
SBA	1,723	549	-	549	-	564	16
Other loans	-	-	-	-	-	-	-
Totals	$ 6,646	$ 5,193	$ -	$ 5,193	$ -	$ 5,052	$ 115

	Impaired Loans						
	Contractual Unpaid Principal Balance	Recorded Investment	With Specific Allowance	Without Specific Allowance	Specific Allowance for Impaired Loans	Average Recorded Investment	Interest Income Recognized
	(in thousands)						
December 31, 2011							
Real estate loans:							
Multi-family	$ 1,450	$ 1,423	$ -	$ 1,423	$ -	$ 2,309	$ 88
Commercial non-owner occupied	1,592	1,495	-	1,495	-	2,283	198
One-to-four family	705	521	-	521	-	311	47
Land	-	-	-	-	-	11	1
Business loans:							
Commercial owner occupied	1,771	1,641	-	1,641	-	1,635	64
Commercial and industrial	1,321	1,138	-	1,138	-	373	62
SBA	2,427	773	-	773	-	887	68
Other loans	-	-	-	-	-	2	-
Totals	$ 9,266	$ 6,991	$ -	$ 6,991	$ -	$ 7,811	$ 528

	Impaired Loans						
	Contractual Unpaid Principal Balance	Recorded Investment	With Specific Allowance	Without Specific Allowance	Specific Allowance for Impaired Loans	Average Recorded Investment	Interest Income Recognized
	(in thousands)						
June 30, 2011							

Real estate loans:							
Multi-family	$ 4,149	$ 4,149	$ -	$ 4,149	$ -	$ 2,786	$ 52
Commercial non-owner occupied	3,427	3,427	462	2,965	44	2,736	82
One-to-four family	1,569	1,567	-	1,567	-	2,893	42
Construction	-	-	-	-	-	309	-
Land	2,523	2,523	-	2,523	-	2,627	54
Business loans:							
Commercial owner occupied	5,267	5,124	-	5,124	-	5,945	124
Commercial and industrial	2,143	2,143	-	2,143	-	4,200	61
SBA	1,659	930	-	930	-	1,001	28
Other loans	22	22	-	22	-	9	2
Totals	$ 20,759	$ 19,885	$ 462	$ 19,423	$ 44	$ 22,506	$ 445

The Company considers a loan to be impaired when, based on current information and events, it is probable the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement or it is determined that the likelihood of the Company receiving all scheduled payments, including interest, when due is remote. The Company has no commitments to lend additional funds to debtors whose loans have been impaired.

The Company reviews loans for impairment when the loan is classified as substandard or worse, delinquent 90 days, or determined by management to be collateral dependent, or when the borrower files bankruptcy or is granted a troubled debt restructurings ("TDRs"). Measurement of impairment is based on the loan's expected future cash flows discounted at the loan's effective interest rate, measured by reference to an observable market value, if one exists, or the fair value of the collateral if the loan is deemed collateral dependent. All loans are generally charged-off at such time the loan is classified as a loss. Valuation allowances are determined on a loan-by-loan basis or by aggregating loans with similar risk characteristics.

The following table provides additional detail on the components of impaired loans at the period end indicated:

	June 30, 2012	December 31, 2011	June 30, 2011
		(in thousands)	
Nonaccruing loans	$ 3,826	$ 5,590	$ 10,808
Accruing loans	1,367	1,401	9,077
Total impaired loans	$ 5,193	$ 6,991	$ 19,885

When loans are placed on nonaccrual status all accrued interest is reversed from earnings. Payments received on nonaccrual loans are generally applied as a reduction to the loan principal balance. If the likelihood of further loss is remote, the Company will recognize interest on a cash basis only. Loans may be returned to accruing status if the Company believes that all remaining principal and interest is fully collectible and there has been at least three months of sustained repayment performance since the loan was placed on nonaccrual.

The Company does not accrue interest on loans 90 days or more past due or when, in the opinion of management, there is reasonable doubt as to the collection of interest. The Company had impaired loans on nonaccrual status at June 30, 2012 of $3.8 million, December 31, 2011 of $5.6 million, and June 30, 2011 of $10.8 million. The Company had no loans 90 days or more past due and still accruing at June 30, 2012, December 31, 2011 or June 30, 2011.

The Company had an immaterial amount of TDRs related to three U.S. Small Business Administration ("SBA") loans which were all completed prior to 2011.

Concentration of Credit Risk

As of June 30, 2012, the Company's loan portfolio was collateralized by various forms of real estate and business assets located principally in Southern California. The Company's loan portfolio contains concentrations of credit in multi-family real estate, commercial non-owner occupied real estate and commercial owner occupied business loans. The Company maintains policies approved by the Company's Board of Directors (the "Board") that address these concentrations and continues to diversify its loan portfolio through loan originations, purchases and sales to meet approved concentration levels. While management believes that the collateral presently securing these loans is adequate, there can be no assurances that further significant deterioration in the California real estate market and economy would not expose the Company to significantly greater credit risk.

Credit Quality and Credit Risk Management

The Company's credit quality is maintained and credit risk managed in two distinct areas. The first is the loan origination process, wherein the Bank underwrites credit quality and chooses which risks it is willing to accept. The second is in the ongoing oversight of the loan portfolio, where existing credit risk is measured and monitored, and where performance issues are dealt with in a timely and comprehensive fashion.

The Company maintains a comprehensive credit policy which sets forth minimum and maximum tolerances for key elements of loan risk. The policy identifies and sets forth specific guidelines for analyzing each of the loan products the Company offers from both an individual and portfolio wide basis. The credit policy is reviewed annually by the Board. The Bank's seasoned underwriters ensure all key risk factors are analyzed with nearly all underwriting including a comprehensive global cash flow analysis of the prospective borrowers. The credit approval process mandates multiple-signature approval by the management credit committee for every loan that requires any subjective credit analysis.

Credit risk is managed within the loan portfolio by the Company's Portfolio Management department based on a comprehensive credit and investment review policy. This policy requires a program of financial data collection and analysis, comprehensive loan reviews, property and/or business inspections and monitoring of portfolio concentrations and trends. The Portfolio Management department also monitors asset-based lines of credit, loan covenants and other conditions associated with the Company's business loans as a means to help identify potential credit risk. Individual loans, excluding the homogeneous loan portfolio, are reviewed at least biennially, and in most cases more often, including the assignment of a risk grade.

Risk grades are based on a six-grade Pass scale, along with Special Mention, Substandard, Doubtful and Loss classifications as such classifications are defined by the regulatory agencies. The assignment of risk grades allows the Company to, among other things, identify the risk associated with each credit in the portfolio, and to provide a basis for estimating credit losses inherent in the portfolio. Risk grades are reviewed regularly by the Company's Credit and Investment Review committee, and are reviewed annually by an independent third-party, as well as by regulatory agencies during scheduled examinations.

The following provides brief definitions for risk grades assigned to loans in the portfolio:

Pass – Pass credits are well protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. Such credits exhibit few weaknesses, if any, but may include credits with exposure to certain factors that may adversely impact the credit if they materialize. The Company has established six subcategories within the pass grade to stratify risk associated with pass loans. The Company maintains a subset of pass credits designated as "watch" loans which, for any of a variety of reasons, require close monitoring.

Special Mention – Loans graded special mention exhibit potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may, at some future date, result in the deterioration of the repayment prospects for the loan or the institution's credit position. Special mention credits are not considered as part of the classified extensions of credit category and do not expose the Company to sufficient risk to warrant classification.

Substandard – Substandard credits are inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. Extensions of credit classified as substandard have a well-defined weakness or weaknesses that jeopardizes the orderly payment of the debt. Substandard credits are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected. Loss potential, while existing in the aggregate amount of substandard credits, does not have to exist in individual extensions of credit classified substandard.

Doubtful – Doubtful credits have all the weaknesses inherent in substandard credits, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable. The possibility of loss is extremely high, but because of certain important and reasonably specific pending factors that may work to the advantage of and strengthen the credit, its classification as an estimated loss is deferred until its more exact status may be determined.

The Portfolio Management department also manages loan performance risks, collections, workouts, bankruptcies and foreclosures. Loan performance risks are mitigated by our portfolio managers acting promptly and assertively to address problem credits when they are identified. Collection efforts are commenced immediately upon non-payment, and the portfolio managers seek to promptly determine the appropriate steps to minimize the Company's risk of loss. When foreclosure will maximize the Company's recovery for a non-performing loan, the portfolio managers will take appropriate action to initiate the foreclosure process.

When a loan is graded as special mention or substandard or doubtful, the Company obtains an updated valuation of the underlying collateral. If the credit in question is also identified as impaired, a valuation allowance, if necessary, is established against such loan or a loss is recognized by a charge to the allowance for loan losses ("ALLL") if management believes that the full amount of the Company's recorded investment in the loan is no longer collectable. The Company typically continues to obtain updated valuations of underlying collateral for special mention and classified loans on an annual basis in order to have the most current indication of fair value. Once a loan is identified as impaired, an analysis of the underlying collateral is performed at least quarterly, and corresponding changes in any related valuation allowance are made or balances deemed to be fully uncollectable are charged-off.

The following tables stratifies the loan portfolio by the Company's internal risk grading system as well as certain other information concerning the credit quality of the loan portfolio as of the periods indicated:

Credit Risk Grades

	Pass	Special Mention	Substandard	Total Gross Loans
June 30, 2012		(in thousands)		
Real estate loans:				
Multi-family	$ 166,309	$ 9,898	$ 7,535	$ 183,742
Commercial non-owner occupied	236,685	668	5,347	242,700
One-to-four family	55,303	-	1,391	56,694
Construction	281	-	-	281
Land	8,591	-	2,600	11,191
Business loans:				
Commercial owner occupied	134,749	4,036	11,643	150,428
Commercial and industrial	81,359	1,753	1,079	84,191
Warehouse facilities	61,111	-	-	61,111
SBA	3,858	-	137	3,995
Other loans	3,892	-	127	4,019
Totals	$ 752,138	$ 16,355	$ 29,859	$ 798,352

	Credit Risk Grades			
	Pass	Special Mention	Substandard	Total Gross Loans
December 31, 2011		(in thousands)		
Real estate loans:				
Multi-family	$ 176,477	$ 13,286	$ 4,067	$ 193,830
Commercial non-owner occupied	160,051	676	3,614	164,341
One-to-four family	57,685	-	2,342	60,027
Land	6,386	-	52	6,438
Business loans:				
Commercial owner occupied	138,975	5,689	7,635	152,299
Commercial and industrial	83,441	1,046	2,197	86,684
	67,518	-	-	67,518

Warehouse facilities				
SBA	4,548	-	179	4,727
Other loans	3,352	-	38	3,390
Totals	$ 698,433	$ 20,697	$ 20,124	$ 739,254

	Credit Risk Grades			
	Pass	Special Mention	Substandard	Total Gross Loans
June 30, 2011		(in thousands)		
Real estate loans:				
Multi-family	$ 211,734	$ 13,058	$ 6,812	$ 231,604
Commercial non-owner occupied	149,974	604	4,841	155,419
One-to-four family	59,991	1,951	2,608	64,550
Land	8,367	-	385	8,752
Business loans:				-
Commercial owner occupied	131,777	6,376	9,033	147,186
Commercial and industrial	64,145	1,665	4,934	70,744
Warehouse facilities	21,758	-	-	21,758
SBA	4,474	-	208	4,682
Other loans	6,396	-	101	6,497
Totals	$ 658,616	$ 23,654	$ 28,922	$ 711,192

The following tables set forth delinquencies in the Company's loan portfolio at the dates indicated:

		Days Past Due				Non-
	Current	30-59	60-89	90+	Total	Accruing
June 30, 2012			(in thousands)			
Real estate loans:						
Multi-family	$ 180,907	$ -	$ 2,835	$ -	$ 183,742	$ 3,115
Commercial non-owner occupied	241,290	259	-	1,151	242,700	2,094
One-to-four family	56,588	93	-	13	56,694	486

Construction	281	-	-	-	281	-
Land	10,934	-	-	257	11,191	691
Business loans:						
Commercial owner occupied	148,900	-	-	1,528	150,428	1,528
Commercial and industrial	84,141	-	50	-	84,191	9
Warehouse facilities	61,111	-	-	-	61,111	-
SBA	3,475	46	-	474	3,995	503
Other loans	4,018	1	-	-	4,019	-
Totals	$ 791,645	$ 399	$ 2,885	$ 3,423	$	