

NARA BANCORP INC
Form 10-Q
August 05, 2009
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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, 2009 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: 000-50245

NARA BANCORP, INC.

(Exact name of registrant as specified in its charter)

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Delaware
(State or other jurisdiction of
incorporation or organization)

95-4849715
(IRS Employer
Identification Number)

3731 Wilshire Boulevard, Suite 1000, Los Angeles, California
(Address of Principal executive offices)

90010
(ZIP Code)

(213) 639-1700

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

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 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 No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller Reporting Company

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

As of July 31, 2009, there were 26,256,960 outstanding shares of the issuer's Common Stock, \$0.001 par value.

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Forward-Looking Information

Certain matters discussed in this report may constitute forward-looking statements under Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. There can be no assurance that the results described or implied in such forward-looking statements will, in fact, be achieved and actual results, performance, and achievements could differ materially because our business involves inherent risks and uncertainties. Risks and uncertainties include deterioration in economic conditions in our areas of operation; interest rate risk associated with volatile interest rates and related asset-liability matching risk; liquidity risks; risk of significant non-earning assets, and net credit losses that could occur, particularly in times of weak economic conditions or times of rising interest rates; risks of available for sale securities declining significantly in value as interest rates rise; and regulatory risks associated with the current and future regulations as well as the possibility of regulatory enforcement actions to which we are subject. For additional information concerning these factors, see Item 1A. Risk Factors contained in our Annual Report on Form 10-K for the year ended December 31, 2008.

Table of Contents**PART I****FINANCIAL INFORMATION****Item 1. Financial Statements****NARA BANCORP, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION**

| | (Unaudited) June 30, 2009 | December 31, 2008 |
|--|---|----------------------|
| | (Dollars in thousands, except share data) | |
| ASSETS | | |
| Cash and cash equivalents: | | |
| Cash and due from banks | \$ 35,406 | \$ 29,097 |
| Interest-bearing deposit at Federal Reserve Bank | 204,048 | 960 |
| Federal funds sold | 40,000 | 19,000 |
| Total cash and cash equivalents | 279,454 | 49,057 |
| Securities available for sale, at fair value | 745,792 | 406,586 |
| Loans held for sale, at the lower of cost or fair value | 13,664 | 9,821 |
| Loans receivable, net of allowance for loan losses (June 30, 2009 - \$50,339; December 31, 2008 - \$43,419) | 2,029,973 | 2,055,024 |
| Federal Reserve Bank stock, at cost | 4,390 | 2,320 |
| Federal Home Loan Bank (FHLB) stock, at cost | 19,935 | 19,935 |
| Premises and equipment, net | 11,580 | 11,987 |
| Accrued interest receivable | 10,187 | 8,168 |
| Deferred tax assets, net | 24,351 | 25,218 |
| Customers liabilities on acceptances | 6,992 | 10,427 |
| Bank owned life insurance | 23,462 | 23,349 |
| Goodwill | 2,509 | 2,509 |
| Other intangible assets, net | 1,330 | 1,627 |
| Other assets | 87,190 | 46,026 |
| Total assets | \$ 3,260,809 | \$ 2,672,054 |

(Continued)

Table of Contents**NARA BANCORP, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION****LIABILITIES AND STOCKHOLDERS EQUITY**

| | (Unaudited) June 30, 2009 | December 31, 2008 |
|--|---|----------------------|
| | (Dollars in thousands, except share data) | |
| LIABILITIES: | | |
| Deposits: | | |
| Non-interest bearing | \$ 318,874 | \$ 303,656 |
| Interest bearing: | | |
| Money market and NOW accounts | 517,020 | 306,478 |
| Savings deposits | 129,120 | 113,186 |
| Time deposits of \$100,000 or more | 763,088 | 626,850 |
| Other time deposits | 711,693 | 588,433 |
| Total deposits | 2,439,795 | 1,938,603 |
| Federal Home Loan Bank borrowings | 350,000 | 350,000 |
| Subordinated debentures | 39,268 | 39,268 |
| Accrued interest payable | 10,921 | 8,549 |
| Acceptances outstanding | 6,992 | 10,427 |
| Other liabilities | 132,414 | 35,254 |
| Total liabilities | 2,979,390 | 2,382,101 |
| STOCKHOLDERS EQUITY: | | |
| Preferred stock, \$0.001 par value - authorized 10,000,000 undesignated shares; issued and outstanding 67,000 shares of Fixed Rate Cumulative Perpetual Preferred Stock, Series A with a liquidation preference of \$67,000,000 at June 30, 2009 and December 31, 2008, respectively | | |
| | 67,000 | 67,000 |
| Preferred stock discount | (4,202) | (4,664) |
| Common stock, \$0.001 par value; authorized, 40,000,000 shares; issued and outstanding, 26,256,960 and 26,246,560 shares at June 30, 2009 and December 31, 2008, respectively | | |
| | 26 | 26 |
| Common stock warrant | 4,766 | 4,766 |
| Capital surplus | 83,064 | 82,077 |
| Retained earnings | 130,565 | 141,890 |
| Accumulated other comprehensive income (loss), net | 200 | (1,142) |
| Total stockholders equity | 281,419 | 289,953 |
| Total liabilities and stockholders equity | \$ 3,260,809 | \$ 2,672,054 |

See accompanying notes to condensed consolidated financial statements (unaudited)

Table of Contents**NARA BANCORP, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF INCOME (LOSS)****For the three and six months ended June 30, 2009 and 2008**

(Unaudited)

| | Three Months Ended June 30, 2009 | 2008 | Six Months Ended June 30, 2009 | 2008 |
|--|---------------------------------------|---------------|-----------------------------------|---------------|
| | (In thousands, except per share data) | | | |
| INTEREST INCOME: | | | | |
| Interest and fees on loans | \$ 32,461 | \$ 37,699 | \$ 64,133 | \$ 78,063 |
| Interest on securities | 5,710 | 3,571 | 10,030 | 7,239 |
| Interest on federal funds sold and other investments | 239 | 517 | 306 | 845 |
| Total interest income | 38,410 | 41,787 | 74,469 | 86,147 |
| INTEREST EXPENSE: | | | | |
| Interest on deposits | 13,365 | 13,578 | 25,190 | 28,785 |
| Interest on subordinated debentures | 522 | 640 | 1,081 | 1,401 |
| Interest on FHLB borrowings | 3,263 | 3,413 | 6,499 | 7,195 |
| Total interest expense | 17,150 | 17,631 | 32,770 | 37,381 |
| NET INTEREST INCOME BEFORE PROVISION FOR LOAN LOSSES | 21,260 | 24,156 | 41,699 | 48,766 |
| PROVISION FOR LOAN LOSSES | 19,000 | 9,652 | 34,670 | 14,645 |
| NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES | 2,260 | 14,504 | 7,029 | 34,121 |
| NON-INTEREST INCOME: | | | | |
| Service fees on deposit accounts | 1,698 | 1,723 | 3,467 | 3,544 |
| International service fees | 491 | 517 | 911 | 962 |
| Loan servicing fees, net | 469 | 514 | 944 | 1,042 |
| Wire transfer fees | 334 | 371 | 686 | 735 |
| Other income and fees | 366 | 412 | 726 | 893 |
| Net gains on sales of SBA loans | 32 | 530 | 95 | 1,245 |
| Net gains on sales of other loans | 510 | 96 | 897 | 181 |
| Net gains on sales of securities available for sale | 220 | 393 | 1,005 | 860 |
| Net valuation gains (losses) on interest rate swaps | (151) | 482 | (267) | 175 |
| Net losses on sales of OREO | (184) | | (314) | |
| Other than temporary impairment on securities available for sale | | (1,713) | | (1,713) |
| Total non-interest income | 3,785 | 3,325 | 8,150 | 7,924 |
| NON-INTEREST EXPENSE: | | | | |
| Salaries and employee benefits | 6,551 | 7,456 | 12,994 | 15,092 |
| Occupancy | 2,484 | 2,147 | 4,910 | 4,310 |
| Furniture and equipment | 736 | 707 | 1,431 | 1,416 |
| Advertising and marketing | 505 | 653 | 962 | 1,203 |
| Data processing and communications | 990 | 897 | 1,891 | 1,727 |
| Professional fees | 428 | 601 | 1,106 | 1,133 |
| FDIC assessment | 2,446 | 292 | 3,196 | 601 |

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| | | | | |
|--|-------------------|-----------------|--------------------|-----------------|
| Credit related expense | 986 | 182 | 2,474 | 311 |
| Other | 1,696 | 1,905 | 3,106 | 3,478 |
| Total non-interest expense | 16,822 | 14,840 | 32,070 | 29,271 |
| INCOME (LOSS) BEFORE INCOME TAX PROVISION (BENEFIT) | (10,777) | 2,989 | (16,891) | 12,774 |
| INCOME TAX PROVISION (BENEFIT) | (4,769) | 1,136 | (7,703) | 5,148 |
| NET INCOME (LOSS) | \$ (6,008) | \$ 1,853 | \$ (9,188) | \$ 7,626 |
| DIVIDENDS AND DISCOUNT ACCRETION ON PREFERRED STOCK | \$ (1,069) | \$ | \$ (2,137) | \$ |
| NET INCOME (LOSS) AVAILABLE TO COMMON STOCKHOLDERS | \$ (7,077) | \$ 1,853 | \$ (11,325) | \$ 7,626 |
| EARNINGS (LOSS) PER COMMON SHARE | | | | |
| Basic | \$ (0.27) | \$ 0.07 | \$ (0.43) | \$ 0.29 |
| Diluted | (0.27) | 0.07 | (0.43) | 0.29 |

See accompanying notes to condensed consolidated financial statements (unaudited)

Table of Contents**NARA BANCORP, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY****SIX MONTHS ENDED JUNE 30, 2009 AND 2008**

(Unaudited)

| | Common Stock | | | | Common Stock Warrants | Capital Surplus | Retained Earnings | Accumulated Other Comprehensive Income | Comprehensive Income (loss) |
|---|--------------------|--------------------------------|------------|--------|-----------------------------|--------------------|----------------------|---|-----------------------------------|
| | Preferred Stock | Preferred Stock Discount | Shares | Amount | | | | (loss), net | |
| BALANCE, JANUARY 1, 2008 | \$ | \$ | 26,193,560 | \$ 26 | \$ | \$ 79,974 | \$ 142,491 | \$ (311) | |
| Stock options exercised | | | 4,000 | | | 34 | | | |
| Stock-based compensation | | | | | | 998 | | | |
| Cash dividends declared (\$ 0.055 per common share) | | | | | | (1,440) | | | |
| Comprehensive income: | | | | | | | | | |
| Net income | | | | | | | 7,626 | | \$ 7,626 |
| Other comprehensive income (loss): | | | | | | | | | |
| Change in unrealized gain (loss) on securities available for sale, net of tax | | | | | | | | (1,849) | (1,849) |
| Change in unrealized gain (loss) on interest-only strips, net of tax | | | | | | | | (2) | (2) |
| Change in unrealized gain (loss) on interest rate swaps, net of tax | | | | | | | | 132 | 132 |
| Total comprehensive income (loss) | | | | | | | | | \$ 5,907 |
| BALANCE, JUNE 30, 2008 | \$ | \$ | 26,197,560 | \$ 26 | \$ | \$ 81,006 | \$ 148,677 | \$ (2,030) | |

| | Common Stock | | | | Common Stock Warrants | Capital Surplus | Retained Earnings | Accumulated Other Comprehensive Income | Comprehensive Income (loss) |
|---|--------------------|--------------------------------|------------|--------|-----------------------------|--------------------|----------------------|---|-----------------------------------|
| | Preferred Stock | Preferred Stock Discount | Shares | Amount | | | | (Loss), net | |
| BALANCE, JANUARY 1, 2009 | \$ 67,000 | \$ (4,664) | 26,246,560 | \$ 26 | \$ 4,766 | \$ 82,077 | \$ 141,890 | \$ (1,142) | |
| Issuance of additional stock pursuant to stock plan | | | 10,400 | | | | | | |
| Tax benefit from vested restricted unit | | | | | | 14 | | | |
| Stock-based compensation | | | | | | 973 | | | |
| Cash dividends accrued (5%) | | | | | | | (1,675) | | |
| Accretion of preferred stock discount | | 462 | | | | | (462) | | |
| Comprehensive income: | | | | | | | | | |
| Net loss | | | | | | | (9,188) | | \$ (9,188) |
| Other comprehensive income (loss): | | | | | | | | | |
| Change in unrealized gain (loss) on securities available for sale, net of tax | | | | | | | | 1,377 | 1,377 |
| Change in unrealized gain (loss) on interest-only strips, net of tax | | | | | | | | 7 | 7 |
| Change in unrealized gain (loss) on interest rate swaps, net of tax | | | | | | | | (42) | (42) |

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| | | | | | | | | | | | |
|-----------------------------------|--|--|--|--|--|--|--|--|--|----|---------|
| Total comprehensive income (loss) | | | | | | | | | | \$ | (7,846) |
|-----------------------------------|--|--|--|--|--|--|--|--|--|----|---------|

| | | | | | | | | | | | |
|-------------------------------|------------------|-------------------|-------------------|--------------|-----------------|------------------|-------------------|-----------|------------|--|--|
| BALANCE, JUNE 30, 2009 | \$ 67,000 | \$ (4,202) | 26,256,960 | \$ 26 | \$ 4,766 | \$ 83,064 | \$ 130,565 | \$ | 200 | | |
|-------------------------------|------------------|-------------------|-------------------|--------------|-----------------|------------------|-------------------|-----------|------------|--|--|

See accompanying notes to consolidated financial statements.

Table of Contents**NARA BANCORP, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****SIX MONTHS ENDED JUNE 30, 2009 and 2008**

(Unaudited)

| | Six Months Ended June 30, | |
|---|------------------------------|------------------|
| | 2009 | 2008 |
| (In thousands) | | |
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net income (loss) | \$ (9,188) | \$ 7,626 |
| Adjustments to reconcile net income (loss) to net cash from operating activities: | | |
| Depreciation, amortization, net of discount accretion | 1,396 | 1,210 |
| Stock-based compensation expense | 973 | 998 |
| Provision for loan losses | 34,670 | 14,645 |
| Other than temporary impairment on securities | | 1,713 |
| Valuation adjustment of a loan held for sale | | 334 |
| Valuation adjustment of OREO | 1,379 | |
| Proceeds from sales of loans | 5,718 | 37,694 |
| Originations of loans held for sale | (2,383) | (30,245) |
| Net gains on sales of SBA and other loans | (992) | (1,426) |
| Net change in bank owned life insurance | (113) | (311) |
| Net gains on sales of securities available for sale | (1,005) | (860) |
| Net losses on sales of OREO | 314 | |
| Net valuation (gains) losses on interest rate swaps | 267 | (175) |
| FHLB stock dividends | | (479) |
| Change in accrued interest receivable | (2,019) | 1,014 |
| Change in deferred tax assets | 1 | (3,520) |
| Change in other assets | (7,823) | (940) |
| Change in accrued interest payable | 2,372 | (2,538) |
| Change in other liabilities | 308 | (1,531) |
| Net cash provided by operating activities | 23,875 | 23,209 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Net change in loans receivable | (19,161) | (130,774) |
| Proceeds from sales of commercial real estate loans | | 11,863 |
| Proceeds from sales of securities available for sale | 43,712 | 76,135 |
| Proceeds from sales of OREO | 827 | |
| Purchase of premises and equipment | (979) | (1,745) |
| Purchase of securities available for sale | (381,639) | (164,465) |
| Purchase of Federal Reserve Bank stock | (2,070) | (40) |
| Purchase of Federal Home Loan Bank stock | | (8,529) |
| Redemption of Federal Home Loan Bank stock | | 2,925 |
| Proceeds from matured or called securities available for sale | 66,967 | 52,353 |
| Net cash received from acquisition of Provident Bank | | 2,555 |
| Net cash used in investing activities | (292,343) | (159,722) |

(Continued)

Table of Contents**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****SIX MONTHS ENDED JUNE 30, 2009 and 2008**

(Unaudited)

| | Six Months Ended June 30, | |
|---|--------------------------------------|------------------|
| | 2009 | 2008 |
| | (In thousands) | |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Net increase in deposits | 501,192 | 92,235 |
| Payment of cash dividends | (2,341) | (1,440) |
| Proceeds from FHLB borrowings | 10,000 | 246,000 |
| Repayment of FHLB borrowings | (10,000) | (193,000) |
| Proceeds from stock options exercised | | 34 |
| Tax benefit from performance units vested | 14 | |
| Net cash provided by financing activities | 498,865 | 143,829 |
| NET CHANGE IN CASH AND CASH EQUIVALENTS | 230,397 | 7,316 |
| CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD | 49,057 | 49,147 |
| CASH AND CASH EQUIVALENTS, END OF PERIOD | \$ 279,454 | \$ 56,463 |
| SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION | | |
| Interest paid | \$ 30,398 | \$ 39,919 |
| Income taxes paid | \$ 1,347 | \$ 9,842 |
| SUPPLEMENTAL DISCLOSURES OF NON-CASH INVESTMENT ACTIVITIES | | |
| Transfer from loans receivable to other real estate owned | \$ 3,356 | \$ |
| Transfer from loan receivables to loans held for sale | \$ 6,186 | \$ 12,016 |
| Investment securities purchases pending future settlement | \$ 118,630 | \$ |
| Investment securities sales pending future settlement | \$ (32,487) | \$ |
| Acquisition: | | |
| Fair value of non-cash assets acquired | | \$ 44 |
| Fair value of deposits assumed | | \$ 2,999 |
| Goodwill acquired | | \$ 350 |
| Other intangible assets acquired | | \$ 50 |
| See accompanying notes to condensed consolidated financial statements (unaudited) | | |

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Notes to Condensed Consolidated Financial Statements (Unaudited)

1. Nara Bancorp, Inc.

Nara Bancorp, Inc. (Nara Bancorp , on a parent-only basis, and Company, we or our on a consolidated basis), incorporated under the laws of the State of Delaware in 2000, is a bank holding company, headquartered in Los Angeles, California, offering a full range of commercial banking and certain consumer financial services through its wholly owned subsidiary, Nara Bank (Nara Bank or the Bank). The Bank was organized in 1989 as a national bank and converted to a California state-chartered bank on January 3, 2005. It has branches in California, New York and New Jersey as well as Loan Production Offices in Georgia and Texas.

2. Basis of Presentation

Our condensed consolidated financial statements included herein have been prepared without an audit, pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Certain information and footnote disclosures, normally included in consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America, have been condensed or omitted pursuant to such SEC rules and regulations.

The condensed consolidated financial statements include the accounts of Nara Bancorp and its wholly owned subsidiaries, principally Nara Bank. All intercompany transactions and balances have been eliminated in consolidation.

We believe that we have made all adjustments, consisting solely of normal recurring accruals, necessary to fairly present our financial position at June 30, 2009 and the results of our operations for the six months then ended. Certain reclassifications have been made to prior period amounts to conform to the current year presentation. The results of operations for the interim periods are not necessarily indicative of results for the full year.

These unaudited condensed consolidated financial statements should be read along with the audited consolidated financial statements and accompanying notes included in our 2008 Annual Report on Form 10-K.

3. Stock-Based Compensation

The Company has a stock based incentive plan, the 2007 Nara Bancorp, Inc. Equity Incentive Plan (2007 Plan). The 2007 Plan, which was approved by our stockholders on May 31, 2007, provides for grants of stock options, stock appreciation rights (SARs), restricted stock, performance shares and performance units (sometimes referred to individually or collectively as awards) to non-employee directors, officers, employees and consultants of the Company. Stock options may be either incentive stock options (ISOs), as defined in Section 422 of the Internal Revenue Code of 1986, as amended (the Code), or nonqualified stock options (NQSOs).

The 2007 Plan gives the Company flexibility to (i) attract and retain qualified non-employee directors, executives and other key employees and consultants with appropriate equity-based awards, (ii) motivate high levels of performance, (iii) recognize employee contributions to the Company's success, and (iv) align the interests of Plan participants with those of the Company's stockholders. The exercise price for the shares underlying each award is the fair market value (FMV) on the date the award is granted. The exercise price for shares under an ISO may not be less than 100% of fair market value on the date the award is granted under Code Section 422. Similarly, under the terms of the 2007 Plan the exercise price for SARs and NQSOs may not be less than 100% of FMV on the date of grant. Performance units are awarded to a participant at the market price of the Company's common stock on the date of award (after the lapse of the restriction period and the attainment of the performance criteria). There is no minimum exercise price prescribed for performance shares and restricted stock awarded under the 2007 Plan.

ISOs, SARs and NQSOs have vesting periods of three to five years and have 10-year contractual terms. Restricted stock, performance shares, and performance units will be granted with a restriction period not less than one year from the grant date for performance-based awards and not less than three years from the grant date for time-based vesting of grants. Compensation expense for awards is recorded over the vesting period.

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The 2007 Plan reserves 1,300,000 shares for issuance. The total shares reserved for issuance will serve as the underlying value for all equity awards under the 2007 Plan. With the exception of the shares underlying stock options and restricted stock awards, the board of directors may choose to settle the awards by paying the equivalent cash value or by delivering the appropriate number of shares.

The Company authorized 1,300,000 shares under the 2007 Plan; 1,207,800 shares were available for future grants as of June 30, 2009.

Stock option plans adopted in 1989 and 2000, under which options and restricted units were previously granted to employees, officers, and directors of the Company are no longer active and no additional equity may be granted under either plan. Options under the 1989 and 2000 Plan were granted with an exercise price equal to the fair market value on the date of grant with vesting periods from three to five years and have 10-year contractual terms. Restricted units were awarded to a participant at the fair market value of the Company's common stock on the date of award and all units will vest on the third anniversary of the grant. Compensation expense for the awards is recorded over the vesting period.

The fair value of each option granted for the six months ended June 30, 2009 is estimated on the date of grant using a Black-Scholes valuation model that uses the assumptions noted in the following table. Expected stock price volatility is based on the historical volatility of our stock. We use historical data to estimate the option exercise and employee terminations within the valuation model. The expected term of options granted is derived from the output of the option valuation model and represents the period of time that options granted are expected to be outstanding. The risk-free interest rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

| | 2009 |
|--|-------------|
| Risk-free interest rate | 2.3% |
| Expected option life (years) | 6.2 |
| Expected stock price volatility | 51.2% |
| Dividend yield | 3.4% |
| Weighted average fair value of options granted during the period | \$ 0.44 |

For the six months ended June 30, 2008, no stock options were granted.

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The following is a summary of stock option activity under the Plan for the six months ended June 30, 2009:

| | Number of Shares | Weighted- Average Exercise Price Per Share | Weighted- Average Remaining Contractual Life (Years) | Aggregate Intrinsic Value |
|---|---------------------|--|--|---------------------------------|
| Outstanding - January 1, 2009 | 1,053,250 | \$ 11.74 | | |
| Granted | 40,000 | 8.64 | | |
| Exercised | | | | |
| Forfeited | (60,000) | 8.64 | | |
| Outstanding - June 30, 2009 | 1,033,250 | \$ 11.80 | 5.10 | \$ 43,000 |
| Options exercisable - June 30, 2009 | 903,250 | \$ 11.45 | 4.75 | \$ 43,000 |
| Unvested options expected to vest after June 30, 2009 | 98,345 | \$ 14.26 | 7.54 | \$ |

The aggregate intrinsic value of options exercised for the six months ended June 30, 2009 and 2008 was \$0 and \$16 thousand, respectively. There was no tax benefit realized for options exercised for the six months ending June 30, 2009 and 2008.

The following is a summary of restricted and performance unit activity under the Plan for the six months ended June 30, 2009:

| | Number of Shares | Weighted- Average Grant Date Fair Value | Weighted- Average Remaining Contractual Life (Years) | Aggregate Intrinsic Value |
|-------------------------------|------------------------|---|--|---------------------------------|
| Outstanding - January 1, 2009 | 128,120 | \$ 16.34 | | |
| Granted | 10,000 | 3.71 | | |
| Vested | (10,400) | 11.97 | | |
| Forfeited | (7,680) | 18.15 | | |
| Outstanding - June 30, 2009 | 120,040 | \$ 15.55 | 7.76 | \$ 621,807 |

The aggregate intrinsic value of performance units vested for the six months ended June 30, 2009 and 2008 was \$28 thousand and \$0, respectively. The tax benefit realized for restricted units vested for the six months ending June 30, 2009 and 2008 was \$14 thousand and \$0, respectively.

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The amount charged against income, before income tax benefit of \$159 thousand and \$149 thousand, in relation to the stock-based payment arrangements was \$395 thousand and \$405 thousand for the three months ending June 30, 2009 and 2008, respectively. The amount charged against income, before income tax benefit of \$397 thousand and \$282 thousand, in relation to the stock-based payment arrangements was \$973 thousand and \$998 thousand for the six months ending June 30, 2009 and 2008, respectively. At June 30, 2009, unrecognized compensation expense related to non-vested stock option grants and restricted and performance units aggregated \$574 thousand, and is expected to be recognized over a remaining weighted average vesting period of 1.2 years. The estimated annual stock-based compensation as of June 30, 2009 for each of the succeeding years is indicated in the table below:

| | Stock Based Compensation Expense (In thousands) |
|---------------------------------|--|
| Remainder of 2009 | \$ 282 |
| For the year ended December 31: | |
| 2010 | 241 |
| 2011 | 31 |
| 2012 and thereafter | 20 |
| Total | \$ 574 |

4. Dividends

On March 18, 2009, the Company announced that it has suspended its quarterly common stock dividend to preserve capital and provide the Company with increased flexibility to continue investing in its business in ways that will create value for its shareholders. As economic conditions improve, the Company will consider reinstating a common stock dividend.

5. Earnings Per Share (EPS)

Basic EPS excludes dilution and is computed by dividing net income by the weighted average number of common shares outstanding for the period. Allocated ESOP shares are considered outstanding for this calculation. Diluted EPS reflects the potential dilution that could occur if stock options or other contracts to issue common stock were exercised or converted to common stock that would then share in our earnings. For the three and six months ended June 30, 2009 and 2008, stock options for approximately 1,153,000 shares and 620,000 shares of common stock were excluded in computing diluted earnings per common share because they were antidilutive. Additionally, warrants to purchase 1,042,531 shares of common stock were also antidilutive for the six and three months ended June 30, 2009.

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The following table shows how we computed basic and diluted EPS for the three and six months ended June 30, 2009 and 2008.

| | For the three months ended June 30, | | | | | |
|---|--|-------------------------|-----------------------|---|-------------------------|-----------------------|
| | 2009 | | | 2008 | | |
| | Net loss available to common stockholders (Numerator) | Shares (Denominator) | Per Share (Amount) | Net income available to common stockholders (Numerator) | Shares (Denominator) | Per Share (Amount) |
| Net (loss) income as reported | \$ (6,008) | | | \$ 1,853 | | |
| Less: preferred stock dividends and accretion of preferred stock discount | (1,069) | | | | | |
| Basic EPS - common stock | \$ (7,077) | 26,256,960 | \$ (0.27) | \$ 1,853 | 26,195,035 | \$ 0.07 |
| Effect of Dilutive Securities: | | | | | | |
| Stock Options | | | | | 255,187 | |
| Diluted EPS - common stock | \$ (7,077) | 26,256,960 | \$ (0.27) | \$ 1,853 | 26,450,222 | \$ 0.07 |

| | For the six months ended June 30, | | | | | |
|---|--|-------------------------|-----------------------|---|-------------------------|-----------------------|
| | 2009 | | | 2008 | | |
| | Net loss available to common stockholders (Numerator) | Shares (Denominator) | Per Share (Amount) | Net income available to common stockholders (Numerator) | Shares (Denominator) | Per Share (Amount) |
| Net (loss) income as reported | \$ (9,188) | | | \$ 7,626 | | |
| Less: preferred stock dividends and accretion of preferred stock discount | (2,137) | | | | | |
| Basic EPS - common stock | \$ (11,325) | 26,253,627 | \$ (0.43) | \$ 7,626 | 26,194,353 | \$ 0.29 |
| Effect of Dilutive Securities: | | | | | | |
| Stock Options | | | | | 229,692 | |
| Diluted EPS - common stock | \$ (11,325) | 26,253,627 | \$ (0.43) | \$ 7,626 | 26,424,045 | \$ 0.29 |

6. Recent Accounting Pronouncements

In June 2008, the FASB issued FSP No. EITF 03-6-1, *Determining Whether Instruments Granted in Share-Based Payment Transactions are Participating Securities*. This FASB staff position concluded that all outstanding unvested share-based payment awards that contain rights to nonforfeitable dividends participate in undistributed earnings with common shareholders and therefore are considered participating securities for purposes of computing earnings per share. Entities that have participating securities that are not convertible into common stock are required to use the two-class method of computing earnings per share. The two-class method is an earnings allocation formula that determines earnings per share for each class of common stock and participating security according to dividends declared (or accumulated) and participation rights in undistributed earnings. This FASB staff position is effective for fiscal years beginning after December 15, 2008 and interim periods within those fiscal years. This FASB staff position became effective for the Company on January 1, 2009. The adoption of this standard has no impact on the

Company's consolidated financial statements.

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In December 2007, the FASB issued Statement No. 141 (revised 2007), *Business Combinations* (SFAS 141(R)), which establishes principles and requirements for how an acquirer recognizes and measures in its financial statements, the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in an acquiree, including the recognition and measurement of goodwill acquired in a business combination. SFAS No. 141(R) is effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. The Company did not participate in a business combination during the reporting period and therefore adoption of this standard had no impact on the Company's consolidated financial statements.

In December 2007, the FASB issued Statement No. 160, *Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51* (SFAS No. 160), which changes the accounting and reporting for minority interests, which are recharacterized as noncontrolling interests and classified as a component of stockholders' equity within the consolidated statement of financial condition. SFAS No. 160 is effective as of the beginning of the first fiscal year beginning on or after December 15, 2008. The adoption of SFAS No. 160 did not have a significant impact on the Company's consolidated results of operations or financial condition.

In March 2008, the FASB issued Statement No. 161, *Disclosures about Derivative Instruments and Hedging Activities, an amendment of SFAS No. 133*. SFAS No. 161 amends and expands the disclosure requirements of SFAS No. 133 for derivative instruments and hedging activities. SFAS No. 161 requires qualitative disclosure about objectives and strategies for using derivative and hedging instruments, quantitative disclosures about fair value amounts of the instruments and gains and losses on such instruments, as well as disclosures about credit-risk features in derivative agreements. SFAS No. 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. The adoption of this standard did not have a material effect on the Company's consolidated results of operations or financial condition.

In February 2008, the FASB issued FASB Staff Position No. FAS 157-2, *Effective Date of FASB Statement No. 157* (FSP FAS 157-2), which delays the effective date of FASB Statement No. 157, *Fair Value Measurements*, for nonfinancial assets and nonfinancial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). The delay was intended to allow the Board and constituents additional time to consider the effect of various implementation issues that arose from the application of Statement 157. The delay expired on January 1, 2009 and the adoption of FAS No. 157-2 did not have a significant impact on the Company's consolidated results of operations or financial condition.

In December 2008, the FASB issued FASB Staff Position No. FAS 132(R)-1, *Employers' Disclosures about Postretirement Benefit Plan Assets* (FSP FAS 132(R)-1), which amends FASB Statement No. 132 (revised 2003), *Employers' Disclosures about Pensions and Other Postretirement Benefits*, to provide guidance on an employer's disclosures about plan assets of a defined benefit pension or other postretirement plan. This FSP also includes a technical amendment to Statement 132(R) that requires a nonpublic entity to disclose net periodic benefit cost for each annual period for which a statement of income is presented. The disclosures about plan assets required by this FSP shall be provided for fiscal years ending after December 15, 2009. Upon initial application, the provisions of this FSP are not required for earlier periods that are presented for comparative purposes. Earlier application of the provisions of this FSP is permitted. The technical amendment to Statement 132(R) is effective upon issuance of this FSP. The Company does not have postretirement benefit plan assets as of the reporting date and therefore adoption of this standard had no impact on its consolidated financial statements.

In April 2009, the FASB issued FASB Staff Position No. FAS 107-1 and APB 28-1, *Interim Disclosures about Fair Value of Financial Instruments*. This FASB staff position amends FASB Statement No. 107 to require disclosures about fair values of financial instruments for interim reporting periods as well as in annual financial statements. The staff position also amends APB Opinion No. 28 to require those disclosures in summarized financial information at interim reporting periods. This FASB staff position became effective for interim reporting periods ending after June 15, 2009. The adoption of this standard did not have a material effect on the Company's consolidated results of operations or financial condition.

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In April 2009, the FASB issued FASB Staff Position No. FAS 115-2 and FAS 124-2, *Recognition and Presentation of Other-Than-Temporary Impairments*. This FASB staff position amends the other-than-temporary impairment guidance in U.S. generally accepted accounting principles for debt securities. If an entity determines that it has an other-than-temporary impairment on a security, it must recognize the credit loss on the security in the income statement. The credit loss is defined as the difference between the present value of the cash flows expected to be collected and the amortized cost basis. The staff position expands disclosures about other-than-temporary impairment and requires that the annual disclosures in FASB Statement No. 115 and FSP FAS 115-1 and FAS 124-1 be made for interim reporting periods. This FASB staff position became effective for interim reporting periods ending after June 15, 2009. The adoption of this standard did not have a material effect on the Company's consolidated results of operations or financial condition.

In April 2009, the FASB issued FASB Staff Position No. FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly*. This FASB staff position provides additional guidance on determining fair value when the volume and level of activity for the asset or liability have significantly decreased when compared with normal market activity for the asset or liability. A significant decrease in the volume or level of activity for the asset or liability is an indication that transactions or quoted prices may not be determinative of fair value because transactions may not be orderly. In that circumstance, further analysis of transactions or quoted prices is needed, and an adjustment to the transactions or quoted prices may be necessary to estimate fair value. This FASB staff position became effective for interim reporting periods ending after June 15, 2009. The adoption of this standard did not have a material effect on the Company's consolidated results of operations or financial condition.

In May 2009, the FASB issued Statement No. 165, *Subsequent Events*. The objective of this Statement is to establish principles and requirements for subsequent events. Subsequent events are events or transactions that occur after the balance sheet date but before financial statements are issued or are available to be issued. There are two types of subsequent events: a. The first type consists of events or transactions that provide additional evidence about conditions that existed at the date of the balance sheet, including the estimates inherent in the process of preparing financial statements (that is, recognized subsequent events). b. The second type consists of events that provide evidence about conditions that did not exist at the date of the balance sheet but arose after that date (that is, nonrecognized subsequent events). This Statement is effective for interim or annual financial periods ending after June 15, 2009, and shall be applied prospectively. The adoption of this standard did not have a material effect on the Company's consolidated results of operations or financial condition.

Newly Issued But Not Yet Effective Accounting Pronouncements

SFAS No. 166 and 167 In June 2009, the FASB issued Statement No. 166, *Accounting for Transfers of Financial Assets - An Amendment of FASB Statement No. 140*, and No. 167 - *Amendments to FASB Interpretation No. 46(R)*. These Statements change the way entities account for securitizations and special-purpose entities. Statement 166 is a revision to Statement No. 140, *Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities*, and will require more information about transfers of financial assets, including securitization transactions, and where companies have continuing exposure to the risks related to transferred financial assets. It eliminates the concept of a qualifying special-purpose entity, changes the requirements for derecognizing financial assets, and requires additional disclosures. Statement 167 is a revision to FASB Interpretation No. 46(R), *Consolidation of Variable Interest Entities*, and changes how a company determines when an entity that is insufficiently capitalized or is not controlled through voting (or similar rights) should be consolidated. The determination of whether a company is required to consolidate an entity is based on, among other things, an entity's purpose and design and a company's ability to direct the activities of the entity that most significantly impact the entity's economic performance. Both new standards will require a number of new disclosures. Statement 167 will require a company to provide additional disclosures about its involvement with variable interest entities and any significant changes in risk exposure due to that involvement. A company will be required to disclose how its involvement with a variable interest entity affects the company's financial statements. Statement 166 enhances information reported to users of financial statements by providing greater transparency about transfers of financial assets and a company's continuing involvement in transferred financial assets. Both Statements 166 and 167 will be effective at the start of a company's first fiscal year beginning after November 15, 2009, or January 1, 2010 for companies reporting earnings on a calendar-year basis. Adoption of these Statements is not expected to have a significant impact on the Company's financial position or results of operations.

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SFAS No. 168 In June 2009, the FASB issued Statement No. 168, *The FASB Accounting Standards Codification™ and the Hierarchy of Generally Accepted Accounting Principles - A Replacement of FASB Statement No. 162*. The Statement designates *FASB Accounting Standards Codification™* as the single source of authoritative nongovernmental U.S. generally accepted accounting principles (GAAP). All existing accounting standards documents are superseded as described in FASB Statement No. 168. All other accounting literature not included in the Codification is nonauthoritative. The Codification reorganizes the thousands of U.S. GAAP pronouncements into roughly 90 accounting topics and displays all topics using a consistent structure. It also includes relevant Securities and Exchange Commission (SEC) guidance that follows the same topical structure in separate sections in the Codification. Financial statements issued for all interim and annual periods ending after September 15, 2009 will need to reference accounting guidance embodied in the Codification as opposed to referencing the previously authoritative pronouncements. Accounting literature included in the Codification is referenced by Topic, Subtopic, Section, and Paragraph.

7. Securities Available for Sale

The following table summarizes the amortized cost, estimated fair value and distribution of our investment securities portfolio as of the dates indicated:

| | Amortized Cost | At June 30, 2009 | | Estimated Fair Value |
|---|-------------------|------------------------------|-------------------------------|----------------------------|
| | | Gross Unrealized Gains | Gross Unrealized Losses | |
| (In thousands) | | | | |
| Available for Sale | | | | |
| Debt securities*: | | | | |
| GSE bonds | \$ 119,140 | \$ 643 | \$ (912) | \$ 118,871 |
| GSE collateralized mortgage obligations | 154,894 | 1,119 | (1,807) | 154,206 |
| GSE mortgage-backed securities | 456,524 | 3,866 | (865) | 459,525 |
| Corporate note | 4,451 | | (1,925) | 2,526 |
| Municipal bonds | 5,259 | 15 | (68) | 5,206 |
| Total debt securities | 740,268 | 5,643 | (5,577) | 740,334 |
| Mutual funds | 5,462 | | (4) | 5,458 |
| | \$ 745,730 | \$ 5,643 | \$ (5,581) | \$ 745,792 |

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| | Amortized Cost | At December 31, 2008 | | Estimated Fair Value |
|---|-------------------|------------------------------|-------------------------------|----------------------------|
| | | Gross Unrealized Gains | Gross Unrealized Losses | |
| (In thousands) | | | | |
| Available for Sale | | | | |
| Debt securities*: | | | | |
| GSE bonds | \$ 46,901 | \$ 447 | \$ (27) | \$ 47,321 |
| GSE collateralized mortgage obligations | 126,840 | 360 | (3,279) | 123,921 |
| GSE mortgage-backed securities | 225,144 | 2,991 | (360) | 227,775 |
| Corporate note | 4,444 | | (2,292) | 2,152 |
| Total debt securities | 403,329 | 3,798 | (5,958) | 401,169 |
| Mutual funds | 5,462 | | (45) | 5,417 |
| | \$ 408,791 | \$ 3,798 | \$ (6,003) | \$ 406,586 |

* Government Sponsored Enterprises (GSE) included GNMA, FHLB, FNMA, FHLMC, and FFCB.

As of June 30, 2009, we had \$745.8 million in available-for-sale securities, compared to \$406.6 million at December 31, 2008. The net unrealized gain on the available-for-sale securities at June 30, 2009 was \$62 thousand, compared to a net unrealized loss of \$2.2 million at December 31, 2008. During the first half of 2009, we purchased \$478.8 million in securities available-for-sale, sold \$75.2 million in various available-for-sale agency debt and mortgage related securities, and recognized net gains on sales of \$1.0 million. The sales of securities were part of our on-going interest rate risk management strategy.

At June 30, 2009, other liabilities included investment securities purchased pending future settlement of \$118.6 million, compared to \$21.5 million at December 31, 2008. In addition, at June 30, 2009, other assets included investment securities sold pending future settlement of \$32.5 million.

Securities with a carrying value of \$4.3 million were pledged to secure public deposits and for other purposes as required or permitted by law as of June 30, 2009. Securities with a carrying value of \$258.8 million were pledged for California State Treasurer deposits, as of June 30, 2009.

The amortized cost and estimated fair value of debt securities at June 30, 2009, by contractual maturity, are shown below. Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. Securities not due at a single maturity date are shown separately.

| | Amortized Cost | Estimated Fair Value |
|---|-------------------|----------------------------|
| (In thousands) | | |
| Available for sale: | | |
| Due within one year | \$ | \$ |
| Due after one year through five years | | |
| Due after five years through ten years | 340 | 325 |
| Due after ten years | 128,510 | 126,278 |
| GSE collateralized mortgage obligations | 154,894 | 154,206 |
| GSE mortgage-backed securities | 456,524 | 459,525 |
| | \$ 740,268 | \$ 740,334 |

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The following table shows our investments' gross unrealized losses and estimated fair value, aggregated by investment category and the length of time that the individual securities have been in a continuous unrealized loss position at June 30, 2009.

| At June 30, 2009 | Less than 12 months | | | 12 months or longer | | | Total | | | |
|---|---------------------------|----------------------|------------|-------------------------|------------------------|------------|-------------------------|----------------------|------------|-------------------------|
| | Description of Securities | Number of Securities | Fair Value | Gross Unrealized Losses | Number of Securities | Fair Value | Gross Unrealized Losses | Number of Securities | Fair Value | Gross Unrealized Losses |
| | | | | | (Dollars in thousands) | | | | | |
| GSE bonds | 14 | \$ 55,983 | \$ (912) | | \$ | \$ | | 14 | \$ 55,983 | \$ (912) |
| GSE collateralized mortgage obligations | 14 | 73,159 | (1,006) | 7 | 29,775 | (801) | | 21 | 102,934 | (1,807) |
| GSE mortgage-backed securities | 50 | 203,266 | (861) | 5 | 516 | (4) | | 55 | 203,782 | (865) |
| Corporate note | | | | 1 | 2,527 | (1,925) | | 1 | 2,527 | (1,925) |
| Municipal bonds | 11 | 3,209 | (68) | | | | | 11 | 3,209 | (68) |
| Mutual funds | 1 | 5,458 | (4) | | | | | 1 | 5,458 | (4) |
| | 90 | \$ 341,075 | \$ (2,851) | 13 | \$ 32,818 | \$ (2,730) | | 103 | \$ 373,893 | \$ (5,581) |

We evaluate securities for other-than-temporary impairment at least quarterly, and more frequently when economic or market concerns warrant such evaluation. Consideration is given to the financial condition and near-term prospects of the issuer; the length of time and the extent to which the fair value has been less than the cost, and our intent and ability to retain our investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value. In analyzing an issuer's financial condition, we consider whether the securities are issued by the federal government or its agencies, whether downgrades by bond rating agencies have occurred, and the results of reviews of the issuer's financial condition.

The corporate note consists of one bond with an amortized cost of \$4.5 million and an unrealized loss of \$1.9 million at June 30, 2009. The bond is scheduled to mature in May 2047, with a first call date option in May 2012. Management determined this unrealized loss did not meet the criteria other-than-temporary impairment at June 30, 2009 as the investment is rated investment grade and there are no credit quality concerns of the obligor. The market value decline is deemed to be due to the current market volatility and is not reflective of management's expectations of their ability to fully recover this investment. Interest on the corporate note has been paid as agreed and management believes this will continue in the future and the bond will be repaid in full as scheduled. For these reasons, no other-than-temporary impairment was recognized on the corporate note at June 30, 2009.

As noted above, we consider the losses on our investments in an unrealized loss position at June 30, 2009 to be temporary based on: 1) the likelihood of recovery; 2) the information relative to the extent and duration of the decline in market value; and 3) the Company does not intend to sell these securities at losses, it is more likely than not that the Company will not be required to sell these securities before anticipated recovery.

Table of Contents**8. Loans Receivable and Allowance for Loan Losses**

The following is a summary of loans receivable by major category:

| | June 30, 2009 | December 31, 2008 |
|---|---------------------|---------------------|
| | (In thousands) | |
| Commercial loans | \$ 556,793 | \$ 598,556 |
| Real estate loans | 1,502,048 | 1,472,872 |
| Consumer and other loans | 23,069 | 28,520 |
| | 2,081,910 | 2,099,948 |
| Unamortized deferred loan fees, net of cost | (1,598) | (1,505) |
| Allowance for loan losses | (50,339) | (43,419) |
| Loans receivables, net | \$ 2,029,973 | \$ 2,055,024 |

Activity in the allowance for loan losses is as follows for the periods indicated:

| | Six months ended June 30, 2009 | June 30, 2008 |
|-------------------------------|-----------------------------------|------------------|
| | (In thousands) | |
| Balance, beginning of period | \$ 43,419 | \$ 20,035 |
| Provision for loan losses | 34,670 | 14,645 |
| Loan charge-offs | (28,084) | (6,886) |
| Loan recoveries | 334 | 105 |
| Balance, end of period | \$ 50,339 | \$ 27,899 |

The allowance for loan losses is comprised of specific loss allowances for impaired loans and general loan loss allowances based on quantitative and qualitative analyses.

A loan is impaired when, based on current information and events, it is probable that a creditor will be unable to collect all amounts due according to the contractual terms of the loan agreement. Impaired loans totaled \$81.7 million and \$50.3 million as of June 30, 2009 and December 31, 2008, respectively, with specific loss allowances of \$13.3 million and \$15.0 million, respectively.

A general loan loss allowance is provided on loans not specifically identified as impaired loans. The allowance is determined based first on a quantitative analysis using a loss migration methodology. The loans are classified by type and loan grade, and the historical loss migration is tracked for the various stratifications. Loss experience is quantified for the most recent 12 quarters, and that loss experience is applied to the stratified portfolio at each quarter end. In the current environment, the loss experience of the most recent four quarters is given more weight in determination of the loss experience factor to be applied to the non-impaired loan portfolio.

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Second, in addition to the quantitative analysis, a qualitative analysis is performed each quarter to provide additional loss allowances on the non-impaired loan portfolio for the following factors that have a bearing on its loss content.

Changes in lending policies and procedures, including underwriting standards and collection, charge-off, and recovery practices.

Changes in national and local economic and business conditions and developments, including the condition of various market segments.

Changes in the nature and volume of the loan portfolio.

Changes in the experience, ability, and depth of lending management and staff.

Changes in the trends of the volume and severity of past due and classified loans; and changes in trends in the volume of non-accrual loans and troubled debt restructurings, and other loan modifications.

Changes in the quality of our loan review system and the degree of oversight by the Board of Directors.

The existence and effect of any concentrations of credit, and changes in the level of such concentrations.

Transfer risk on cross-border lending activities.

The effect of external factors such as competition and legal and regulatory requirements on the level of estimated losses in our loan portfolio.

The allowance for loan losses for impaired and non-impaired loans was as follows for the periods indicated:

| | 6/30/2009 | | | | 12/31/2008 | | | |
|---------------------------------|------------------------------------|---------------------|----------------|--------------|------------------------------------|---------------------|----------------|--------------|
| | Commercial Real Estate Loans | Commercial Loans | Other Loans | Total | Commercial Real Estate Loans | Commercial Loans | Other Loans | Total |
| Impaired loans | \$ 62,529 | \$ 19,201 | \$ | \$ 81,730 | \$ 27,693 | \$ 22,620 | \$ | \$ 50,313 |
| Specific allowance allocations | \$ (6,273) | \$ (7,032) | \$ | \$ (13,305) | \$ (5,411) | \$ (9,546) | \$ | \$ (14,957) |
| Loss coverage ratio | 10.03% | 36.62% | N/A | 16.28% | 19.54% | 42.20% | N/A | 29.73% |
| Non-impaired loans | \$ 1,431,549 | \$ 526,644 | \$ 40,389 | \$ 1,998,582 | \$ 1,436,919 | \$ 563,588 | \$ 47,623 | \$ 2,048,130 |
| General allowance allocations | \$ (26,499) | \$ (9,951) | \$ (584) | \$ (37,034) | \$ (18,808) | \$ (8,514) | \$ (1,140) | \$ (28,462) |
| Loss coverage ratio | 1.85% | 1.89% | 1.45% | 1.85% | 1.31% | 1.51% | 2.39% | 1.39% |
| Total loans | \$ 1,494,078 | \$ 545,845 | \$ 40,389 | \$ 2,080,312 | \$ 1,464,612 | \$ 586,208 | \$ 47,623 | \$ 2,098,443 |
| Total allowance for loan losses | \$ (32,772) | \$ (16,983) | \$ (584) | \$ (50,339) | \$ (24,219) | \$ (18,060) | \$ (1,140) | \$ (43,419) |
| Loss coverage ratio | 2.19% | 3.11% | 1.45% | 2.42% | 1.65% | 3.08% | 2.39% | 2.07% |

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At June 30, 2009, non-accrual loans totaled \$30.9 million, compared to \$37.6 million at December 31, 2008. At June 30, 2009 and December 31, 2008, there were no loans past due more than 90 days and still accruing interest.

Trouble Debt Restructured (TDR) loans are defined by SFAS 15, Accounting by Debtors and Creditors for Troubled Debt Restructurings and evaluated for impairment in accordance with SFAS 114, Accounting by Creditors for Impairment of a Loan. At June 30, 2009, loans classified as TDR s totaled \$48.1 million, of which \$11.1 million was on non-accrual status and \$37.0 million was on accrual status. At December 31, 2008, loans classified as TDR totaled \$9.4 million, of which \$6.1 million was on non-accrual status and \$3.3 million was on accrual status. As of June 30, 2009 and December 31, 2008, the Company did not have any outstanding commitments to extend additional funds to these borrowers.

Under certain circumstances, the Company will provide borrowers temporary relief through a loan modification. The modifications generally consist of interest only payments for a three to six month period, whereby principal payments are deferred. At the end of the deferment period, the remaining principal balance is re-amortized based on the original maturity date. Modified loans are generally downgraded to substandard or special mention, accounting for the significant increase in loans classified as substandard to \$112.6 million at June 30, 2009 from \$55.6 million at December 31, 2008. At June 30, 2009 total modified loans outstanding were \$46.1 million. At the end of the modification period, the loan 1) returns to the original contractual terms; 2) is further modified and accounted for as a troubled debt restructuring in accordance with SFAS 114; or 3) is disposed of through foreclosure or liquidation.

See also discussion under Item 2: Management s Discussion and Analysis of Financial Condition and Results of Operations Financial Condition Non-Performing Assets and Allowance for Loan Losses.

9. Federal Home Loan Bank Borrowings

The Company maintains a secured credit facility with the Federal Home Loan Bank of San Francisco (FHLB SF) against which the Company may take advances. The borrowing capacity is limited to the lower of 30% of the Bank s total assets or the Bank s collateral capacity, which was \$548.4 million at June 30, 2009. The terms of this credit facility require the Company to pledge with the FHLB, eligible collateral with the FHLB equal to at least 100% of outstanding advances.

At June 30, 2009 and December 31, 2008, real estate secured loans with a carrying amount of approximately \$1.1 billion, were pledged as collateral for borrowings from the FHLB. At June 30, 2009 and December 31, 2008, other than FHLB stock, no securities were pledged as collateral for borrowings from the FHLB.

At June 30, 2009 and December 31, 2008, FHLB borrowings were \$350 million, had a weighted average interest rate of 3.75% and 3.70%, respectively, and had various maturities through September 2016. At June 30, 2009 and December 31, 2008, \$155 million and \$184 million of the advances were putable advances with various putable dates and strike prices. The cost of FHLB borrowings as of June 30, 2009 ranged between 2.32% and 4.63%. At June 30, 2009, the Company had a remaining borrowing capacity of \$198.4 million.

The Company also has an unsecured line of credit with FHLB-SF with overnight terms. The maximum borrowing line cannot exceed 18% of the Bank s Tier1 capital. The line is subject to market conditions and the Bank s financial condition, and is provided at the sole discretion of the FHLB-SF.

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At June 30, 2009, the contractual maturities for FHLB borrowings were as follows:

| | Contractual Maturities | Maturity/ Put Date |
|--|---------------------------|-----------------------|
| | (In thousands) | |
| Due within one year | \$ 50,000 | \$ 205,000 |
| Due after one year through five years | 238,000 | 145,000 |
| Due after five years through ten years | 62,000 | |
| | \$ 350,000 | \$ 350,000 |

10. Subordinated Debentures

At June 30, 2009, five wholly-owned subsidiary grantor trusts established by Nara Bancorp had issued \$38 million of pooled trust preferred securities (trust preferred securities). Trust preferred securities accrue and pay distributions periodically at specified annual rates as provided in the indentures. The trusts used the net proceeds from the offering to purchase a like amount of subordinated debentures (the debentures) of Nara Bancorp. The debentures are the sole assets of the trusts. The Bancorp's obligations under the subordinated debentures and related documents, taken together, constitute a full and unconditional guarantee by Nara Bancorp of the obligations of the trusts. The trust preferred securities are mandatorily redeemable upon the maturity of the debentures, or upon earlier redemption as provided in the indentures. Nara Bancorp has the right to redeem the debentures in whole (but not in part) on or after specific dates, at a redemption price specified in the indentures plus any accrued but unpaid interest to the redemption date.

The debentures are not redeemable prior to June 8, 2011 with respect to Nara Bancorp Capital Trust I, September 15, 2009 with respect to Nara Capital Trust III, July 7, 2009 with respect to Nara Statutory Trust IV, September 17, 2009 with respect to Nara Statutory Trust V, and March 15, 2012 with respect to Nara Statutory Trust VI.

The following table is a summary of trust preferred securities and debentures at June 30, 2009:

| Issuance Trust | (Dollars in Thousands) | | | | | | | |
|------------------------------|------------------------|---------------------------------|--------------------------------|-----------|--------------|-----------------|---------------|--|
| | Issuance Date | Trust Preferred Security Amount | Subordinated Debentures Amount | Rate Type | Initial Rate | Rate at 6/30/09 | Maturity Date | |
| Nara Bancorp Capital Trust I | 3/28/2001 | \$ 10,000 | \$ 10,400 | Fixed | 10.18% | 10.18% | 6/8/2031 | |
| Nara Capital Trust III | 6/5/2003 | 5,000 | 5,155 | Variable | 4.44% | 3.78% | 6/15/2033 | |
| Nara Statutory Trust IV | 12/22/2003 | 5,000 | 5,155 | Variable | 4.02% | 3.98% | 1/7/2034 | |
| Nara Statutory Trust V | 12/17/2003 | 10,000 | 10,310 | Variable | 4.12% | 3.56% | 12/17/2033 | |
| Nara Statutory Trust VI | 3/22/2007 | 8,000 | 8,248 | Variable | 7.00% | 2.28% | 6/15/2037 | |
| TOTAL ISSUANCE | | \$ 38,000 | \$ 39,268 | | | | | |

Table of Contents**11. Derivative Financial Instruments and Hedging Activities**

As part of our asset and liability management strategy, we may enter into derivative financial instruments, such as interest rate swaps, caps and floors, with the overall goal of minimizing the impact of interest rate fluctuations on our net interest margin. Interest rate swaps and caps involve the exchange of fixed-rate and variable-rate interest payment obligations without the exchange of the underlying notional amounts.

In January of 2008, the Company entered into five interest swap agreements with an aggregate notional amount of \$50 million. Under these swap agreements, the Company receives a floating rate, resetting semi-annually based on the 6 Month London-Interbank Offered Rate (6 Mo. LIBOR), and pays a fixed rate of 3.57%, until January of 2010. These interest rate swap agreements are considered free-standing due to non-designation of a hedge relationship to any of its financial assets or liabilities. Under SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities*, as amended, valuation gains or losses on interest rate swaps not designated as hedging instruments are recognized in earnings. At June 30, 2009, the fair value of the outstanding interest rate swaps was \$(1.1 million) compared to \$(857 thousand) at December 31, 2008.

The aggregate fair value of all derivative instruments that were in a liability position at June 30, 2009, was \$1.1 million, for which the Company had posted \$1.5 million in investment securities as collateral. The contract arrangement of these derivative instruments does not contain any credit-risk related contingent features, which would require the Company to post additional collateral as a result of any adverse change in the Company's creditworthiness in the future.

Interest rate swap information at June 30, 2009 is summarized as follows:

| Current Notional Amount | Floating Rate | Fixed Rate (Dollars in thousands) | Maturity Date | Fair Value |
|-------------------------|---------------|--------------------------------------|---------------|-------------------|
| \$10,000 | 6 Mo. LIBOR | 3.57% | 01/14/2010 | \$ (218.3) |
| 10,000 | 6 Mo. LIBOR | 3.57% | 01/14/2010 | (218.3) |
| 10,000 | 6 Mo. LIBOR | 3.57% | 01/14/2010 | (218.3) |
| 10,000 | 6 Mo. LIBOR | 3.57% | 01/14/2010 | (218.3) |
| 10,000 | 6 Mo. LIBOR | 3.57% | 01/14/2010 | (218.3) |
| \$50,000 | | | | \$ (1,091) |

The following tables summarize the fair value of derivative financial instruments utilized by the Company:

| | Liability Derivatives at | | | |
|--|--------------------------|------------|------------------------|------------|
| | June 30, 2009 | | December 31, 2008 | |
| | (Dollars in Thousands) | | | |
| | Balance Sheet Location | Fair Value | Balance Sheet Location | Fair Value |
| Derivatives not designated as hedging instruments under Statement 133: | | | | |
| Interest rate contracts | Other Liabilities | \$ (1,091) | Other Liabilities | \$ (857) |
| Total derivatives not designated as hedging instruments under Statement 133: | | | | |
| Total derivatives | | \$ (1,091) | | \$ (857) |

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The effect of derivative instruments on the Consolidated Statement of Income for the three and six months ended June 30, 2009 and 2008 are as follows:

| | Location of Gain or (Loss) Recognized in Income on Derivatives | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|--|---|---------------|--|---------------|
| | | 2009 | 2008 | 2009 | 2008 |
| | | Amount of Gain or (Loss) Recognized in Income on Derivatives | | Amount of Gain or (Loss) Recognized in Income on Derivatives | |
| Derivatives not designated as hedging instruments under Statement 133: | | | | | |
| Interest rate contracts (1) | Other income | \$ (185) | \$ 824 | \$ (337) | \$ 105 |
| Total | | \$ (185) | \$ 824 | \$ (337) | \$ 105 |

- (1) Includes amounts representing the net interest payments as stated in the contractual agreements and the valuation gains or (losses) on interest swaps not designated as hedging instruments.

12. Business Segments

Our management utilizes an internal reporting system to measure the performance of our various operating segments. We have identified three principal operating segments for the purposes of management reporting: banking operations, trade finance services (TFS) and small business administration (SBA) lending services. Information related to our remaining centralized functions and eliminations of inter-segment amounts has been aggregated and included in banking operations. Although all three operating segments offer financial products and services, they are managed separately based on each segment's strategic focus. The banking operations segment focuses primarily on commercial and consumer lending and deposit operations throughout our branch network. The TFS segment focuses primarily on allowing our import/export customers to handle their international transactions. Trade finance products include the issuance and collection of letters of credit, international collection and import/export financing. The SBA segment primarily provides our customers with access to the U.S. SBA guaranteed lending program through our loan production offices located in major metropolitan cities across the country. The SBA segment also makes commercial real estate and commercial business loans, which are not under the SBA guarantee program.

Operating segment results are based on our internal management reporting process, which reflects assignments and allocations of capital, certain operating and administrative costs and the provision for loan losses. Non-interest income and non-interest expense, including depreciation and amortization, directly attributable to a segment are assigned to that business. We allocate indirect costs, including overhead expense, to the various segments based on several factors, including, but not limited to, full-time equivalent employees, loan volume and deposit volume. We allocate the provision for loan losses based on the origination of new loans for the period. We evaluate the overall performance based on profit or loss from operations before income taxes, excluding gains and losses that are not expected to reoccur. Future changes in our management structure or reporting methodologies may result in changes to the measurement of our operating segment results.

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The following tables present the operating results and other key financial measures for the individual operating segments for the three and six months ended June 30, 2009 and 2008.

Three Months Ended June 30,

(Dollars in thousands)

| | Business Segment | | | |
|--|-----------------------|------------|------------|--------------|
| | Banking Operations | TFS | SBA | Company |
| 2009 | | | | |
| Net interest income, before provision for loan losses* | \$ 17,148 | \$ 1,080 | \$ 3,032 | \$ 21,260 |
| Less provision for loan losses** | 11,814 | 3,122 | 4,064 | 19,000 |
| Non-interest income | 2,433 | 513 | 839 | 3,785 |
| Net revenue | 7,767 | (1,529) | (193) | 6,045 |
| Non-interest expense | 14,207 | 647 | 1,968 | 16,822 |
| Income (loss) before income taxes | \$ (6,440) | \$ (2,176) | \$ (2,161) | \$ (10,777) |
| Goodwill | \$ 2,509 | \$ | \$ | \$ 2,509 |
| Total assets | \$ 2,761,812 | \$ 164,591 | \$ 334,406 | \$ 3,260,809 |
| 2008 | | | | |
| Net interest income, before provision for loan losses | \$ 19,652 | \$ 1,139 | \$ 3,365 | \$ 24,156 |
| Less provision for loan losses | 414 | 2,515 | 6,723 | 9,652 |
| Non-interest income | 1,674 | 536 | 1,115 | 3,325 |
| Net revenue | 20,912 | (840) | (2,243) | 17,829 |
| Non-interest expense | 11,680 | 846 | 2,314 | 14,840 |
| Income (loss) before income taxes | \$ 9,232 | \$ (1,686) | \$ (4,557) | \$ 2,989 |
| Goodwill | \$ 2,509 | \$ | \$ | \$ 2,509 |
| Total assets | \$ 2,025,083 | \$ 192,631 | \$ 355,870 | \$ 2,573,584 |

* The decreases in net interest income before provision for loan losses for all segments during the period are due to the decrease in net interest margin.

** The provision for loan losses for the SBA segment decreased, while the bank-wide provision for loan losses increased, due to the increase in delinquencies and impaired loans in the bank's loan portfolio.

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Six Months Ended June 30,

(Dollars in thousands)

| | Business Segment | | | |
|--|-----------------------|------------|------------|--------------|
| | Banking Operations | TFS | SBA | Company |
| 2009 | | | | |
| Net interest income, before provision for loan losses* | \$ 34,084 | \$ 1,874 | \$ 5,741 | \$ 41,699 |
| Less provision for loan losses** | 19,844 | 3,122 | 11,704 | 34,670 |
| Non-interest income*** | 5,914 | 955 | 1,281 | 8,150 |
| Net revenue | 20,154 | (293) | (4,682) | 15,179 |
| Non-interest expense | 26,270 | 1,449 | 4,351 | 32,070 |
| Income (loss) before income taxes | \$ (6,116) | \$ (1,742) | \$ (9,033) | \$ (16,891) |
| Goodwill | \$ 2,509 | \$ | \$ | \$ 2,509 |
| Total assets | \$ 2,761,812 | \$ 164,591 | \$ 334,406 | \$ 3,260,809 |
| 2008 | | | | |
| Net interest income, before provision for loan losses | \$ 39,154 | \$ 2,421 | \$ 7,191 | \$ 48,766 |
| Less provision for loan losses | 1,512 | 2,550 | 10,583 | 14,645 |
| Non-interest income | 4,455 | 1,010 | 2,459 | 7,924 |
| Net revenue | 42,097 | 881 | (933) | 42,045 |
| Non-interest expense | 23,248 | 1,690 | 4,333 | 29,271 |
| Income (loss) before income taxes | \$ 18,849 | \$ (809) | \$ (5,266) | \$ 12,774 |
| Goodwill | \$ 2,509 | \$ | \$ | \$ 2,509 |
| Total assets | \$ 2,025,083 | \$ 192,631 | \$ 355,870 | \$ 2,573,584 |

* The decreases in net interest income before provision for loan losses for all segments during the period are due to the decrease in net interest margin.

** The increase in the provision for loan losses bank-wide during the period is due to the increase in delinquencies and impaired loans in the loan portfolio.

*** The decrease in non-interest income for the SBA segment during the period is due to the decrease in net gains on sales of SBA loans, as a result of reduced volumes of SBA loan originations and sales.

The SBA business segment primarily originates for sale and services SBA loans generated from our loan production offices and from branch referrals. It also originates commercial real estate loans and commercial business loans, not covered by the SBA guarantee program. Total SBA business segment assets at June 30, 2009 and 2008 included SBA loans (principally, the unguaranteed portion) of \$92.4 million and \$106.6 million; commercial real estate loans of \$197.3 million and \$219.0 million; and commercial business loans of \$14.9 million and \$16.7 million, respectively.

At June 30, 2009, SBA receivables consisting of SBA loans in the process of liquidation and pending reimbursement from the SBA department were \$24.2 million, compared to \$20.9 million at December 31, 2008. Through December 31, 2008 the Company had no denials of reimbursements. Denials could occur due to documentation deficiencies, failure to comply with SBA rules, regulations or procedures, or because

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of early defaults, whereby the borrowers default within 18 months of the loan and the SBA determines that the early default was due to fraud or deficiency as noted above. The Company recorded a loss provision for doubtful SBA receivables aggregating \$35,000 and \$365,000 for the three and six months ended June 30, 2009, based on an assessment of potential denials.

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13. Income Taxes

Our Company and its subsidiaries are subject to U.S. federal income tax as well as income tax of the state of California and various other state income taxes. The total amount of unrecognized tax benefits was \$318 thousand at June 30, 2009 and \$352 thousand at December 31, 2008 and is primarily for uncertainties related to income taxes for the California Enterprise Zone loan interest deductions taken in prior years. The total amount of tax benefits that, if recognized, would favorably impact the effective tax rate was \$318 thousand and \$352 thousand at June 30, 2009 and December 31, 2008, respectively. The amount of unrecognized tax benefits decreased primarily due to the payment to California Franchise Tax Board as a result of the audit adjustments for the apportionment factors on the Company's 2005 and 2006 state income tax returns. The Company is currently under audit by the California Franchise Tax Board for the 2005 and 2006 tax years. The audit is expected to close in the third quarter.

We recognize interest and penalties related to income tax matters in income tax expense. We accrued approximately \$44 thousand and \$47 thousand for interest and penalties at June 30, 2009 and December 31, 2008, respectively.

14. Fair Value Measurements

Statement No. 157, *Fair Value Measurements*, establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect a reporting entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

Securities Available for Sale

The fair values of securities available for sale are determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs) or matrix pricing, which is a mathematical technique widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities relationship to other benchmark quoted securities (Level 2 inputs).

Impaired Loans

The fair values of impaired loans are generally measured for impairment using the practical expedients permitted by SFAS No. 114, *Accounting by Creditors for Impairment of a Loan*, including impaired loans measured at an observable market price (if available), or at the fair value of the loan's collateral (if the loan is collateral dependent). Fair value of the loan's collateral, when the loan is dependent on collateral, is determined by appraisals or independent valuation, which is then adjusted for the cost related to liquidation of the collateral. These are considered Level 2 inputs. For the loan's collateral for which observable market prices are not available, fair value is estimated using discount cash flow models. These are considered Level 3 inputs.

Derivatives

The fair value of our derivative financial instruments, including interest rate swaps, is based on derivative valuation models using market data inputs as of the valuation date that can generally be verified and do not typically involve significant management judgments. (Level 2 inputs).

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Assets and liabilities measured at fair value on a recurring basis are summarized below:

| | Fair Value Measurements at June 30, 2009 Using | | | |
|-----------------------------------|--|--|---|---|
| | June 30, 2009 | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| (In thousands) | | | | |
| Assets: | | | | |
| Securities available for sale | \$ 745,792 | \$ | \$ 745,792 | \$ |
| Liabilities: | | | | |
| Derivatives - Interest rate swaps | (1,091) | | (1,091) | |

| | Fair Value Measurements at December 31, 2008 Using | | | |
|-----------------------------------|--|--|---|---|
| | December 31, 2008 | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| (In thousands) | | | | |
| Assets: | | | | |
| Securities available for sale | \$ 406,586 | \$ | \$ 406,586 | \$ |
| Liabilities: | | | | |
| Derivatives - Interest rate swaps | (857) | | (857) | |

Fair value adjustments for interest rate swaps resulted in a net expense of \$267 thousand for the six months ended June 30, 2009 and \$549 thousand for the year ended December 31, 2008.

Assets and liabilities measured at fair value on a non-recurring basis are summarized below:

| | Fair Value Measurements at June 30, 2009 Using | | | |
|------------------------------|--|--|---|---|
| | June 30, 2009 | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| (In thousands) | | | | |
| Assets: | | | | |
| Impaired loans at fair value | \$ 55,170 | \$ | \$ 43,075 | \$ 12,095 |
| Other real estate owned | 3,805 | | 3,805 | |

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| | Fair Value Measurements at December 31, 2008 Using | | |
|-------------------|---|---|--|
| | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| December 31, 2008 | | | |

| Assets: | | | |
|---|-----------|----------|-----------|
| Impaired loans with specific loss allocations | \$ 18,177 | \$ 2,667 | \$ 15,510 |

Impaired loans, which are measured for impairment using the fair value of the collateral for collateral dependent loans and using discounted cash flow models for other loans, had a principal balance of \$68.5 million and \$33.1 million, with a valuation allowance of \$13.3 million and \$15.0 million as of June 30, 2009 and December 31, 2008, respectively. \$13.2 million of impaired loans had no valuation allowance at June 30, 2009. During the six months ending June 30, 2009 and 2008, the increase in provision for loan losses related to impaired loans was \$23.7 million and \$9.0 million, respectively. During the three months ending June 30, 2009 and 2008, the increase in provision for loan losses related to impaired loans was \$11.3 million and \$6.7 million, respectively.

At June 30, 2009, other real estates owned, which are carried at the lower of cost or fair value, were written down to fair value of \$3.8 million, resulting in a valuation allowance of \$1.4 million. A charge of \$415 thousand and \$918 thousand was included in earnings for the three and six months ended June 30, 2009, respectively.

Fair Value of Financial Instruments

Carrying amounts and estimated fair values of financial instruments, not previously presented, at June 30, 2009 and December 31 were as follows:

| | June 30, 2009 | |
|---|--------------------|-------------------------|
| | Carrying Amount | Estimated Fair Value |
| | (In thousands) | |
| Financial Assets: | | |
| Cash and cash equivalents | \$ 279,454 | \$ 279,454 |
| Loans held for sale | 13,664 | 13,858 |
| Loans receivable - net | 1,961,498 | 1,996,061 |
| Federal Reserve Bank stock | 4,390 | N/A |
| Federal Home Loan Bank stock | 19,935 | N/A |
| Accrued interest receivable | 10,187 | 10,187 |
| Customers liabilities on acceptances | 6,992 | 6,992 |
| Financial Liabilities: | | |
| Noninterest-bearing deposits | \$ (318,874) | \$ (318,874) |
| Saving and other interest bearing demand deposits | (646,140) | (646,140) |
| Time deposits | (1,474,781) | (1,486,673) |
| Borrowings from Federal Home Loan Bank | (350,000) | (365,913) |
| Subordinated debentures | (39,268) | (35,284) |
| Accrued interest payable | (10,921) | (10,921) |
| Bank s liabilities on acceptances outstanding | (6,992) | (6,992) |

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| | December 31, 2008 | |
|---|--------------------|-------------------------|
| | Carrying Amount | Estimated Fair Value |
| (In thousands) | | |
| Financial Assets: | | |
| Cash and cash equivalents | \$ 49,057 | \$ 49,057 |
| Loans held for sale | 9,821 | 10,098 |
| Loans receivable - net | 2,021,890 | 2,054,083 |
| Federal Reserve Bank stock | 2,320 | N/A |
| Federal Home Loan Bank stock | 19,935 | N/A |
| Accrued interest receivable | 8,168 | 8,168 |
| Customers liabilities on acceptances | 10,427 | 10,427 |
| Financial Liabilities: | | |
| Noninterest-bearing deposits | \$ (303,656) | \$ (303,656) |
| Saving and other interest bearing demand deposits | (419,664) | (419,664) |
| Time deposits | (1,215,283) | (1,224,114) |
| Federal Home Loan Bank Borrowings | (350,000) | (369,872) |
| Subordinated debentures | (39,268) | (32,188) |
| Accrued interest payable | (8,549) | (8,549) |
| Bank s liabilities on acceptances outstanding | (10,427) | (10,427) |

The methods and assumptions used to estimate fair value are described as follows.

The carrying amount is the estimated fair value for cash and cash equivalents, savings and other interest bearing demand deposits, accrued interest receivable and payable, customer s and Bank s liabilities on acceptances, non-interest-bearing deposits, short-term debt, and variable rate loans or deposits that reprice frequently and fully. For fixed rate loans or deposits and for variable rate loans or deposits with infrequent repricing or repricing limits, fair value is based on discounted cash flows using current market rates applied to the estimated life and credit risk. The allowance for loan losses is considered to be a reasonable estimate of discount for credit quality concerns. Fair value of loans held for sale is based on market quotes. Fair value of time deposits and debt is based on current rates for similar financing. It was not practicable to determine the fair value of Federal Reserve Bank stock or Federal Home Loan Bank stock due to restrictions placed on their transferability. The fair value of commitments to fund loans represents fees currently charged to enter into similar agreements with similar remaining maturities and is not presented herein. The fair value of these financial instruments is not material to the consolidated financial statements.

15. Subsequent Events

Management has performed an evaluation of subsequent events through August 5, 2009 and no significant subsequent events were identified.

Table of Contents**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following is management's discussion and analysis of the major factors that caused changes in our consolidated results of operations and financial condition as of and for the three and six months ended June 30, 2009. This analysis should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2008 and the unaudited consolidated financial statements and notes set forth elsewhere in this report.

GENERAL**Selected Financial Data**

The following table sets forth certain selected financial data concerning the periods indicated:

| | At or for the Three Months Ended June 30, | | At or for the Six Months Ended June 30, | |
|--|--|--------------|--|--------------|
| | 2009 | 2008 | 2009 | 2008 |
| (Dollars in thousands, except share and per share data) | | | | |
| Income Statement Data: | | | | |
| Interest income | \$ 38,410 | \$ 41,787 | \$ 74,469 | \$ 86,147 |
| Interest expense | 17,150 | 17,631 | 32,770 | 37,381 |
| Net interest income | 21,260 | 24,156 | 41,699 | 48,766 |
| Provision for loan losses | 19,000 | 9,652 | 34,670 | 14,645 |
| Net interest income after provision for loan losses | 2,260 | 14,504 | 7,029 | 34,121 |
| Non-interest income | 3,785 | 3,325 | 8,150 | 7,924 |
| Non-interest expense | 16,822 | 14,840 | 32,070 | 29,271 |
| Income (loss) before income tax provision (benefit) | (10,777) | 2,989 | (16,891) | 12,774 |
| Income tax provision (benefit) | (4,769) | 1,136 | (7,703) | 5,148 |
| Net income (loss) | \$ (6,008) | \$ 1,853 | \$ (9,188) | \$ 7,626 |
| Dividends and discount accretion on preferred stock | \$ (1,069) | \$ | \$ (2,137) | \$ |
| Net income (loss) available to common stockholders | \$ (7,077) | \$ 1,853 | \$ (11,325) | \$ 7,626 |
| Per Share Data: | | | | |
| Earnings (loss) per common share - basic | \$ (0.27) | \$ 0.07 | \$ (0.43) | \$ 0.29 |
| Earnings (loss) per common share - diluted | \$ (0.27) | \$ 0.07 | \$ (0.43) | \$ 0.29 |
| Book value (period end, excluding preferred stock and warrants) | \$ 8.14 | \$ 8.69 | \$ 8.14 | \$ 8.69 |
| Common shares outstanding | 26,256,960 | 26,197,560 | 26,256,960 | 26,197,560 |
| Weighted average shares - basic | 26,256,960 | 26,195,035 | 26,253,627 | 26,194,353 |
| Weighted average shares - diluted | 26,256,960 | 26,450,222 | 26,253,627 | 26,424,045 |
| Statement of Financial Condition Data - at Period End: | | | | |
| Assets | \$ 3,260,809 | \$ 2,573,584 | \$ 3,260,809 | \$ 2,573,584 |
| Securities available for sale | 745,792 | 291,343 | 745,792 | 291,343 |
| Gross loans, net of deferred loan fees and costs (excludes loans held for sale) | 2,080,312 | 2,120,706 | 2,080,312 | 2,120,706 |
| Deposits | 2,439,795 | 1,928,580 | 2,439,795 | 1,928,580 |
| Federal Home Loan Bank borrowings | 350,000 | 350,000 | 350,000 | 350,000 |
| Subordinated debentures | 39,268 | 39,268 | 39,268 | 39,268 |
| Stockholders' equity | 281,419 | 227,679 | 281,419 | 227,679 |

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| | At or for the Three Months Ended June 30, | | At or for the Six Months Ended June 30, | |
|---|--|--------------|--|--------------|
| | 2009 | 2008 | 2009 | 2008 |
| (Dollars in thousands) | | | | |
| Average Balance Sheet Data: | | | | |
| Assets | \$ 3,007,256 | \$ 2,545,239 | \$ 2,852,961 | \$ 2,512,140 |
| Securities available for sale and held to maturity | 530,322 | 283,782 | 477,424 | 288,033 |
| Gross loans, including loans held for sale | 2,092,809 | 2,096,825 | 2,100,206 | 2,076,180 |
| Deposits | 2,274,661 | 1,874,979 | 2,118,335 | 1,823,025 |
| Stockholders' equity | 290,959 | 232,865 | 291,094 | 230,232 |
| Selected Performance Ratios: | | | | |
| Return on average assets (1) (7) | -0.80% | 0.29% | -0.64% | 0.61% |
| Return on average stockholders' equity (1) (7) | -8.26% | 3.18% | -6.31% | 6.62% |
| Non-interest expense to average assets (1) | 2.24% | 2.33% | 2.25% | 2.33% |
| Efficiency ratio (2) | 67.17% | 54.00% | 64.33% | 51.63% |
| Net interest margin (3) | 2.94% | 3.97% | 3.04% | 4.06% |
| Regulatory Capital Ratios (4) | | | | |
| Leverage capital ratio (5) | 10.50% | 10.35% | 10.50% | 10.35% |
| Tier 1 risk-based capital ratio | 13.37% | 11.53% | 13.37% | 11.53% |
| Total risk-based capital ratio | 14.63% | 12.76% | 14.63% | 12.76% |
| Tangible common equity ratio (8) | 6.45% | 8.68% | 6.45% | 8.68% |
| Asset Quality Ratios: | | | | |
| Allowance for loan losses to gross loans, excluding loans held for sale | 2.42% | 1.32% | 2.42% | 1.32% |
| Allowance for loan losses to non-performing loans | 163.17% | 110.61% | 163.17% | 110.61% |
| Total non-performing loans to gross loans | 1.48% | 1.19% | 1.48% | 1.19% |
| Total non-performing assets to total assets (6) | 2.20% | 1.03% | 2.20% | 1.03% |

(1) Annualized.

(2) Efficiency ratio is defined as non-interest expense divided by the sum of net interest income and non-interest income.

(3) Net interest margin is calculated by dividing annualized net interest income by average total interest-earning assets.

(4) The required ratios for a well-capitalized institution are 5% leverage capital, 6% tier I risk-based capital and 10% total risk-based capital.

(5) Calculations are based on average quarterly asset balances.

(6) Non-performing assets include non-accrual loans, loans past due 90 or more and still accruing interest, other real estate owned, and restructured loans.

(7) Based on net income (loss) before effect of dividends and discount accretion on preferred stock

(8) Excludes TARP preferred stock and stock warrants of \$67 million

Table of Contents**Results of Operations****Overview**

During the first half of 2009, we experienced strong growth in assets, primarily cash and cash equivalents and securities, supported by growth in deposits. Our total assets grew by \$588.8 million, or 22.0%, to \$3.3 billion at June 30, 2009 from \$2.7 billion at December 31, 2008. Our deposits grew \$501.2 million.

Net income (loss)

Our net loss available to common stockholders for the three months ended June 30, 2009 was (\$7.1 million), or (\$0.27) per diluted share, compared to net income of \$1.9 million, or \$0.07 per diluted share, for the same period of 2008, representing a decrease of \$8.9 million, or 482%. The decrease in earnings is primarily due to the increases in provision for loan losses, non-interest expenses, and a decrease in net interest income, partially offset by an income tax benefit.

Our net loss available to common stockholders for the six months ended June 30, 2009 was (\$11.3 million), or (\$0.43) per diluted share, compared to net income of \$7.6 million, or \$0.29 per diluted share, for the same period of 2008, representing a decrease of \$18.9 million, or 248%. The decline in earnings during the period was also due to the same reasons mentioned above.

The annualized return (loss) on average assets was (0.80%) for the second quarter of 2009, compared to 0.29% for the same period of 2008. The annualized return (loss) on average equity was (8.26%) for the second quarter of 2009, compared to 3.18% for the same period of 2008. The efficiency ratio was 67.17% for the second quarter of 2009, compared to 54.00% for the same period of 2008.

The annualized return (loss) on average assets was (0.64%) for the first half of 2009, compared to 0.61% for the same period of 2008. The annualized return (loss) on average equity was (6.31%) for the first half of 2009, compared to 6.62% for the same period of 2008. The efficiency ratio was 64.33% for the first half of 2009, compared to 51.63% for the same period of 2008.

Net Interest Income and Net Interest Margin*Net Interest Income and Expense*

The principal component of our earnings is net interest income, which is the difference between the interest and fees earned on loans and investments and the interest paid on deposits and borrowed funds. Net interest income expressed as a percentage of average interest-earning assets is defined as net interest margin. The net interest spread is the yield on average interest-earning assets less the cost of average interest-bearing liabilities (interest-bearing deposits and borrowed funds). Net interest income is affected by changes in the volume of interest-earning assets and funding liabilities as well as by changes in the yield earned on interest-earning assets and the rates paid on interest-bearing liabilities.

Net interest income before provision for loan losses was \$21.3 million for the three months ended June 30, 2009, a decrease of \$2.9 million, or 12.0%, compared to \$24.2 million for the same period of 2008. The decrease is primarily due to the decline in net interest margin. The decline in the net interest margin was caused by a decrease in the prime rate and a significant shift in asset allocation from higher-yielding loan receivables to lower-yielding liquid assets and investment securities during the quarter. During the second quarter of 2009, we experienced a significant growth in our deposits, which were subsequently invested in those liquid assets and securities.

Net interest income before provision for loan losses was \$41.7 million for the six months ended June 30, 2009, a decrease of \$7.1 million, or 14.5%, compared to \$48.8 million for the same period of 2008. The decrease is primarily due to a decline in net interest margin. The decline in net interest margin during this period was also due to the same reasons mentioned above.

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Interest income for the second quarter of 2009 was \$38.4 million, which represented a decrease of \$3.4 million, or 8.1%, compared to \$41.8 million for the same quarter of 2008. The decrease was the result of a \$6.4 million decrease in interest income due to a decrease in the average yield earned on average interest-earning assets (rate change), offset by a \$3.0 million increase in interest income due to an increase in the volume of those average interest-earning assets (volume change).

Interest income for the first half of 2009 was \$74.5 million, which represented a decrease of \$11.7 million, or 13.6%, compared to \$86.1 million for the same period of 2008. The decrease was the result of a \$17.4 million decrease in interest income due to a decrease in the average yield earned on average interest-earning assets (rate change), offset by a \$5.7 million increase in interest income due to an increase in the volume of those average interest-earning assets (volume change).

Interest expense for the second quarter of 2009 was \$17.2 million, a decrease of \$481 thousand, or 2.7%, compared to interest expense of \$17.6 million for the same quarter of 2008. The decrease was primarily the result of a \$3.5 million decrease in interest expense due to a decrease in the average rates paid on interest-bearing liabilities (rate change), offset by \$3.0 million increase in interest expense due to an increase in the volume of average interest-bearing liabilities (volume change).

Interest expense for the first half of 2009 was \$32.8 million, a decrease of \$4.6 million, or 12.3%, compared to interest expense of \$37.4 million for the same period of 2008. The decrease was primarily the result of a \$9.6 million decrease in interest expense due to a decrease in the average rates paid on interest-bearing liabilities (rate change), offset by \$5.0 million increase in interest expense due to an increase in the volume of average interest-bearing liabilities (volume change).

Net Interest Margin

During the three months ended June 30, 2009, our net interest margin decreased 103 basis points to 2.94% from 3.97% for the same quarter of last year. The weighted average yield on the loan portfolio for the second quarter 2009 decreased 99 basis points to 6.20% from 7.19% for the same quarter of last year. The decrease was the result of the prime rate-based portion of the loan portfolio repricing downward as market interest rates continued to decline due to reductions in interest rates by the Federal Reserve throughout 2008. The prime rate declined 175 basis points since the second quarter 2008. The decrease in net interest margin was also attributable to a shift in asset allocation from loans into lower yielding investment securities and other short-term investments, such as overnight federal funds sold or interest-earning cash reserve on deposit at the FRB interest-earning account. The change in asset mix was part of a plan to improve our liquidity and strengthen the balance sheet.

The weighted average yield on our investment securities for the second quarter 2009 decreased 72 basis points to 4.31% from 5.03% for the same quarter 2008. The decrease was mainly attributable to a lower yield on our variable rate GSE CMO portfolio, which monthly resetting coupons are indexed to one month LIBOR plus a spread. A simple average rate of one month LIBOR decreased by more than 200 basis points to 0.37% for the second quarter 2009, compared to 2.59% for the same quarter 2008.

The weighted average cost of deposits for second quarter 2009 decreased 55 basis points to 2.35% from 2.90% for the same quarter last year. The cost of time deposits decreased 92 basis points to 2.76% from 3.68%, accounting for a substantial portion of the decrease.

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Following are selected weighted average data on a spot rate basis at June 30, 2009 and 2008:

| | June 30, 2009 | June 30, 2008 |
|--|------------------|------------------|
| Weighted average loan portfolio yield (excluding discounts) | 6.13% | 6.87% |
| Weighted average securities available-for-sale portfolio yield | 4.60% | 4.88% |
| Weighted average cost of time deposits | 2.76% | 3.45% |
| Weighted average cost of deposits | 2.27% | 2.75% |
| Weighted average cost of total interest-bearing deposits | 2.62% | 3.36% |

Prepayment penalty income for second quarter 2009 and 2008 was \$145 thousand and \$580 thousand, respectively. Non-accrual interest income reversed was \$169 thousand and \$292 thousand for the second quarter ended June 30, 2009 and 2008, respectively. Excluding the effects of both non-accrual loan interest income and prepayment penalty income, the net interest margin for second quarter 2009 and 2008 was 2.94% and 3.92%, respectively.

Prepayment penalty income will vary with the level of loans paid off. Generally as interest rates decline, the level of pay-offs increase as fixed rate borrowers refinance their loans, which generate higher levels of prepayment penalty income. However, the deteriorating economic environment in recent years has slowed sales of properties and businesses causing lower loan pay-offs. It is difficult to determine the trend in prepayment penalty income given these two competing factors.

During the six months ended June 30, 2009, the net interest margin decreased 102 basis points to 3.04% from 4.06% for the same period of last year. The weighted average yield on the loan portfolio for the six months ended June 30, 2009 decreased 141 basis points to 6.11% from 7.52% for the same period of last year. The decrease was due to the reasons explained previously in the quarterly analysis. The weighted average yield on investment securities for the six months ended June 30, 2009 decreased 83 basis points to 4.20% from 5.03% for the same period in 2008.

The weighted average cost of deposits for the six months ended June 30, 2009 decreased 78 basis points to 2.38% from 3.16% for the same period last year. The cost of time deposits decreased 133 basis points to 2.78% from 4.11%, accounting for a substantial portion of the decrease.

Prepayment penalty income for the six months ended June 30, 2009 and 2008 was \$292 thousand and \$801 thousand, respectively. Non-accrual interest income reversed was \$560 thousand and \$133 thousand for the six months ended June 30, 2009 and 2008, respectively. Excluding the effects of both non-accrual loan interest income and prepayment penalty income, the net interest margin for the six months ended June 30, 2009 and 2008 was 3.06% and 4.00%, respectively.

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The following table presents our condensed consolidated average balance sheet information, together with interest rates earned and paid on the various sources and uses of funds for the periods indicated:

| | Three months ended June 30, 2009 | | | Three months ended June 30, 2008 | | |
|---|-------------------------------------|--------------------------------|-----------------------------|-------------------------------------|--------------------------------|-----------------------------|
| | Average Balance | Interest Income/ Expense | Average Yield/ Rate * | Average Balance | Interest Income/ Expense | Average Yield/ Rate * |
| INTEREST EARNINGS ASSETS: | | | | | | |
| Loans ⁽¹⁾⁽²⁾ | \$ 2,092,809 | \$ 32,461 | 6.20% | \$ 2,096,825 | \$ 37,699 | 7.19% |
| Securities available for sale ⁽³⁾ | 530,322 | 5,710 | 4.31% | 283,782 | 3,571 | 5.03% |
| FRB and FHLB stock and other investments | 266,179 | 212 | 0.32% | 25,311 | 371 | 5.86% |
| Federal funds sold | 5,934 | 27 | 1.82% | 27,552 | 146 | 2.12% |
| Total interest earning assets | \$ 2,895,244 | \$ 38,410 | 5.31% | \$ 2,433,470 | \$ 41,787 | 6.87% |
| INTEREST BEARING LIABILITIES: | | | | | | |
| Deposits: | | | | | | |
| Demand, interest-bearing | \$ 416,561 | \$ 2,417 | 2.32% | \$ 263,094 | \$ 1,819 | 2.77% |
| Savings | 117,948 | 1,008 | 3.42% | 143,161 | 1,340 | 3.74% |
| Time deposits: | | | | | | |
| \$100,000 or more | 679,064 | 4,109 | 2.42% | 769,301 | 7,046 | 3.66% |
| Other | 763,999 | 5,831 | 3.05% | 362,194 | 3,373 | 3.73% |
| Total time deposits | 1,443,063 | 9,940 | 2.76% | 1,131,495 | 10,419 | 3.68% |
| Total interest bearing deposits | 1,977,572 | 13,365 | 2.70% | 1,537,750 | 13,578 | 3.53% |
| FHLB advances | 350,000 | 3,263 | 3.73% | 365,379 | 3,413 | 3.74% |
| Other borrowings | 37,764 | 522 | 5.53% | 38,214 | 640 | 6.70% |
| Total interest bearing liabilities | 2,365,336 | \$ 17,150 | 2.90% | 1,941,343 | \$ 17,631 | 3.63% |
| Non-interest bearing demand deposits | 297,089 | | | 337,229 | | |
| Total funding liabilities / cost of funds | \$ 2,662,425 | | 2.58% | \$ 2,278,572 | | 3.10% |
| Net interest income/net interest spread | | \$ 21,260 | 2.41% | | \$ 24,156 | 3.24% |
| Net interest margin | | | 2.94% | | | 3.97% |
| Net interest margin, excluding effect of non-accrual loan income(expense) ⁽⁴⁾ | | | 2.96% | | | 4.02% |
| Net interest margin, excluding effect of non-accrual loan income(expense) and prepayment fee income ⁽⁴⁾⁽⁵⁾ | | | 2.94% | | | 3.92% |
| Cost of deposits: | | | | | | |
| Non-interest demand deposits | \$ 297,089 | \$ | | \$ 337,229 | \$ | |
| Interest bearing deposits | 1,977,572 | 13,365 | 2.70% | 1,537,750 | 13,578 | 3.53% |
| Total deposits | \$ 2,274,661 | \$ 13,365 | 2.35% | \$ 1,874,979 | \$ 13,578 | 2.90% |

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* Annualized

- (1) Interest income on loans includes loan fees and net interest settlement from interest rate swaps.
- (2) Average balances of loans are net of deferred loan fees and costs and include nonaccrual loans and loans held for sale.
- (3) Interest income and yields are not presented on a tax-equivalent basis.
- (4) Non-accrual interest income reversed was \$169 thousand and \$292 thousand for the three months ended June 30, 2009 and 2008, respectively.
- (5) Loan prepayment fee income excluded was \$145 thousand and \$580 thousand for the three months ended June 30, 2009 and 2008, respectively.

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| | Six months ended June 30, 2009 | | | Six months ended June 30, 2008 | | |
|--|-----------------------------------|--------------------------------|-----------------------------|-----------------------------------|--------------------------------|-----------------------------|
| | Average Balance | Interest Income/ Expense | Average Yield/ Rate * | Average Balance | Interest Income/ Expense | Average Yield/ Rate * |
| INTEREST EARNINGS ASSETS: | | | | | | |
| Loans ^{(1) (2)} | \$ 2,100,206 | \$ 64,133 | 6.11% | \$ 2,076,180 | \$ 78,063 | 7.52% |
| Securities available for sale ⁽³⁾ | 477,424 | 10,030 | 4.20% | 288,033 | 7,239 | 5.03% |
| FRB and FHLB stock and other investments | 158,692 | 278 | 0.35% | 24,126 | 686 | 5.69% |
| Federal funds sold | 4,110 | 28 | 1.36% | 14,529 | 159 | 2.19% |
| Total interest earning assets | \$ 2,740,432 | \$ 74,469 | 5.43% | \$ 2,402,868 | \$ 86,147 | 7.17% |
| INTEREST BEARING LIABILITIES: | | | | | | |
| Deposits: | | | | | | |
| Demand, interest-bearing | \$ 379,905 | \$ 4,681 | 2.46% | \$ 254,607 | \$ 3,730 | 2.93% |
| Savings | 114,609 | 2,016 | 3.52% | 139,878 | 2,648 | 3.79% |
| Time deposits: | | | | | | |
| \$100,000 or more | 629,474 | 7,654 | 2.43% | 776,227 | 15,948 | 4.11% |
| Other | 700,963 | 10,839 | 3.09% | 314,677 | 6,459 | 4.11% |
| Total time deposits | 1,330,437 | 18,493 | 2.78% | 1,090,904 | 22,407 | 4.11% |
| Total interest bearing deposits | 1,824,951 | 25,190 | 2.76% | 1,485,389 | 28,785 | 3.88% |
| FHLB advances | 359,252 | 6,499 | 3.62% | 383,264 | 7,195 | 3.75% |
| Other borrowings | 37,985 | 1,081 | 5.69% | 37,917 | 1,401 | 7.39% |
| Total interest bearing liabilities | 2,222,188 | \$ 32,770 | 2.95% | 1,906,570 | \$ 37,381 | 3.92% |
| Non-interest bearing demand deposits | 293,384 | | | 337,636 | | |
| Total funding liabilities / cost of funds | \$ 2,515,572 | | 2.61% | \$ 2,244,206 | | 3.33% |
| Net interest income/net interest spread | | \$ 41,699 | 2.49% | | \$ 48,766 | 3.25% |
| Net interest margin | | | 3.04% | | | 4.06% |
| Net interest margin, excluding effect of non-accrual loan income(expense) ⁽⁴⁾ | | | 3.08% | | | 4.07% |
| Net interest margin, excluding effect of non-accrual loan income(expense) and prepayment fee income ^{(4) (5)} | | | 3.06% | | | 4.00% |
| Cost of deposits: | | | | | | |
| Non-interest demand deposits | \$ 293,384 | \$ | | \$ 337,636 | \$ | |
| Interest bearing deposits | 1,824,951 | 25,190 | 2.76% | 1,485,389 | 28,785 | 3.88% |
| Total deposits | \$ 2,118,335 | \$ 25,190 | 2.38% | \$ 1,823,025 | \$ 28,785 | 3.16% |

* Annualized

(1) Interest income on loans includes loan fees and net interest settlement from interest rate swaps.

(2) Average balances of loans are net of deferred loan fees and costs and include nonaccrual loans and loans held for sale.

(3) Interest income and yields are not presented on a tax-equivalent basis.

(4)

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Non-accrual interest income reversed was \$560 thousand and \$133 thousand for the six months ended June 30, 2009 and 2008, respectively.

- (5) Loan prepayment fee income excluded was \$292 thousand and \$801 thousand for the six months ended June 30, 2009 and 2008, respectively.

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The following table illustrates the changes in our interest income, interest expense, and amounts attributable to variations in interest rates and volumes for the periods indicated. The variances attributable to simultaneous volume and rate changes have been allocated to the changes due to volume and the changes due to rate categories in proportion to the relationship of the absolute dollar amount attributable solely to the change in volume and to the change in rate.

| | Three months ended June 30, 2009 over June 30, 2008 | | |
|-------------------------------------|--|---|-----------------|
| | Net Increase (Decrease) | Change due to Rate Volume | |
| | (Dollars in thousands) | | |
| INTEREST INCOME : | | | |
| Interest and fees on loans | \$ (5,238) | \$ (5,166) | \$ (72) |
| Interest on securities | 2,139 | (579) | 2,718 |
| Interest on other investments | (159) | (653) | 494 |
| Interest on federal funds sold | (119) | (18) | (101) |
| Total interest income | \$ (3,377) | \$ (6,416) | \$ 3,039 |
| INTEREST EXPENSE : | | | |
| Interest on demand deposits | \$ 598 | \$ (329) | \$ 927 |
| Interest on savings | (332) | (110) | (222) |
| Interest on time deposits | (479) | (2,971) | 2,492 |
| Interest on FHLB borrowings | (150) | (7) | (143) |
| Interest on subordinated debentures | (118) | (111) | (7) |
| Total interest expense | \$ (481) | \$ (3,528) | \$ 3,047 |
| Net Interest Income | \$ (2,896) | \$ (2,888) | \$ (8) |

| | Six months ended June 30, 2009 over June 30, 2008 | | |
|-------------------------------------|--|---|-----------------|
| | Net Increase (Decrease) | Change due to Rate Volume | |
| | (Dollars in thousands) | | |
| INTEREST INCOME : | | | |
| Interest and fees on loans | \$ (13,930) | \$ (14,824) | \$ 894 |
| Interest on securities | 2,791 | (1,344) | 4,135 |
| Interest on other investments | (408) | (1,161) | 753 |
| Interest on federal funds sold | (131) | (45) | (86) |
| Total interest income | \$ (11,678) | \$ (17,374) | \$ 5,696 |
| INTEREST EXPENSE : | | | |
| Interest on demand deposits | \$ 951 | \$ (664) | \$ 1,615 |
| Interest on savings | (632) | (178) | (454) |
| Interest on time deposits | (3,914) | (8,191) | 4,277 |
| Interest on FHLB borrowings | (696) | (256) | (440) |
| Interest on subordinated debentures | (320) | (323) | 3 |
| Total interest expense | \$ (4,611) | \$ (9,612) | \$ 5,001 |

Net Interest Income

\$ (7,067) \$ (7,762) \$ 695

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Provision for Loan Losses

The provision for loan losses reflects our judgment of the current period cost associated with credit risk inherent in our loan portfolio. The loan loss provision for each period is dependent upon many factors, including loan growth, net charge-offs, changes in the composition of the loan portfolio, delinquencies, assessments by management, third parties and regulators examination of the quality of the loan portfolio, the value of the underlying collateral on problem loans and the general economic conditions in our market areas. Specifically, the provision for loan losses represents the amount charged against current period earnings to achieve an allowance for loan losses that, in our judgment, is adequate to absorb probable incurred losses inherent in our loan portfolio. Periodic fluctuations in the provision for loan losses result from management's assessment of the adequacy of the allowance for loan losses; however, actual loan losses may vary from current estimates. If the allowance for loan losses is inadequate, it could have a material adverse effect on our financial condition.

The provision for loan losses for the three months ended June 30, 2009 was \$19.0 million, an increase of \$9.3 million, or 97%, from \$9.7 million for the same period last year. The increase is primarily due to the impact of higher net charge offs and an increase in loss migration factors based on continued deterioration in the portfolio and increasing watch list loans on the allowance for loan losses. The net charge-offs during the second quarter of 2009 increased to \$19.2 million, compared to \$4.9 million for the same quarter last year. The provision for loan losses for the six months ended June 30, 2009 was \$34.7 million, an increase of \$20.0 million or 136.7%, from \$14.6 million for the same period last year. The increase was also due to the same reasons discussed for the three month period. The net charge-offs increased to \$27.8 million for the six months ended June 30, 2009, compared to \$6.8 million for the same period last year. Total classified loans increased significantly to \$170.2 million at June 30, 2009, compared to \$58.1 million at June 30, 2008.

See also Footnote 7 of the Notes to Condensed Consolidated Financial Statements (unaudited) and Financial Condition-Allowance for Loan Losses for further discussion.

Non-interest Income

Non-interest income includes revenues earned from sources other than interest income. It is primarily comprised of service fees on deposits accounts, fees received from our TFS letter of credit operations and net gains on sales of loans and securities available for sale.

Non-interest income for the second quarter of 2009 was \$3.8 million compared to \$3.3 million for the same quarter of 2008, an increase of \$460 thousand, or 13.8%. The increase was primarily due to an other-than-temporary impairment (OTTI) charge of \$1.7 million on a non-agency asset backed security during the second quarter of 2008. Excluding the OTTI charge in 2008, non-interest income decreased by \$1.3 million in 2009, which was primarily due to a \$633 thousand change in the valuation of interest rate swaps. During the second quarter of 2009, the net valuation loss on interest rate swaps was \$151 thousand, compared to a net valuation gain of \$482 thousand for the same quarter last year. For the second quarter of 2009, net gains on sales of investment securities were \$220 thousand, a decrease of \$173 thousand, or 55%, from \$393 thousand for the same period of 2008. We also recognized net loss of \$184 thousand from the sale of OREO during the second quarter of 2009.

During the second quarter of 2009, net gains on sales of SBA loans were \$32 thousand, which represented SBA loan discounts recognized on loans that were paid off, compared to the net gains on sales of SBA loans of \$530 thousand for the same quarter of 2008. There were no sales of SBA loans for the second quarter 2009, compared to \$12.0 million for the same quarter 2008. The origination of SBA loans also declined significantly beginning in the second quarter of 2008, due to the tightening of our underwriting standards and decreases in business sales transactions due to the slowdown in the economy. Total SBA loan originations for the second quarter 2009 were \$2.9 million, compared to \$12.9 million for the same quarter of 2008. During the second quarter of 2009, we recognized a \$510 thousand net gain on the sale of a problem loan that had been transferred to loans held for sale during first quarter of 2009. We recognized \$96 thousand of net gains on sales of other loans during the same quarter of 2008.

Non-interest income for the first half of 2009 was \$8.2 million compared to \$7.9 million for the same period of 2008, an increase of \$226 thousand, or 2.9%. Excluding the 2008 OTTI charge mentioned above, non-interest income

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decreased \$1.5 million or 15.4% due to a significant decrease in net gains on sales of SBA loans, net losses on sales of OREO, and the change in the valuation of interest rate swaps, partially offset by an increase in net gains on sale of other loans. During the first half of 2009, we recognized \$95 thousand of net gains on sales of SBA loans, which represented the SBA loan discounts recognized on loans that were paid off, compared to the net gains of \$1.2 million during the same period last year. There were no sales of SBA loans during the first half of 2009, compared to \$36.4 million sales of SBA loans during the same period 2009. Total SBA loan originations for the first half of 2009 were \$3.5 million, compared to \$34.3 million for the same period 2008.

We recognized net losses of \$314 thousand on sales of OREO during the first half of 2009. Also, the net valuation loss on interest swaps during the first half of 2009 were \$267 thousand, compared to valuation gains of \$175 thousand during the same period 2008. Net gains on sales of other loans were higher by \$716 thousand for the first half of 2009, compared to same period of 2008, primarily due to the \$510 thousand gain previously discussed.

The breakdown of changes in our non-interest income by category is illustrated below:

| | Three Months Ended | | Increase (Decrease) | |
|--|------------------------|-----------------|---------------------|--------------|
| | June 30, 2009 | June 30, 2008 | Amount | Percent (%) |
| | (Dollars in thousands) | | | |
| Service fees on deposit accounts | \$ 1,698 | \$ 1,723 | \$ (25) | -1.5% |
| International service fees | 491 | 517 | (26) | -5.0% |
| Loan servicing fees, net | 469 | 514 | (45) | -8.8% |
| Wire transfer fees | 334 | 371 | (37) | -10.0% |
| Other income and fees | 366 | 412 | (46) | -11.2% |
| Net gains on sales of SBA loans | 32 | 530 | (498) | -94.0% |
| Net gains on sales of other loans | 510 | 96 | 414 | 431.3% |
| Net gains on sales securities available for sale | 220 | 393 | (173) | -44.0% |
| Net valuation loss on interest rate swaps | (151) | 482 | (633) | -131.3% |
| Net losses on sale of OREO | (184) | | (184) | -100.0% |
| Other than temporary impairment on securities | | (1,713) | 1,713 | -100.0% |
| Total non-interest income | \$ 3,785 | \$ 3,325 | \$ 460 | 13.8% |

| | Six Months Ended | | Increase (Decrease) | |
|--|------------------------|-----------------|---------------------|-------------|
| | June 30, 2009 | June 30, 2008 | Amount | Percent (%) |
| | (Dollars in thousands) | | | |
| Service fees on deposit accounts | \$ 3,467 | \$ 3,544 | \$ (77) | -2.2% |
| International service fees | 911 | 962 | (51) | -5.3% |
| Loan servicing fees, net | 944 | 1,042 | (98) | -9.4% |
| Wire transfer fees | 686 | 735 | (49) | -6.7% |
| Other income and fees | 726 | 893 | (167) | -18.7% |
| Net gains on sales of SBA loans | 95 | 1,245 | (1,150) | -92.4% |
| Net gains on sales of other loans | 897 | 181 | 716 | 395.6% |
| Net gains on sales securities available for sale | 1,005 | 860 | 145 | 16.9% |
| Net valuation loss on interest rate swaps | (267) | 175 | (442) | -252.6% |
| Net losses on sale of OREO | (314) | | (314) | -100.0% |
| Other than temporary impairment on securities | | (1,713) | 1,713 | -100.0% |
| Total non-interest income | \$ 8,150 | \$ 7,924 | \$ 226 | 2.9% |

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| | Six Months Ended | | Increase (Decrease) | |
|------------------------------------|------------------|---------------|------------------------|-------------|
| | June 30, 2009 | June 30, 2008 | Amount | Percent (%) |
| | | | (Dollars in thousands) | |
| Salaries and employee benefits | \$ 12,994 | \$ 15,092 | \$ (2,098) | -13.9% |
| Occupancy | 4,910 | 4,310 | 600 | 13.9% |
| Furniture and equipment | 1,431 | 1,416 | 15 | 1.1% |
| Advertising and marketing | 962 | 1,203 | (241) | -20.0% |
| Data processing and communications | 1,891 | 1,727 | 164 | 9.5% |
| Professional fees | 1,106 | 1,133 | (27) | -2.4% |
| FDIC assessment | 3,196 | 601 | 2,595 | 431.8% |
| Credit related expenses | 2,474 | 311 | 2,163 | 695.5% |
| Other | 3,106 | 3,478 | (372) | -10.7% |
| Total non-interest expense | \$ 32,070 | \$ 29,271 | \$ 2,799 | 9.6% |

Provision for Income Taxes

Income tax provision (benefit) was \$(4.8 million) and \$1.1 million for the second quarter ended June 30, 2009 and 2008, respectively. The effective income tax rate for the quarters ended June 30, 2009 and 2008 was 44.3% and 38.0%, respectively. Income tax provision (benefit) was \$(7.7 million) and \$5.1 million for the six months ended June 30, 2009 and 2008, respectively. The effective income tax rate for the six months ended June 30, 2009 and 2008 was 45.6% and 40.3%, respectively. The higher effective tax rate in 2009 was due to impact of tax credits arising from net losses in the current year.

Financial Condition

At June 30, 2009, our total assets were \$3.3 billion, an increase of \$588.8 million, or 22.0%, from \$2.7 billion at December 31, 2008. The growth was primarily due to increases in liquid assets and investment securities, funded by a 25.9% growth in deposits.

Investment Securities Portfolio

We classify our securities as held-to-maturity or available-for-sale under SFAS No.115. Those securities that we have the ability and intent to hold to maturity are classified as held-to-maturity securities. All other securities are classified as available-for-sale. We did not own any held-to-maturity or trading securities at June 30, 2009 or December 31, 2008. Securities that are available for sale are stated at fair value. The securities we currently hold include 1) government-sponsored agency (GSE) bonds, collateralized mortgage obligations and mortgage-backed securities, 2) a corporate note, 3) municipal bonds, and 4) mutual funds.

As of June 30, 2009, we had \$745.8 million in available-for-sale securities, compared to \$406.6 million at December 31, 2008. The net unrealized gain on the available-for sale securities at June 30, 2009 was \$62 thousand, compared to a net unrealized loss of \$2.2 million at December 31, 2008. During the first half of 2009, we purchased \$478.8 million in securities available-for-sale, sold \$75.2 million in various available-for-sale agency debt and mortgage related securities, and recognized net gains on sales of \$1.0 million. The sales of securities were part of our on-going interest rate risk management strategy.

Securities with a carrying value of \$4.3 million were pledged to secure public deposits and for other purposes as required or permitted by law as of June 30, 2009. Securities with a carrying value of \$258.8 million were pledged for California State Treasurer deposits, as of June 30, 2009.

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The following table summarizes the amortized cost, estimated fair value and distribution of our investment securities portfolio as of the dates indicated:

Investment Portfolio

| | Amortized Cost | At June 30, 2009 | | Estimated Fair Value |
|---|-------------------|------------------------------|-------------------------------|----------------------------|
| | | Gross Unrealized Gains | Gross Unrealized Losses | |
| (In thousands) | | | | |
| Available for Sale | | | | |
| Debt securities*: | | | | |
| GSE bonds | \$ 119,140 | \$ 643 | \$ (912) | \$ 118,871 |
| GSE collateralized mortgage obligations | 154,894 | 1,119 | (1,807) | 154,206 |
| GSE mortgage-backed securities | 456,524 | 3,866 | (865) | 459,525 |
| Corporate note | 4,451 | | (1,925) | 2,526 |
| Municipal bonds | 5,259 | 15 | (68) | 5,206 |
| Total debt securities | 740,268 | 5,643 | (5,577) | 740,334 |
| Mutual funds | 5,462 | | (4) | 5,458 |
| | \$ 745,730 | \$ 5,643 | \$ (5,581) | \$ 745,792 |

| | Amortized Cost | At December 31, 2008 | | Estimated Fair Value |
|---|-------------------|------------------------------|-------------------------------|----------------------------|
| | | Gross Unrealized Gains | Gross Unrealized Losses | |
| (In thousands) | | | | |
| Available for Sale | | | | |
| Debt securities*: | | | | |
| GSE bonds | \$ 46,901 | \$ 447 | \$ (27) | \$ 47,321 |
| GSE collateralized mortgage obligations | 126,840 | 360 | (3,279) | 123,921 |
| GSE mortgage-backed securities | 225,144 | 2,991 | (360) | 227,775 |
| Corporate note | 4,444 | | (2,292) | 2,152 |
| Total debt securities | 403,329 | 3,798 | (5,958) | 401,169 |
| Mutual funds | 5,462 | | (45) | 5,417 |
| | \$ 408,791 | \$ 3,798 | \$ (6,003) | \$ 406,586 |

* Government Sponsored Enterprises (GSE) included GNMA, FHLB, FNMA, FHLMC, and FFCB.

Table of Contents**Loan Portfolio**

As of June 30, 2009, gross loans outstanding, excluding loans held for sale (net of deferred loan fees and costs) decreased by \$25.1 million, or 1.2%, to \$2.03 billion from \$2.06 billion at December 31, 2008. Commercial loans, which include domestic commercial, international trade finance and SBA-commercial loans, at June 30, 2009 decreased by \$41.8 million, or 7.0%, to \$556.8 million from \$598.6 million at December 31, 2008. Real estate loans, which include SBA-real estate loans, increased by \$29.2 million, or 2.0%, to \$1.50 billion at June 30, 2009 from \$1.47 billion at December 31, 2008. Loan growth was impacted by stricter loan underwriting criteria and decreased loan demand during the first several months this year. New loan production during the first half of 2009 was \$143 million, compared to \$323 million during the same period of 2008. As of June 30, 2009, there were no Alt-A or sub-prime loans in our loan portfolio.

The following table summarizes our loan portfolio by amount and percentage of gross loans in each major loan category at the dates indicated:

| | June 30, 2009 | | December 31, 2008 | |
|--|---------------------|-------------|---------------------|-------------|
| | Amount | Percent | Amount | Percent |
| (Dollars in thousands) | | | | |
| Loan Portfolio Composition: | | | | |
| Commercial loans | \$ 556,793 | 27% | \$ 598,556 | 29% |
| Real estate loans | 1,502,048 | 72% | 1,472,872 | 70% |
| Consumer and other loans | 23,069 | 1% | 28,520 | 1% |
| Gross loans outstanding | 2,081,910 | 100% | 2,099,948 | 100% |
| Unamortized deferred loan fees, net of costs | (1,598) | | (1,505) | |
| Allowance for loan losses | (50,339) | | (43,419) | |
| Loans receivable, net | \$ 2,029,973 | | \$ 2,055,024 | |

SBA loans, consisting principally of the unguaranteed portion, are included in commercial loans and real estate loans. SBA loans included in commercial loans were \$38.1 million at June 30, 2009 and \$42.3 million at December 31, 2008 and SBA loans included in real estate loans were \$54.3 million at June 30, 2009 and \$56.8 million at December 31, 2008.

We normally do not extend lines of credit or make loan commitments to business customers for periods in excess of one year. We use the same credit policies in making commitments and conditional obligations as we do for extending loan facilities to our customers. We perform annual reviews of such commitments prior to renewal.

The following table shows our loan commitments and letters of credit outstanding at the dates indicated:

| | June 30, 2009 | December 31, 2008 |
|------------------------------------|-------------------------------|-------------------|
| | (Dollars in thousands) | |
| Loan commitments | \$ 179,697 | \$ 200,170 |
| Standby letters of credit | 7,815 | 9,354 |
| Other commercial letters of credit | 22,966 | 17,183 |
| | \$ 210,478 | \$ 226,707 |

Non-performing Assets

At June 30, 2009, nonperforming assets, which include non-accrual loans, loans past due 90 days or more and still accruing interest, restructured loans, and other real estate owned, were \$71.7 million, an increase of \$27.9 million, or 63.6%, from \$43.8 million at December 31, 2008. Nonperforming assets to total assets was 2.20% and 1.64% at June 30, 2009 and December 31, 2008, respectively. At June 30, 2009, nonperforming loans were \$30.9 million, a decrease of \$6.7 million, from \$37.6 million at December 31, 2008. The decrease in non-performing loans during the first half of 2009 is attributable to an increase in net charge-offs.

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The following table summarizes the composition of our nonperforming assets as of the dates indicated.

| | June 30, 2009 | December 31, 2008 |
|---|------------------------|-------------------|
| | (Dollars in thousands) | |
| Nonaccrual loans | \$ 30,850 | \$ 37,580 |
| Loan past due 90 days or more, still accruing | | |
| Total Nonperforming Loans | 30,850 | 37,580 |
| Other real estate owned | 3,805 | 2,969 |
| Restructured loans | 37,026 | 3,256 |
| Total Nonperforming Assets | \$ 71,681 | \$ 43,805 |
| Nonperforming loans to total gross loans, excluding loans held for sale | 1.48% | 1.79% |
| Nonperforming assets to total assets | 2.20% | 1.64% |

Allowance for Loan Losses

The allowance for loan losses was \$50.3 million at June 30, 2009, compared to \$43.4 million at December 31, 2008. We recorded a provision for loan losses of \$34.7 million during the six months ended June 30, 2009 compared to \$14.6 million for the same period of 2008. The allowance for loan losses was 2.42% of gross loans at June 30, 2009 and 2.07% at December 31, 2008. Impaired loans totaled \$81.7 million and \$50.3 million, respectively as of June 30, 2009 and December 31, 2008, with specific allowance allocations of \$13.3 million and \$15.0 million, respectively.

Total delinquent loans and watch list loans, at June 30, 2009 and December 31, 2008, were as follows:

| | 6/30/2009 | 12/31/2008 |
|----------------------------------|------------------|------------------|
| DELINQUENT LOANS BY TYPE* | | |
| Real Estate Loans | \$ 28,242 | \$ 28,409 |
| Commercial Loans | 14,041 | 21,030 |
| Consumer Loans | 524 | 1,776 |
| Total Delinquent Loans | \$ 42,807 | \$ 51,215 |

* Delinquent over 30 days, including non-accrual loans

| | 6/30/2009 | 12/31/2008 |
|-------------------------------|-------------------|-------------------|
| WATCH LIST LOANS | | |
| Special Mention | \$ 53,277 | \$ 71,169 |
| Substandard | 112,641 | 55,622 |
| Doubtful | 4,237 | 9,883 |
| Loss | | |
| Total Watch List Loans | \$ 170,155 | \$ 136,674 |

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The following table provides a breakdown of the allowance for loan losses by category of loans at June 30, 2009 and December 31, 2008:

| (Dollars in thousands) | Allocation of Allowance for Loan Losses | | | |
|------------------------|---|--|-------------------|--|
| | June 30, 2009 | | December 31, 2008 | |
| Loan Type | Amount | % of Loans in Each Category to Total Loans | Amount | % of Loans in Each Category to Total Loans |
| Real estate | \$ 33,012 | 72% | \$ 24,219 | 70% |
| Commercial | 16,983 | 27% | 18,060 | 29% |
| Consumer and other | 204 | 1% | 821 | 1% |
| Unallocated | 140 | N/A | 319 | N/A |
| Total allowance | \$ 50,339 | 100% | \$ 43,419 | 100% |

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The following table shows the provisions made for loan losses, the amount of loans charged off and the recoveries on loans previously charged off, together with the balance in the allowance for loan losses at the beginning and end of each period, the amount of average and gross loans outstanding, and other pertinent ratios as of the dates and for the periods indicated:

| | Six months ended June 30, | |
|--|----------------------------------|--------------|
| | 2009 | 2008 |
| | (Dollars in thousands) | |
| LOANS ⁽¹⁾ | | |
| Average gross loans, including loans held for sale | \$ 2,100,206 | \$ 2,076,180 |
| Gross loans, excluding loans held for sale and net of deferred loan fees and costs, at end of period | \$ 2,080,312 | \$ 2,120,706 |
| ALLOWANCE: | | |
| Balance-beginning of period | \$ 43,419 | \$ 20,035 |
| Less: Loan charge-offs: | | |
| Commercial | 11,944 | 3,981 |
| Real estate | 14,697 | 2,636 |
| Consumer | 1,443 | 268 |
| | 28,084 | 6,885 |
| Plus: Loan recoveries | | |
| Commercial | 132 | 67 |
| Real estate | 166 | 37 |
| Consumer | 36 | |
| | 334 | 104 |
| Net loan charge-offs | 27,750 | 6,781 |
| Provision for loan losses | 34,670 | 14,645 |
| Balance-end of period | \$ 50,339 | \$ 27,899 |
| Net loan charge-offs to average gross loans* | 2.64% | 0.65% |
| Allowance for loan losses to total loans at end of period | 2.42% | 1.32% |
| Net loan charge-offs to beginning allowance* | 127.82% | 67.69% |
| Net loan charge-offs to provision for loan losses | 80.04% | 46.30% |

* Annualized

(1) Total loans are net of deferred loan fees and costs of \$1,598,000 and \$1,615,000 at June 30, 2009 and 2008, respectively.

We believe the allowance for loan losses as of June 30, 2009 is adequate to absorb probable and inherent losses in the loan portfolio. However, no assurance can be given that actual losses will not exceed the estimated amounts.

For further discussion on changes to the allowance for loan losses, see footnote 7, Loans Receivable and Allowance for Loan Losses in the Notes to Condensed Consolidated Financial Statements (unaudited), included in Item 1. Financial Statements.

Table of Contents**Deposits and Other Borrowings**

Deposits. Deposits are our primary source of funds used in our lending and investment activities. At June 30, 2009, our deposits increased by \$501.2 million, or 25.9%, to \$2.44 billion from \$1.94 billion at December 31, 2008. During the first half of 2009, significant deposit increases were in interest bearing demand deposits and non-jumbo time deposits. The deposit campaign to the non-Korean markets during the first quarter which extended into second quarter was very successful in bringing in those deposits. In addition, the Fort Lee, New Jersey branch was successful in raising \$167 million in total deposits since it opened for operation in April of 2009. The increase was partially offset by a decrease in brokered deposits of \$217.3 million. Interest-bearing demand deposits, including money market and supernow accounts, totaled \$517.0 million at June 30, 2009, an increase of \$210.5 million, or 68.7%, from \$306.5 million at December 31, 2008. Total non-jumbo time deposits, which include brokered time deposits, were \$711.7 million, an increase of \$123.3 million, or 20.9%, from \$588.4 million at December 31, 2008. Jumbo time deposits were \$763.1 million, an increase of \$136.2 million, or 22%, from \$626.9 million at December 31, 2008.

At June 30, 2009, 13.1% of total deposits were non-interest bearing demand deposits, 60.4% were time deposits and 26.5% were interest bearing demand and saving deposits. By comparison, at December 31, 2008, 15.7% of total deposits were non-interest bearing demand deposits, 62.7% were time deposits, and 21.6% were interest bearing demand and saving deposits. Time deposits continued to dominate the deposit composition. However, our focus on transaction accounts has helped to reduce our dependency in time deposits.

At June 30, 2009, we had a total of \$71.5 million in brokered time deposits, \$15.3 million in other brokered deposits and \$200.0 million in California State Treasurer deposits, compared to \$294.3 million, \$0 and \$200.0 million at December 31, 2008, respectively. The weighted average life of the brokered time deposits as of June 30, 2009 is 0.7 years with a weighted average rate of 1.42%. The California State Treasurer deposits have one to three-month maturities with a weighted average interest rate of 0.22% at June 30, 2009 and were collateralized with securities with a carrying value of \$258.8 million. As we grew retail deposits in 2009, we significantly reduced our reliance in brokered deposits.

Other Borrowings. Advances may be obtained from the FHLB as an alternative source of funds. Advances from the FHLB are typically secured by a pledge of commercial real estate loans and/or securities with a market value at least equal to the outstanding advances plus our investment in FHLB stock.

At June 30, 2009 and December 31, 2008, we had \$350.0 million of FHLB advances with average remaining maturities of 3.0 years and 3.4 years, respectively. The weighted average rate was 3.75% and 3.70% at June 30, 2009 and at December 31, 2008, respectively.

The Company also has an unsecured line of credit with FHLB-SF with overnight terms. The maximum borrowing line cannot exceed 18% of the Bank's Tier1 capital. The line is subject to market conditions and the Bank's financial condition, and is provided at the sole discretion of the FHLB-SF.

At June 30, 2009 and December 31, 2008, five wholly-owned subsidiary grantor trusts established by Nara Bancorp had issued \$38 million of pooled trust preferred securities (trust preferred securities). Trust preferred securities accrue and pay distributions periodically at specified annual rates as provided in the related indentures. The trusts used the net proceeds from the offering to purchase a like amount of subordinated debentures (the debentures) of Nara Bancorp. The debentures are the sole assets of the trusts. Nara Bancorp's obligations under the subordinated debentures and related documents, taken together, constitute a full and unconditional guarantee by Nara Bancorp of the obligations of the trusts. The trust preferred securities are mandatorily redeemable upon the maturity of the debentures, or upon earlier redemption as provided in the indentures. Nara Bancorp has the right to redeem the debentures in whole (but not in part) on or after specific dates, at a redemption price specified in the indentures plus any accrued but unpaid interest to the redemption date.

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Off-Balance-Sheet Activities and Contractual Obligations

We routinely engage in activities that involve, to varying degrees, elements of risk that are not reflected, in whole or in part, in the consolidated financial statements. These activities are part of our normal course of business and include traditional off-balance-sheet credit-related financial instruments, interest rate swap contracts, operating leases and long-term debt.

Traditional off-balance-sheet credit-related financial instruments are primarily commitments to extend credit and standby letters of credit. These activities could require us to make cash payments to third parties in the event certain specified future events occur. The contractual amounts represent the extent of our exposure in these off-balance-sheet activities. However, since certain off-balance-sheet commitments, particularly standby letters of credit, are expected to expire or be only partially used, the total amount of commitments does not necessarily represent future cash requirements. These activities are necessary to meet the financing needs of our customers.

We enter into interest rate swap contracts under which we are required to either receive cash from or pay cash to counterparties depending on changes in interest rates. We also purchased interest rate caps to protect against a rise in interest rates. We utilize interest rate swap contracts and interest rate caps to help manage the risk of changing interest rates.

We do not anticipate that our current off-balance-sheet activities will have a material impact on our future results of operations or our financial condition. Further information regarding our financial instruments with off-balance-sheet risk can be found in Item 3 Quantitative and Qualitative Disclosures about Market Risk .

We continue to lease our banking facilities and equipment under non-cancelable operating leases with terms providing monthly payments over periods up to 30 years.

Stockholders Equity and Regulatory Capital

To ensure adequate levels of capital, we manage our capital needs as part of our strategic planning process, which includes a capital policy and a capital plan. We consider the capital levels required by law as a starting point, and set initial target capital ratios, based on a risk assessment of the Bank's operations. Our capital policy specifies the sources of additional capital should the Company decide to increase capital.

Total stockholders' equity was \$281.4 million at June 30, 2009 and \$290.0 million at December 31, 2008. The decrease was due to a (\$9.2 million) net loss for the six months ended June 30, 2009 offset by an increase in the net unrealized gains on securities available for sale, net of tax. Our tangible common equity to tangible assets was 6.45% at June 30, 2009, compared to 8.20% at December 31, 2008. The decline was attributable to the increase in tangible assets.

The federal banking agencies require a minimum ratio of qualifying total capital to risk-weighted assets of 8% and a minimum ratio of Tier I capital to risk-weighted assets of 4%. In addition to the risk-based guidelines, federal banking regulators require banking organizations to maintain a minimum amount of Tier I capital to average total assets of 4%, referred to as the leverage ratio. Capital requirements apply to the Company and the Bank separately. In addition to these uniform risk-based capital guidelines and leverage ratios that apply across the industry, the regulators have the discretion to set individual minimum capital requirements for specific institutions at rates significantly above the minimum guidelines and ratios.

At June 30, 2009, our Tier I capital, defined as stockholders' equity less intangible assets, plus proceeds from the trust preferred securities (subject to limitations), was \$315.4 million, compared to \$324.9 million at December 31, 2008, representing a decrease of \$9.5 million, or 2.9%. This decrease was primarily due to the net loss for the first half of 2009, which was offset by an increase in the net unrealized gains on securities available for sale. At June 30, 2009, the total capital to risk-weighted assets ratio was 14.6% and the Tier I capital to risk-weighted assets ratio was 13.4%. The Tier I leverage capital ratio was 10.5% at June 30, 2009.

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As of June 30, 2009 and December 31, 2008, the most recent regulatory notification categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, the Bank must maintain minimum total risk-based, Tier I risk-based and Tier I leverage capital ratios as set forth in the table below. There are no conditions or events since the notification that management believes have changed the Bank's category.

The Company's and the Bank's actual capital amounts and ratios are presented in the tables below:

| | Actual | | Required For Capital Adequacy Purposes | | Required To Be Well Capitalized under Prompt Corrective Action Provisions | |
|---|------------|-------|--|-------|---|-------|
| | Amount | Ratio | Amount | Ratio | Amount | Ratio |
| As of June 30, 2009: | | | | | | |
| Total capital (to risk-weighted assets): | | | | | | |
| Company | \$ 345,116 | 14.6% | \$ 188,686 | 8.0% | N/A | N/A |
| Bank | \$ 341,997 | 14.5% | \$ 188,435 | 8.0% | \$ 235,544 | 10.0% |
| Tier I capital (to risk-weighted assets): | | | | | | |
| Company | \$ 315,376 | 13.4% | \$ 94,343 | 4.0% | N/A | N/A |
| Bank | \$ 312,295 | 13.3% | \$ 94,218 | 4.0% | \$ 141,327 | 6.0% |
| Tier I capital (to average assets): | | | | | | |
| Company | \$ 315,376 | 10.5% | \$ 120,136 | 4.0% | N/A | N/A |
| Bank | \$ 312,295 | 10.4% | \$ 120,014 | 4.0% | \$ 150,017 | 5.0% |

| | Actual | | Required For Capital Adequacy Purposes | | Required To Be Well Capitalized under Prompt Corrective Action Provisions | |
|---|------------|-------|--|-------|---|-------|
| | Amount | Ratio | Amount | Ratio | Amount | Ratio |
| As of December 31, 2008: | | | | | | |
| Total capital (to risk-weighted assets): | | | | | | |
| Company | \$ 353,458 | 15.6% | \$ 181,733 | 8.0% | N/A | N/A |
| Bank | \$ 347,941 | 15.3% | \$ 181,481 | 8.0% | \$ 226,852 | 10.0% |
| Tier I capital (to risk-weighted assets): | | | | | | |
| Company | \$ 324,914 | 14.3% | \$ 90,866 | 4.0% | N/A | N/A |
| Bank | \$ 319,435 | 14.1% | \$ 90,741 | 4.0% | \$ 136,111 | 6.0% |
| Tier I capital (to average assets): | | | | | | |
| Company | \$ 324,914 | 12.6% | \$ 103,053 | 4.0% | N/A | N/A |
| Bank | \$ 319,435 | 12.4% | \$ 102,800 | 4.0% | \$ 128,500 | 5.0% |

Liquidity Management

Liquidity risk is the risk to earnings or capital resulting from our inability to meet our obligations when they come due without incurring unacceptable losses. Liquidity risk includes the ability to manage unplanned decreases or changes in funding sources and to recognize or address changes in market conditions that affect our ability to liquidate assets quickly and with a minimum loss of value or to access other sources of cash. Factors considered in liquidity risk management are stability of the deposit base, marketability, maturity, and pledging of investments, alternative sources of funds, and the demand for credit.

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Our sources of liquidity are derived from financing activities, which include customer and broker deposits, federal funds facilities, deposits from the California State Treasurer, advances from the Federal Home Loan Bank of San Francisco and borrowings from the Federal Reserve Bank. In addition, these funding sources are augmented by payments of principal and interest on loans and the routine liquidation of securities from our available-for-sale portfolio. Our uses of funds include withdrawal of and interest payments on deposits, repayments of borrowed funds, originations of loans, purchases of investment securities, purchases of premises and equipment, payment of dividends and payment of operating expenses.

We manage liquidity risk by managing interest-earning assets and interest-bearing liabilities, and by maintaining alternative sources of funds as described above. The sale of investment securities available-for-sale can also serve as a contingent source of funds.

During the first half of 2009, the Company focused on managing liquidity by emphasizing core deposit growth. Core deposits increased \$600 million, which enabled us to reduce brokered deposits by \$217 million.

To augment core deposits, we have established brokered deposit relationships, deposits from the State Treasurer secured by investment securities and credit facilities with correspondent banks, including the Federal Home Loan Bank of San Francisco and the Federal Reserve Bank. At June 30, 2009, our total borrowing capacity from such borrowing sources was \$1.9 billion, of which \$1.2 billion was available to borrow. In addition to these lines, our liquid assets include cash and due from banks, federal funds sold, and securities available for sale that are not pledged. The aggregate book value of these assets totaled \$704.4 million at June 30, 2009 compared to \$204.4 million at December 31, 2008. We believe our liquidity sources to be stable and adequate.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The objective of our asset and liability management activities is to improve our earnings by adjusting the type and mix of assets and liabilities to effectively address changing conditions and risks. Through overall management of our balance sheet and by controlling various risks, we seek to optimize our financial returns within safe and sound parameters. Our operating strategies for attaining this objective include managing net interest margin through appropriate risk/return pricing of assets and liabilities and emphasizing growth in retail deposits, as a percentage of interest-bearing liabilities, to reduce our cost of funds. We also seek to improve earnings by controlling non-interest expense, and enhancing non-interest income. We also use risk management instruments to modify interest rate characteristics of certain assets and liabilities to hedge against our exposure to interest rate fluctuations with the objective of, reducing the effects these fluctuations might have on associated cash flows or values. Finally, we perform internal analyses to measure, evaluate and monitor risk.

Interest Rate Risk

Interest rate risk is the most significant market risk impacting us. Market risk is the risk of loss to future earnings, to fair values of our assets and liabilities, or to future cash flows that may result from changes in the price of a financial instrument. Interest rate risk occurs when interest rate sensitive assets and liabilities do not reprice simultaneously and in equal volume. A key objective of asset and liability management is to manage interest rate risk associated with changing asset and liability cash flows and values of our assets and liabilities and market interest rate movements. The management of interest rate risk is governed by policies reviewed and approved annually by the Board of Directors. Our Board delegates responsibility for interest rate risk management to the Asset Liability Committee of the Board and to the Asset and Liability Management Committee (ALCO), which is composed of Nara Bank's senior executives and other designated officers.

The fundamental objective of our ALCO is to manage our exposure to interest rate fluctuations while maintaining adequate levels of liquidity and capital. Our ALCO meets regularly to monitor interest rate risk, the sensitivity of our assets and liabilities to interest rate changes, the book and market values of assets and liabilities, investment activities and directs changes in the composition of the statement of financial condition. Our strategy has been to reduce the sensitivity of our earnings to interest rate fluctuations by more closely matching the effective

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maturities or repricing characteristics of our assets and liabilities. Certain assets and liabilities, however, may react in different degrees to changes in market interest rates. Furthermore, interest rates on certain types of assets and liabilities may fluctuate prior to changes in market interest rates, while interest rates on other types may lag behind. We consider the anticipated effects of these factors when implementing our interest rate risk management objectives.

Interest Rate Sensitivity

We monitor interest rate risk through the use of a simulation model. The simulation model provides us with the ability to simulate our net interest income. In order to measure, at June 30, 2009, the sensitivity of our forecasted net interest income to changing interest rates, both rising and falling interest rate scenarios were projected and compared to base market interest rate forecasts. One application of our simulation model measures the impact of market interest rate changes on the net present value of estimated cash flows from our assets and liabilities, defined as our market value of equity. This analysis assesses the changes in market values of interest rate sensitive financial instruments that would occur in response to immediate and parallel changes in market interest rates.

Our net interest income and market value of equity exposed to immediate and parallel hypothetical changes in market interest rates are illustrated in the following table.

| Simulated Rate Changes | June 30, 2009 | | December 31, 2008 | |
|------------------------|---|-----------------------------------|---|-----------------------------------|
| | Estimated Net Interest Income Sensitivity | Market Value of Equity Volatility | Estimated Net Interest Income Sensitivity | Market Value of Equity Volatility |
| + 200 basis points | 0.65% | (14.4)% | 3.36% | (9.04)% |
| + 100 basis points | (0.62)% | (6.6)% | 1.83% | (3.97)% |
| - 100 basis points | 0.80% | 4.88% | (2.29)% | 3.22% |
| - 200 basis points | (1.34)% | 7.40% | (8.61)% | 3.51% |

The results obtained from using the simulation model are somewhat uncertain as the model does not take into account other impacts or changes and the effect they could have on Company's business or changes in business strategy the Company might make in reaction to changes in the interest rate environment.

Item 4. Controls and Procedures**Evaluation of Disclosure Controls and Procedures**

We conducted an evaluation under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934) for the period ended June 30, 2009. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer determined that our disclosure controls and procedures were effective.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting during the quarter ended June 30, 2009 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents**PART II****OTHER INFORMATION****Item 1. Legal Proceedings**

The Chung Lawsuit described in the Company's Form 10-K for the period ended December 31, 2008 is continuing with discovery. The Company believes the Chung Lawsuit is without merit.

We are also a party to routine litigation incidental to our business, none of which is believed by management to be material.

Item 1A. Risk Factors

There were no material changes from risk factors previously disclosed in our 2008 Annual Report on Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None

Item 3. Defaults Upon Senior Securities

None

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

- (a) The Company held its Annual Meeting of Stockholders on May 28, 2009.
- (b) The following directors were elected at the Annual Meeting to serve until the next annual meeting: Howard N. Gould, Min J. Kim, Chong-Moon Lee, Jesun Paik, Hyon Man Park (John H. Park), Ki Suh Park, Terry Schwakopf, James P. Staes, and Scott Yook-Suk Whang.
- (c) At the Annual Meeting, shareholders approved the election of directors, the ratification of the selection of Crowe Horwath LLP as our independent registered public accounting firm for the year ending December 31, 2009, and the nonbinding resolution approval of executive compensation. The results of the voting were as follows:

| Matter | Votes For | Votes Against | Votes Withheld | Abstentions | Broker Non-Votes |
|------------------------------|------------|---------------|----------------|-------------|------------------|
| Election of Directors | | | | | |
| Howard N. Gould | 19,977,843 | | 564,639 | | |
| Min J. Kim | 20,125,123 | | 417,359 | | |
| Chong-Moon Lee | 18,641,851 | | 1,900,631 | | |
| Jesun Paik | 20,176,365 | | 366,117 | | |

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| | | | |
|--|-------------------|----------------|----------------|
| John Hyon Man Park | 20,176,270 | | 366,212 |
| Ki Suh Park | 20,025,665 | | 516,817 |
| Terry Schwakopf | 20,176,165 | | 366,317 |
| James P. Staes | 20,170,965 | | 371,517 |
| Scott Yoon-suk Whang | 20,172,505 | | 369,977 |
| Ratify the Selection of Crowe Horwath Company LLP | 20,377,472 | 126,482 | 38,528 |
| Nonbinding Resolution to Approve Executive Compensation | 19,479,429 | 722,905 | 340,148 |

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Item 5. Other Information
None

Item 6. Exhibits
See Index to Exhibits .

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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.

NARA BANCORP, INC.

Date: August 5, 2009

/s/ Min J. Kim
Min J. Kim
President and Chief Executive Officer

Date: August 5, 2009

/s/ Alvin D. Kang
Alvin D. Kang
Chief Financial Officer
(Principal financial officer)

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INDEX TO EXHIBITS

| Exhibit Number | Description |
|---------------------------|---|
| 3.1 | Certificate of Incorporation of the Company, filed with the Delaware Secretary of State on June 5, 2000 (incorporated herein by reference to the Registration Statement on Form S-4 filed with the Securities and Exchange Commission (SEC) on November 16, 2000) |
| 3.2 | Certificate of Amendment of Certificate of Incorporation of the Company, filed with the Delaware Secretary of State on May 31, 2002 (incorporated herein by reference to the Registration Statement on Form S-8 Exhibit 3.3 filed with the SEC on February 5, 2003) |
| 3.3 | Certificate of Amendment of Certificate of Incorporation of the Company, filed with the Delaware Secretary of State on June 1, 2004 (incorporated herein by reference to the Registration Statement on Form 10-Q Exhibit 3.1.1 filed with the SEC on November 8, 2004) |
| 3.4 | Certificate of Amendment of Certificate of Incorporation of the Company, filed with the Delaware Secretary of State on November 2, 2005 (incorporated herein by reference to the Registration Statement on DEF14 A, Appendix B filed with the SEC on September 6, 2005) |
| 3.5 | Certificate of Amendment of Certificate of Incorporation of the Company, filed with the Delaware Secretary of State on July 20, 2007 (incorporated herein by reference to the Registration Statement on DEF14 A, Appendix C filed with the SEC on April 19, 2007) |
| 3.6 | Amended and Restated Bylaws of Nara Bancorp, Inc. (incorporated herein by reference to Current Report on Form 8-K Exhibit 3.1 filed with the SEC on December 28, 2007) |
| 10.1 | Nara Bank Long Term Incentive Agreement entered into by executive officer Bonita I. Lee dated February 12, 2009 * |
| 10.2 | Change in Control Agreement entered into by executive officer Bonita Lee dated February 12, 2009 * |
| 10.3 | Change in Control Agreement entered into by executive officer Mark H. Lee dated May 14, 2009* |
| 31.1 | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002* |
| 31.2 | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002* |
| 32.1 | Certification of Chief Executive Officer pursuant to Section 906 of the Public Company Accounting Reform and Investor Protection Act of 2002* |
| 32.2 | Certification of Chief Financial Officer pursuant to section 906 of the Public Company Accounting Reform and Investor Protection Act of 2002* |

* **Filed herewith**