

FIRST PACTRUST BANCORP INC  
Form 10-K/A  
July 22, 2005

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## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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### FORM 10-K/A

(Amendment No. 2)

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FOR ANNUAL AND TRANSITION REPORTS  
PURSUANT TO SECTIONS 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

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

For the fiscal year ended December 31, 2004

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 000-49806

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**FIRST PACTRUST BANCORP, INC.**

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(Exact name of registrant as specified in its charter)

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<b>Maryland</b> (State or other jurisdiction of incorporation or organization)	<b>04-3639825</b> (I.R.S. Employer Identification No.)
<b>610 Bay Boulevard, Chula Vista, California</b> (Address of Principal Executive Offices)	<b>91910</b> (Zip Code)

Registrant's telephone number, including area code: (619) 691-1519

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Securities Registered Pursuant to Section 12(b) of the Act:

None

Securities Registered Pursuant to Section 12(g) of the Act:

Common Stock, par value \$0.01 per share

(Title of class)

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Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 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

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-K contained herein, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Check whether the Registrant is an accelerated filer. YES  NO

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The aggregate market value of the voting stock held by non-affiliates of the registrant, computed by reference to the closing price of such stock on the Nasdaq System as of June 30, 2004, was \$96.7 million. (The exclusion from such amount of the market value of the shares owned by any person shall not be deemed an admission by the registrant that such person is an affiliate of the registrant.) As of July 22, 2005, there were issued and outstanding 4,544,500 shares of the Registrant's Common Stock.

### **DOCUMENTS INCORPORATED BY REFERENCE**

PART III of Form 10-K Portions of the Proxy Statement for the Annual Meeting of Shareholders to be held during April 2005.

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**EXPLANATORY NOTE**

This Amendment No. 2 on Form 10-K/A filed by First PacTrust Bancorp, Inc. (the Company ) amends the Company s Annual Report on Form 10-K for the annual period ended December 31, 2004 originally filed on March 16, 2005 and Amendment No. 1 filed on May 2, 2005.

The purpose of this Amendment No. 2 is to include the conformed signature of Crowe Chizek and Company LLP, independent registered public accounting firm, in its report included in Item 8 of Part II, which was inadvertently omitted in the original filing, and to provide updated certifications as Exhibits 31.1, 31.2 and 32.0.

This Amendment No. 2 does not amend or update the information in the Company s Annual Report in any way other than to give effect to the amendments described above.

**Item 8. Financial Statements and Supplementary Data**

FIRST PACTRUST BANCORP, INC.

Chula Vista, California

CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2004, 2003, and 2002

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors

First PacTrust Bancorp, Inc.

Chula Vista, California

We have audited the accompanying consolidated statements of financial condition of First PacTrust Bancorp, Inc. as of December 31, 2004 and 2003, and the related consolidated statements of income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2004. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of First PacTrust Bancorp, Inc. as of December 31, 2004 and 2003, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2004, in conformity with US generally accepted accounting principles.

/s/ Crowe Chizek and Company LLP

Livingston, New Jersey

March 5, 2005

## FIRST PACTRUST BANCORP, INC.

## CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

December 31, 2004 and 2003

(Amounts in thousands, except share and per share data)

	<u>2004</u>	<u>2003</u>
<b>ASSETS</b>		
Cash and due from banks	\$ 5,783	\$ 6,705
Federal funds sold	670	1,110
Interest-bearing deposits	5,862	3,760
	<u>12,315</u>	<u>11,575</u>
Total cash and cash equivalents	12,315	11,575
Interest-bearing deposit in other financial institutions	2,490	500
Securities available-for-sale	10,019	6,419
Federal Home Loan Bank stock, at cost	7,784	8,293
Loans, net of allowance of \$4,430 in 2004 and \$4,232 in 2003	628,724	587,251
Accrued interest receivable	2,255	2,121
Premises and equipment, net	5,279	5,372
Other assets	5,594	2,433
	<u>\$ 674,460</u>	<u>\$ 623,964</u>
Total assets	\$ 674,460	\$ 623,964
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
Deposits:		
Non-interest-bearing	\$ 15,561	\$ 12,327
Interest-bearing checking	69,992	55,838
Money market accounts	75,641	65,541
Savings accounts	63,258	52,843
Certificates of deposit	229,129	203,376
	<u>453,581</u>	<u>389,925</u>
Total deposits	453,581	389,925
Advances from Federal Home Loan Bank	135,500	147,000
Accrued expenses and other liabilities	5,988	2,500
	<u>595,069</u>	<u>539,425</u>
Total liabilities	595,069	539,425
Shareholders equity:		
Preferred stock, \$.01 par value per share, 5,000,000 shares authorized, no shares issued and outstanding		
Common stock, \$.01 par value; 20,000,000 shares authorized; 2004 5,445,000 shares issued, 2003 5,455,000 shares issued	54	55
Additional paid-in capital	65,281	64,966
Retained earnings	37,385	34,137
Treasury stock, at cost (2004 800,100, 2003 393,600 shares)	(17,180)	(8,016)
Unearned employee stock ownership plan (2004 296,240 shares, 2003 - 338,560 shares)	(3,555)	(4,063)
Unearned employee stock award shares (2004 143,560, 2003 148,000 shares)	(2,594)	(2,591)
Accumulated other comprehensive income		51
	<u>79,391</u>	<u>84,539</u>
Total shareholders equity	79,391	84,539

Total liabilities and shareholders' equity	\$ 674,460	\$ 623,964
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See accompanying notes to consolidated financial statements.

## FIRST PACTRUST BANCORP, INC.

## CONSOLIDATED STATEMENTS OF INCOME

Years ended December 31, 2004, 2003, and 2002

(Amounts in thousands, except share and per share data)

	<u>2004</u>	<u>2003</u>	<u>2002</u>
Interest and dividend income			
Loans, including fees	\$ 31,188	\$ 26,973	\$ 20,406
Securities	154	435	818
Dividends and other interest-earning assets	391	313	610
	<u>31,733</u>	<u>27,721</u>	<u>21,834</u>
Total interest and dividend income	31,733	27,721	21,834
Interest expense			
Savings	605	495	688
Checking	768	381	376
Money market	1,081	931	1,100
Certificates of deposit	5,392	4,220	4,564
Federal Home Loan Bank advances	3,580	3,132	1,382
	<u>11,426</u>	<u>9,159</u>	<u>8,110</u>
Total interest expense	11,426	9,159	8,110
<b>Net interest income</b>	<b>20,307</b>	<b>18,562</b>	<b>13,724</b>
Provision for loan losses	238	1,272	1,109
	<u>20,069</u>	<u>17,290</u>	<u>12,615</u>
<b>Net interest income after provision for loan losses</b>	<b>20,069</b>	<b>17,290</b>	<b>12,615</b>
Noninterest income			
Customer service fees	1,219	1,092	954
Mortgage loan prepayment penalties	206	151	
Net gain on sales of securities available-for-sale	93		
Other	32	38	95
	<u>1,550</u>	<u>1,281</u>	<u>1,049</u>
Total noninterest income	1,550	1,281	1,049
Noninterest expense			
Salaries and employee benefits	7,069	6,004	4,605
Occupancy and equipment	1,778	1,847	1,929
Advertising	344	399	282
Professional fees	362	276	150
Stationary, supplies, and postage	393	458	398
Data processing	804	797	561
ATM costs	495	509	432
Impairment Loss on Equity Investment	311		
Other general and administrative	1,102	1,220	714
	<u>12,658</u>	<u>11,510</u>	<u>9,071</u>
Total noninterest expense	12,658	11,510	9,071
<b>Income before income taxes</b>	<b>8,961</b>	<b>7,061</b>	<b>4,593</b>

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Income tax expense	3,886	2,960	1,957
Net income	<u>\$ 5,075</u>	<u>\$ 4,101</u>	<u>\$ 2,636</u>
Basic earnings per share	<u>\$ 1.18</u>	<u>\$ .86</u>	<u>\$ .23</u>
Diluted earnings per share	<u>\$ 1.16</u>	<u>\$ .85</u>	<u>\$ .23</u>

See accompanying notes to consolidated financial statements.

## FIRST PACTRUST BANCORP, INC.

## CONSOLIDATED STATEMENTS OF SHAREHOLDERS EQUITY

Years ended December 31, 2004, 2003, and 2002

(Amounts in thousands, except share and per share data)

	Common Stock	Additional Paid-in Capital	Retained Earnings	Treasury Stock	Unearned ESOP	Unearned Stock Awards	Accumulated Other Comprehensive Income (Loss)	Total
Balance at January 1, 2002			28,669				52	28,721
Issuance of stock	53	61,707			(5,078)			56,682
Employee stock ownership plan shares earned		126			507			633
Comprehensive income:								
Net income			2,636					2,636
Change in net unrealized gain on securities available-for-sale, net of reclassification and tax effects							209	209
Total comprehensive income								2,845
Balance at December 31, 2002	53	61,833	31,305		(4,571)		261	88,881
Comprehensive income:								
Net income			4,101					4,101
Change in net unrealized gain on securities available-for-sale, net of reclassification and tax effects							(210)	(210)
Total comprehensive income								3,891
Issuance of stock awards	2	2,843		102		(2,947)		
Stock awards earned						356		356
Purchase of 398,600 shares of treasury stock				(8,118)				(8,118)
Employee stock ownership plan shares earned		290			508			798
Dividends declared (\$.26 per share)			(1,269)					(1,269)
Balance at December 31, 2003	55	64,966	34,137	(8,016)	(4,063)	(2,591)	51	84,539
Comprehensive income:								
Net income			5,075					5,075
Change in net unrealized gain on securities available-for-sale, net of reclassification and tax effects							(51)	(51)
Total comprehensive income								5,024

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Forfeiture and retirement of Stock	(1)	(171)	(41)	212	(1)			
Issuance of stock awards		(47)	936	(889)				
Stock awards earned				674	674			
Purchase of 448,300 shares of treasury stock			(10,059)		(10,059)			
Employee stock ownership plan shares earned		484		508	992			
Tax Benefits of RRP Shares Vesting		49			49			
Dividends declared (\$.42 per share)			(1,827)		(1,827)			
Balance at December 31, 2004	\$ 54	\$ 65,281	\$ 37,385	\$ (17,180)	\$ (3,555)	\$ (2,594)	\$ -	\$ 79,391

See accompanying notes to consolidated financial statements.

## FIRST PACTRUST BANCORP, INC.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

Years ended December 31, 2004, 2003, and 2002

(Amounts in thousands, except share and per share data)

	<u>2004</u>	<u>2003</u>	<u>2002</u>
<b>Cash flows from operating activities</b>			
Net income	\$ 5,075	\$ 4,101	\$ 2,636
Adjustments to reconcile net income to net cash provided by operating activities			
Provision for loan losses	238	1,272	1,109
Net amortization of securities	30	220	181
Depreciation and amortization	472	415	494
Employee stock ownership plan compensation expense	992	798	633
Stock award compensation expense	674	356	
Realized gain on sales of securities available-for-sale, net	(93)		
Impairment of equity investment	311		
Loss on disposal of premises and equipment	37	8	
Deferred income tax benefit	(269)	(127)	(110)
Federal Home Loan Bank stock dividends	(324)	(276)	(106)
Net change in:			
Deferred loan fees	14	(614)	(530)
Accrued interest receivable	(134)	(312)	(349)
Other assets	1,297	(802)	935
Accrued expenses and other liabilities	862	1,278	(217)
Net cash provided by operating activities	<u>9,182</u>	<u>6,317</u>	<u>4,676</u>
<b>Cash flows from investing activities</b>			
Proceeds from sales of securities available-for-sale	10,556		
Proceeds from maturities and principal repayments of securities available-for-sale	1,270	11,755	6,681
Purchases of securities available-for-sale	(15,449)	(19)	(11,577)
Purchases of equity investment	(1,791)		
Loan originations and principal collections, net	(41,181)	(171,064)	(129,732)
Purchase of loans	(544)		(19,403)
Increase in other interest-bearing deposits	(1,990)	(500)	
Additions to premises and equipment	(416)	(632)	(1,794)
Redemption of Federal Home Loan Bank stock	833		
Purchase of Federal Home Loan Bank stock		(3,512)	(1,890)
Net cash used in investing activities	<u>(48,712)</u>	<u>(163,972)</u>	<u>(157,715)</u>
<b>Cash flows from financing activities</b>			
Net increase in deposits	63,656	110,211	27,760
Net change in Federal Home Loan Bank open line	(500)	8,900	16,100
Repayments of Federal Home Loan Bank advances	(28,000)	(20,000)	(83,100)
Proceeds from Federal Home Loan Bank advances	17,000	68,000	129,100
Net proceeds from stock issuance			56,682
Purchase of treasury stock	(10,059)	(8,118)	
Dividends paid on common stock	(1,827)	(1,269)	
Net cash provided by financing activities	<u>40,270</u>	<u>157,724</u>	<u>146,542</u>

(Continued)

FIRST PACTRUST BANCORP, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

Years ended December 31, 2004, 2003, and 2002

(Amounts in thousands, except share and per share data)

	<u>2004</u>	<u>2003</u>	<u>2002</u>
Net change in cash and cash equivalents	\$ 740	\$ 69	\$ (6,497)
Cash and cash equivalents at beginning of year	<u>11,575</u>	<u>11,506</u>	<u>18,003</u>
<b>Cash and cash equivalents at end of year</b>	<b>\$ 12,315</b>	<b>\$ 11,575</b>	<b>\$ 11,506</b>
<b>Supplemental cash flow information</b>			
Interest paid on deposits and borrowed funds	\$ 11,368	\$ 8,941	\$ 8,101
Income taxes paid	2,547	4,466	2,108
<b>Supplemental disclosure of noncash activities</b>			
Amount due from servicing agent			13,727
Commitment for additional equity investment	2,709		

See accompanying notes to consolidated financial statements.

FIRST PACTRUST BANCORP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2004, 2003, and 2002

(Amounts in thousands, except share and per share data)

**NOTE 1 - CONVERSION TO STOCK FORM OF OWNERSHIP**

On March 1, 2002, the Board of Directors of Pacific Trust Bank (the Bank) adopted a plan of conversion to convert from a federally chartered mutual savings bank to a federally chartered stock savings bank with the concurrent formation of a holding company. The conversion was accomplished through the sale of all of the Bank's stock to First PacTrust Bancorp, Inc. (the Company) and the sale of the Company's stock to the public on August 22, 2002.

In connection with the conversion, the Company issued 5,290,000 shares of common stock for gross proceeds of \$63.5 million. The Company loaned \$5.1 million to the Bank's employee stock ownership plan (ESOP) to purchase stock in the offering and incurred \$1.7 million of expenses associated with the offering, resulting in net proceeds of \$56.7 million. The aggregate purchase price was determined by an independent appraisal. The Bank issued all of its outstanding capital stock to the Company in exchange for one-half of the net proceeds of the offering.

In accordance with Statement of Financial Accounting Standards No. 141, *Business Combinations*, when accounting for a transfer of assets or exchange of shares between entities under common control, the entity that receives the net assets or the equity interests shall initially recognize the assets and liabilities transferred at their carrying amounts in the accounts of the transferring entity at the date of transfer. Therefore, First PacTrust Bancorp, Inc. recorded the acquisition of the Bank at historical cost.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Principles of Consolidation: The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, the Bank. All significant intercompany transactions and balances are eliminated in consolidation.

Nature of Operations: The only business of the Company is the ownership of the Bank. The Bank is a federally chartered stock savings bank and member of the Federal Home Loan Bank (FHLB) system, which maintains insurance on deposit accounts with the Savings Association Insurance Fund (SAIF) of the Federal Deposit Insurance Corporation. The Bank is engaged in the business of retail banking with operations conducted through its main office and eight branches located in the San Diego and Riverside counties.

The accounting and reporting policies of the Company are based upon accounting principles generally accepted in the United States of America and conform to predominant practices within the banking industry. Significant accounting policies followed by the Company are presented below.

(Continued)

FIRST PACTRUST BANCORP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2004, 2003, and 2002

(Amounts in thousands, except share and per share data)

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (Continued)

Use of Estimates in the Preparation of Financial Statements: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. Actual results could differ from those estimates. The collectibility of loans, fair value of financial instruments, and status of contingencies are particularly subject to change.

Cash Flows: Cash and cash equivalents include cash on hand, deposits with other financial institutions under 90 days, and daily federal funds sold. The Company reports net cash flows for customer loan transactions and deposit transactions and interest bearing deposits in other financial institutions.

Interest-bearing Deposits in Other Financial Institutions: Interest-bearing deposits in other financial institutions mature within one year and are carried at cost.

Securities: Debt securities are classified as held to maturity when the Company has the positive intent and ability to hold those securities to maturity. Accordingly, they are stated at cost, adjusted for amortization of premiums and accretion of discounts. All other securities are classified as available for sale since the Company may decide to sell those securities in response to changes in market interest rates, liquidity needs, changes in yields or alternative investments, and for other reasons. These securities are carried at fair value with unrealized holding gains and losses, net of taxes, reported in other comprehensive income. Other securities such as Federal Home Loan Bank stock are carried at cost.

Interest income includes amortization of purchase premium or discount. Gains and losses on sales are recorded on the trade date and based on the amortized cost of the security sold.

Declines in the fair value of securities below their cost that are other than temporary are reflected as realized losses. In estimating other-than-temporary losses, management considers: (1) the length of time and extent that fair value has been less than cost, (2) the financial condition and near term prospects of the issuer, and (3) the Company's ability and intent to hold the security for a period sufficient to allow for any anticipated recovery in fair value.

Affordable Housing Fund: The Company has a 19% equity investment in an affordable housing fund totaling \$4.2 million, with a commitment to fund an additional \$300, for purposes of obtaining tax credits and for Community Reinvestment Act purposes. This investment is recorded in other assets on the balance sheet and is accounted for using the equity method of accounting. Under the equity method of accounting, the Company recognizes its ownership share of the profits and losses of the Fund. This investment is regularly evaluated for impairment by

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comparing the carrying value to the remaining tax credits expected to be received. In December 2004, the Company recognized an impairment charge on an equity investment in an affordable housing fund which was considered to have other than temporary loss. The Company adjusted the basis (carrying value) of the security to reflect its fair value at the date of impairment recognizing a loss of \$311.

Loans: Loans that management has the intent and ability to hold for the foreseeable future or until maturity or repayment are reported at the principal balance outstanding, net of unearned interest, deferred loan fees and costs, and an allowance for loan losses.

(Continued)

FIRST PACTRUST BANCORP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2004, 2003, and 2002

(Amounts in thousands, except share and per share data)

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (Continued)

Interest income is reported on the interest method and includes amortization of net deferred loan fees and costs over the loan term. Interest income on mortgage and commercial loans is discontinued at the time the loan is 91 days delinquent unless the loan is well-secured and in process of collection. Consumer loans are typically charged off no later than 180 days past due. Payments received on such loans are reported as principal reductions. In all cases, loans are placed on nonaccrual or charged off at an earlier date if collection of principal or interest is considered doubtful.

All interest accrued but not received for loans placed on nonaccrual is reversed against interest income. Interest received on such loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Allowance for Loan Losses: The allowance for loan losses is a valuation allowance for probable incurred credit losses. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance. Management estimates the allowance balance required using past loan loss experience, peer group information, the nature and volume of the portfolio, information about specific borrower situations and estimated collateral values, economic conditions, and other factors. Allocations of the allowance may be made for specific loans, but the entire allowance is available for any loan that, in management's judgment, should be charged off.

The allowance consists of specific and general components. The specific component relates to loans that are individually classified as impaired or loans otherwise classified as substandard or doubtful. The general component covers non-classified loans and is based on historical loss experience adjusted for current factors.

A loan is impaired when full payment under the loan terms is not expected. Impairment is evaluated in total for smaller-balance loans of similar nature, such as residential mortgage and consumer loans, and on an individual loan basis for other loans. If a loan is impaired, a portion of the allowance is allocated so that the loan is reported, net, at the present value of estimated future cash flows using the loan's existing rate or at the fair value of collateral if repayment is expected solely from the collateral.

(Continued)

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FIRST PACTRUST BANCORP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2004, 2003, and 2002

(Amounts in thousands, except share and per share data)

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Servicing Agent Receivable: The Bank contracted with a servicing agent to process payments and service a portion of the Bank's real estate loan portfolio. The servicing agent remits cash receipts within 15 days of the end of each month for loan payments received. These cash amounts are reflected as due from servicing agent on the consolidated statements of financial condition. During April 2003, loan servicing was brought in-house and the contract with the servicing agent was canceled.

Premises and Equipment: Land is carried at cost. Premises and equipment are stated at cost less accumulated depreciation. Buildings are depreciated using the straight-line method with an average useful life of 39 years. Leasehold improvements are depreciated using the straight-line method over estimated useful lives not to exceed the lease term. Lease terms range up to ten years. Furniture, fixtures, and equipment are depreciated using the straight-line method with useful lives ranging from five to seven years. Maintenance and repairs are charged to expense as incurred, and improvements that extend the useful lives of assets are capitalized.

Long-term Assets: Premises and equipment, core deposit and other intangible assets, and other long-term assets are reviewed for impairment when events indicate their carrying amount may not be recoverable from future undiscounted cash flows. If impaired, the assets are recorded at fair value.

Loan Commitments and Related Financial Statements: Financial instruments include off-balance sheet credit instruments, such as commitments to make loans and commercial letters of credit, issued to meet customer financing needs. The face amount for these items represents the exposure to loss, before considering customer collateral or ability to repay. Such financial instruments are recorded when they are funded. Instruments, such as standby letters of credit, that are considered financial guarantees in accordance with FASB Interpretation No. 45 are recorded at fair value.

Stock Compensation: Employee compensation expense under stock options is reported using the intrinsic value method. No stock-based compensation cost is reflected in net income, as all options granted had an exercise price equal to the market price of the underlying common stock at date of grant. The following table illustrates the effect on net income and earnings per share if expense was measured using the fair value recognition provisions of FASB Statement No. 123, *Accounting for Stock-Based Compensation*.

(Continued)

FIRST PACTRUST BANCORP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2004, 2003, and 2002

(Amounts in thousands, except share and per share data)

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

	<u>2004</u>	<u>2003</u>
Net income as reported	\$ 5,075	\$ 4,101
Deduct: Stock-based compensation expense determined under fair value based method, net of tax	82	49
<b>Pro forma net income</b>	<b>\$ 4,993</b>	<b>\$ 4,052</b>
Basic earnings per share as reported	\$ 1.18	\$ .86
Pro forma basic earnings per share	1.16	.85
Diluted earnings per share as reported	1.16	.85
Pro forma diluted earnings per share	1.14	.84

The fair value of options granted and pro forma effects are computed using option pricing models, using the following weighted-average assumptions as of grant date.

	<u>April 21</u>	<u>May 14</u>
	<u>2004</u>	<u>2004</u>
<b>Date of Grant</b>		
Options granted	101,050	5,000
Estimated fair value of stock options granted	\$ 1.58	\$ 2.02
Assumptions used:		
Risk-free interest rate	3.52%	3.92%
Expected option life	5 years	5 years
Expected stock price volatility	4.93%	5.71%
Dividend yield	2.07%	2.01%

	<u>April 24</u>	<u>May 14</u>	<u>June 24</u>	<u>December 15</u>
	<u>2003</u>	<u>2003</u>	<u>2003</u>	<u>2003</u>
<b>Date of grant</b>				
Options granted	389,000	26,450	5,000	10,000
Estimated fair value of stock options granted	\$ 1.51	\$ 1.45	\$ 1.31	\$ 2.12
Assumptions used:				
Risk-free interest rate	2.92%	2.47%	2.21%	3.26%
Expected option life	5 years	5 years	5 years	5 years
Expected stock price volatility	8.77%	7.81%	7.18%	9.65%

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Dividend yield	1.41%	1.29%	1.29%	1.38%
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Income Taxes: The Company records income tax expense based on the amount of taxes due on its tax return, plus deferred taxes computed on the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities, using enacted tax rates. A valuation allowance, if needed reduces deferred tax assets to the amount expected to be realized.

Employee Stock Ownership Plan: The cost of shares issued to the ESOP but not yet allocated to participants is shown as a reduction of shareholders' equity. Compensation expense is based on the market price of shares as they are committed to be released to participant accounts. Dividends on allocated and/or unearned shares first reduces retained accrued interest and secondly principal.

(Continued)

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FIRST PACTRUST BANCORP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2004, 2003, and 2002

(Amounts in thousands, except share and per share data)

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Earnings Per Common Share: Basic earnings per common share is net income divided by the weighted average number of common shares outstanding during the period. ESOP shares are considered outstanding for this calculation unless unearned. Diluted earnings per common share includes the dilutive effect of additional potential common shares issuable under stock options and stock awards. Earnings per share are calculated beginning with August 22, 2002, the date of conversion.

Comprehensive Income: Comprehensive income consists of net income and other comprehensive income. Other comprehensive income includes unrealized gains and losses on securities available for sale, net of tax, which are also recognized as a separate component of equity.

New Accounting Standards: SOP 03-3 requires that a valuation allowance for loans acquired in a transfer, including in a business combination, reflect only losses incurred after acquisition and should not be recorded at acquisition. It applies to any loan acquired in a transfer that showed evidence of credit quality deterioration since it was made.

In March 2004, the FASB Emerging Issues Task Force ( EITF ) reached a consensus regarding EITF 03-1, The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments. The consensus clarifies the meaning of other-than-temporary impairment and its application to investments classified as either available-for-sale or held-to-maturity under SFAS 115, Accounting for Certain Investments in Debt and Equity Securities, and investments accounted for under the cost method or the equity method. The recognition and measurement guidance for which the consensus was reached is to be applied to other-than-temporary impairment evaluations. In September 2004, the Financial Accounting Standards Board ( FASB ) issued a final FASB Staff Position, FSP EITF Issue 03-01-1, which delays the effective date for the measurement and recognition guidance of EITF 03-01. The comment period is currently open related to this staff position. The implementation date is unknown until further guidance is issued by the FASB. We are currently evaluating the impact of adopting EITF 03-01.

SFAS 123R, Accounting for Stock-Based Compensation, Revised, requires all public companies to record compensation cost for stock options provided to employees in return for employee service. The cost is measured at the fair value of the options when granted, and this cost is expensed over the employee service period, which is normally the vesting period of the options. This will apply to awards granted or modified as of the beginning of the first quarter or annual reporting period that begins after June 15, 2005. Compensation cost will also be recorded on the date of grant as the Company's options vest immediately. The effect on results of operations will depend on the level of future option grants and the calculation of the fair value of the options granted at such future date and so cannot currently be predicted. No existing options vest after adoption date so no additional compensation expense will be recorded subsequent to the date of adoption with respect to outstanding options. There will be no significant effect on financial position as total equity will not change.

Loss Contingencies: Loss contingencies, including claims and legal actions arising in the ordinary course of business, are recorded as liabilities when the likelihood of loss is probable and an amount or range of loss can be reasonably estimated. Management does not believe there now are such matters that will have a material effect on the financial statements.

Fair Value of Financial Instruments: Fair values of financial instruments are estimated using relevant market information and other assumptions, as more fully disclosed in a separate note. Fair value estimates involve uncertainties and matters of significant judgment regarding interest rates, credit risk, prepayments, and other factors, especially in the absence of broad markets for particular items. Changes in assumptions or in market conditions could significantly affect the estimates.

Operating Segments: While the chief decision-makers monitor the revenue streams of the various products and services, the identifiable segments are not material and operations are managed and financial performance is evaluated on a Company-wide basis. Accordingly, all of the financial service operations are considered by management to be aggregated in one reportable operating segment.

(Continued)

FIRST PACTRUST BANCORP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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(Amounts in thousands, except share and per share data)

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (Continued)

Reclassifications: Some items in the prior year financial statements were reclassified to conform to the current presentation.

**NOTE 3 - SECURITIES**

The fair value of securities available for sale and the related gross unrealized gains and losses recognized in accumulated other comprehensive income (loss) were as follows:

	<u>Fair Value</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>
<u>2004</u>			
Agency securities FHLB note	\$ 9,921	\$	\$ (32)
Collateralized mortgage obligations			
Federal National Mortgage Association	10		
Government National Mortgage Association	2		
Equity Securities	86	32	
	<u>\$ 10,019</u>	<u>\$ 32</u>	<u>\$ (32)</u>

The FHLB notes will mature in November, 2009.

	<u>Fair Value</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>
<u>2003</u>			
Agency securities FHLB note	\$ 5,104	\$ 72	\$
Collateralized mortgage obligations			
Federal National Mortgage Association	1,284	4	
Government National Mortgage Association	2		
Equity Securities	29	10	

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Total securities available for sale	\$ 6,419	\$ 86	\$
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Sales of securities available-for-sale were as follows:

	<b>2004</b>	<b>2003</b>	<b>2002</b>
Proceeds from sales of securities	\$ 10,556		
Gross realized gains	93		

Securities with unrealized losses at year-end 2004, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, are as follows:

Description of Securities	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
	Agency Securities FNMA Note	\$ 0	\$ 0	\$ 9,921	\$ 32	\$ 9,921
<b>Total temporarily impaired</b>			<b>\$ 9,921</b>	<b>\$ 32</b>	<b>\$ 9,921</b>	<b>\$ 32</b>

At December 31, 2003, there were no temporarily impaired securities.

The Company evaluates securities for other-than-temporary impairment-at least on a quarterly basis, and more frequently when economic or market concerns warrant such evaluation. Consideration is given to the length of time and the extent to which the fair value has been less than cost, the financial condition and near-term prospects of the issuer, and the intent and ability of the Company to retain its 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, the Company may 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.

As of December 31, 2004, the Company had recorded \$32 of unrealized losses on two agency securities. The unrealized losses relate principally to the general change in interest rate levels that has occurred since the securities purchase dates, and such unrecognized losses or gains will continue to vary with general interest rate level fluctuations in the future. In analyzing the issuer's financial condition, management considers whether the securities are issued by the federal government or its agencies, whether downgrades have occurred, and industry analysts' reports. As management has the ability to hold these debt securities, classified as available for sale, for the foreseeable future, no declines are deemed to be other than temporary.

(Continued)

## FIRST PACTRUST BANCORP, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2004, 2003, and 2002

(Amounts in thousands, except share and per share data)

**NOTE 4 - LOANS**

Loans receivable consist of the following:

	<u>2004</u>	<u>2003</u>
One-to-four-family	\$ 517,564	\$ 496,253
Commercial real estate and multi-family	89,299	73,789
Construction loans	126	2,229
Home equity loans	12,905	10,738
Consumer	4,020	4,908
Commercial	681	752
Land	7,356	1,597
<b>Total</b>	<u>631,951</u>	<u>590,266</u>
Allowance for loan losses	(4,430)	(4,232)
Net deferred loan costs	1,203	1,217
<b>Loans receivable, net</b>	<u>\$ 628,724</u>	<u>\$ 587,251</u>

Activity in the allowance for loan losses is summarized as follows:

	<u>2004</u>	<u>2003</u>	<u>2002</u>
Balance at beginning of year	\$ 4,232	\$ 2,953	\$ 1,742
Loans charged off	(98)	(56)	(67)
Recoveries of loans previously charged off	58	63	169
Provision for loan losses	238	1,272	1,109
<b>Balance at end of year</b>	<u>\$ 4,430</u>	<u>\$ 4,232</u>	<u>\$ 2,953</u>

There were no loans individually classified as impaired loans in 2004 or 2003.

Nonperforming loans were as follows:

	<u>2004</u>	<u>2003</u>
Loans past due over 90 days still on accrual	\$	\$
Nonaccrual loans	\$ 4	\$ 1

Nonperforming loans includes both smaller balance homogeneous loans that are collectively evaluated for impairment and individually classified impaired loans.

(Continued)

FIRST PACTRUST BANCORP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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(Amounts in thousands, except share and per share data)

**NOTE 5 - PREMISES AND EQUIPMENT**

Premises and equipment are summarized as follows:

	<u>2004</u>	<u>2003</u>
Land and improvements	\$ 1,638	\$ 1,638
Buildings	3,625	3,803
Furniture, fixtures, and equipment	3,619	3,220
Leasehold improvements	973	971
Construction in process		3
	<u>9,855</u>	<u>9,635</u>
Total	9,855	9,635
Less accumulated depreciation and amortization	4,576	4,263
	<u>\$ 5,279</u>	<u>\$ 5,372</u>
Premises and equipment, net	\$ 5,279	\$ 5,372

Depreciation expense was \$472, \$415, and \$494 for 2004, 2003, and 2002.

Pursuant to the terms of noncancelable lease agreements in effect at December 31, 2004 pertaining to banking premises and equipment, future minimum rent commitments under various operating leases are as follows, before considering renewal options that generally are present.

2005	\$ 326
2006	326
2007	262
2008	241
2009	241
Thereafter	558
	<u>1,954</u>
Total	\$ 1,954

Total rent expense for the years ended December 31, 2004, 2003, and 2002 amounted to \$335, \$229, and \$178.

(Continued)

FIRST PACTRUST BANCORP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2004, 2003, and 2002

(Amounts in thousands, except share and per share data)

**NOTE 6 - DEPOSITS**

Certificate of deposit accounts with balances of \$100 or more totaled \$82,809 and \$64,894 at December 31, 2004 and 2003.

The scheduled maturities of time deposits at December 31, 2004 are as follows:

2005	\$ 127,605
2006	30,705
2007	56,289
2008	7,534
2009	6,996
	<hr/>
Total	\$ 229,129

**NOTE 7 FEDERAL HOME LOAN BANK ADVANCES**

At December 31, 2004, the interest rates on the Bank's advances from the FHLB ranged from 1.80% to 4.05% with a weighted average rate of 2.62%. At December 31, 2003, the interest rates on the Bank's advances from the FHLB ranged from 0.97% to 5.22% with a weighted average rate of 2.51%. The contractual maturities by year of the Bank's advances are as follows:

	<u>2004</u>	<u>2003</u>
2004	\$	\$ 28,000
2005	27,000	26,000
2006	50,000	35,000
2007	14,000	13,000
2008	20,000	20,000
Overnight borrowings	24,500	25,000
	<hr/>	<hr/>
Total advances	\$ 135,500	\$ 147,000

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Each advance is payable at its maturity date, with a prepayment penalty. The Bank's advances from the FHLB were collateralized by certain real estate loans of an aggregate unpaid principal balance of \$575,836 and \$512,029, certain mortgage-backed securities of \$10 and \$1,944, and the Bank's investment of capital stock of FHLB of San Francisco of \$7,784 and \$8,293 at year-end 2004 and 2003. Based on this collateral and the Company's holdings of FHLB stock, the Company is eligible to borrow an additional \$124,800 at year-end 2004.

(Continued)

FIRST PACTRUST BANCORP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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(Amounts in thousands, except share and per share data)

**NOTE 8 - EMPLOYEE STOCK OWNERSHIP PLAN (ESOP)**

In connection with the conversion, the Bank established an ESOP for the benefit of its employees. The Company issued 423,200 shares of common stock to the ESOP in exchange for a ten-year note in the amount of approximately \$5.1 million. The \$5.1 million for the ESOP purchase was borrowed from the Company.

Shares issued to the ESOP are allocated to ESOP participants based on principal repayments made by the ESOP on the loan from the Company. The loan is secured by shares purchased with the loan proceeds and will be repaid by the ESOP with funds from the Company's contributions to the ESOP and earnings on ESOP assets. Principal payments are scheduled to occur over a ten-year period. Dividends on allocated and/or unearned shares first reduces accrued interest and secondly principal.

During 2004, 2003 and 2002, 42,320 shares of stock with an average fair value \$23.46, \$18.90 and \$14.97 per share were committed to be released, resulting in ESOP compensation expense of \$992, \$798 and \$633. Shares held by the ESOP at December 31, 2004 and 2003 are as follows:

Shares held by the ESOP were as follows:

	<u>2004</u>	<u>2003</u>
Allocated shares	121,245	84,640
Unearned shares	296,240	338,560
<b>Total ESOP shares</b>	<b>417,485</b>	<b>423,200</b>
Fair value of unearned shares at December 31, 2004	\$ 8,102	\$ 7,557

**NOTE 9 - INCOME TAXES**

Allocation of federal and state income taxes between current and deferred portions is as follows:

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	<u>2004</u>	<u>2003</u>	<u>2002</u>
Current tax provision			
Federal	\$ 3,106	\$ 2,294	\$ 1,491
State	1,049	793	576
	<u>4,155</u>	<u>3,087</u>	<u>2,067</u>
Deferred tax benefit			
Federal	(209)	(96)	(83)
State	(60)	(31)	(27)
	<u>(269)</u>	<u>(127)</u>	<u>(110)</u>
	<u>\$ 3,886</u>	<u>\$ 2,960</u>	<u>\$ 1,957</u>

(Continued)

FIRST PACTRUST BANCORP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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(Amounts in thousands, except share and per share data)

**NOTE 9 - INCOME TAXES** (Continued)

The reasons for the differences between the statutory federal income tax rate and the effective tax rates are summarized as follows:

	<u>2004</u>	<u>2003</u>	<u>2002</u>
Statutory federal tax rate	34.0%	34.0%	34.0%
Increase (decrease) resulting from:			
State taxes, net of federal tax benefit	7.5	7.5	7.0
Other, net	1.9	0.4	1.6
	<u>          </u>	<u>          </u>	<u>          </u>
Effective tax rates	43.4%	41.9%	42.6%
	<u>          </u>	<u>          </u>	<u>          </u>

The components of the net deferred tax asset, included in other assets, are as follows:

	<u>2004</u>	<u>2003</u>
Deferred tax assets		
Allowance for loan losses	\$ 1,379	\$ 1,411
Section 475 mark-to-market adjustment		35
RRP Plan	195	146
Deferred California tax	366	271
Impairment	128	
Other	164	12
	<u>          </u>	<u>          </u>
	2,232	1,875
Deferred tax liabilities		
Deferred loan fees	(757)	(826)
FHLB stock dividends	(416)	(289)
Unrealized gain on securities available-for-sale		(35)
Depreciation	(97)	(9)
Other	(71)	(94)
	<u>          </u>	<u>          </u>
	(1,341)	(1,253)
	<u>          </u>	<u>          </u>
Net deferred tax asset	\$ 891	\$ 622
	<u>          </u>	<u>          </u>

**NOTE 10 - LOAN COMMITMENTS AND OTHER RELATED ACTIVITIES**

Some financial instruments such as loan commitments, credit lines, letters of credit, and overdraft protection are issued to meet customer financing needs. These are agreements to provide credit or to support the credit of others, as long as conditions established in the contract are met, and usually have expiration dates. Commitments may expire without being used. Off-balance-sheet risk to credit loss exists up to the face amount of these instruments, although

(Continued)

FIRST PACTRUST BANCORP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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**NOTE 10 - LOAN COMMITMENTS AND OTHER RELATED ACTIVITIES** (Continued)

material losses are not anticipated. The same credit policies are used to make such commitments as are used for loans, including obtaining collateral at exercise of the commitment.

The contractual amount of financial instruments with off-balance-sheet risk was as follows at year end:

	<b>Contract Amount</b>	
	<b>December 31,</b>	
	<b>2004</b>	<b>2003</b>
<b>Financial instruments whose contract amounts represent credit risk</b>		
Commitments to extend credit	\$ 7,716	\$ 14,049
Unused lines of credit	22,835	19,986
Construction loans in process	2,057	4,721
Standby letters of credit	20	10

At December 31, 2004 and 2003, fixed rate commitments to extend credit consisted of \$5,910 and \$470 respectively. The fixed rate commitments at December 31, 2004 are due to expire within 1 to 60 days of issuance and have rates ranging from 5.25% to 7.95% and maturities ranging from 1 years to 5 years.

Financial instruments that potentially subject the Bank to concentrations of credit risk include interest-bearing deposit accounts in other financial institutions, and loans. At December 31, 2004 and 2003, the Bank had deposit accounts with balances totaling approximately \$2,401 and \$2,084 at Pacific Coast Bankers Bank.

**NOTE 11 - MINIMUM REGULATORY CAPITAL REQUIREMENTS**

Banks are subject to regulatory capital requirements administered by federal banking agencies. Capital adequacy guidelines and, prompt corrective action regulations involve quantitative measures of assets, liabilities, and certain off-balance-sheet items calculated under regulatory accounting practices. Capital amounts and classifications are also subject to qualitative judgments by regulators. Failure to meet capital requirements can initiate regulatory action.

(Continued)

## FIRST PACTRUST BANCORP, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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(Amounts in thousands, except share and per share data)

**NOTE 11 - MINIMUM REGULATORY CAPITAL REQUIREMENTS (Continued)**

Prompt corrective action regulations provide five classifications: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized, and critically undercapitalized, although these terms are not used to represent overall financial condition. If adequately capitalized, regulatory approval is required to accept brokered deposits. If undercapitalized, capital distributions are limited, as is asset growth and expansion, and capital restoration plans are required. At year-end 2004 and 2003, the most recent regulatory notifications categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. There are no conditions or events since that notification that management believes have changed the institution's category.

Actual and required capital amounts and ratios are presented below at year-end.

	Actual		Minimum Capital Requirements		Minimum Required to Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<b>December 31, 2004</b>						
Total capital (to risk-weighted assets)	\$ 74,062	17.49%	\$ 33,879	8.00%	\$ 42,349	10.00%
Tier 1 capital (to risk-weighted assets)	69,590	16.43	16,940	4.00	25,410	6.00
Tier 1 (core) capital (to adjusted tangible assets)	69,590	10.33	26,950	4.00	33,688	5.00
<b>December 31, 2003</b>						
Total capital (to risk-weighted assets)	\$ 66,915	18.15%	\$ 29,489	8.00%	\$ 36,862	10.00%
Tier 1 capital (to risk-weighted assets)	62,740	17.02	14,745	4.00	22,117	6.00
Tier 1 (core) capital (to adjusted tangible assets)	62,740	10.07	24,932	4.00	31,166	5.00

The Qualified Thrift Lender test requires at least 65% of assets be maintained in housing-related finance and other specified areas. If this test is not met, limits are placed on growth, branching, new investments, FHLB advances and dividends, or the Bank must convert to a commercial bank charter. Management believes that this test is met.

(Continued)



FIRST PACTRUST BANCORP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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**NOTE 11 - MINIMUM REGULATORY CAPITAL REQUIREMENTS (Continued)**

Banking regulations limit capital distributions by savings associations (or national banks). Generally, capital distributions are limited to undistributed net income for the current and prior two years. At year-end 2004, approximately \$12.0 million is available to pay dividends to the holding company. These regulations pose no practical restrictions to paying dividends at historical levels.

**NOTE 12 - EMPLOYEE BENEFIT PLANS**

The Bank has a 401(k) plan whereby substantially all employees participate in the plan. Employees may contribute up to 15% of their compensation subject to certain limits based on federal tax laws. The Bank makes matching contributions, to be determined annually by management, on the first 4% of the employee's compensation contributed to the plan. Matching contributions vest to the employee at the end of the calendar year in which the contribution was made. For the years ended December 31, 2004, 2003, and 2002, expense attributable to the plan amounted to \$70, \$67, and \$72.

Effective June 1, 2001, the Board of Directors adopted a Deferred Compensation Plan under Section 401 of the Internal Revenue Code. The purpose of this plan is to provide specified benefits to a select group of management and highly compensated employees. Participants may elect to defer compensation, which accrues interest quarterly at the prime rate as reflected in *The Wall Street Journal* as of the last business day of the prior quarter. The Company does not make contributions to the Plan.

**NOTE 13 - EMPLOYEE STOCK COMPENSATION**

RRP Plan: A Recognition and Retention Plan (RRP) provides for issue of shares to directors, officers, and employees. Compensation expense is recognized over the vesting period of the shares as of the market value at date of grant. Pursuant to its 2003 stock-based incentive plan, total shares issuable under the plan are 211,600. The Company awarded 41,800 and 170,000 shares of restricted stock during 2004 and 2003 of which 12,000 shares have been forfeited. These shares vest over a five-year period. The unamortized cost of shares not yet earned (vested) is reported as a reduction of shareholders' equity. Compensation expense for restricted stock awards totaled approximately \$674 and \$356 for the year ended December 31, 2004 and 2003, respectively.

(Continued)

FIRST PACTRUST BANCORP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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(Amounts in thousands, except share and per share data)

**NOTE 13 - EMPLOYEE STOCK COMPENSATION** (Continued)

SOP Plan: A Stock Option Plan (SOP) provides for issue of options to directors, officers, and employees. The Company adopted the SOP during 2003 under the terms of which 529,000 shares of the Company's common stock may be awarded. The options become exercisable in equal installments over a five-year period from the date of grant. The options expire ten years from the date of grant.

A summary of the activity in the SOP is as follows:

	2004		2003	
	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
Outstanding at Beginning of year	425,450	\$ 17.40		\$
Granted	106,050	20.32	430,450	17.40
Exercised				
Forfeited or expired	43,000	17.79	5,000	18.61
Outstanding at end of year	488,500	\$ 17.99	425,450	\$ 17.40
Options exercisable at year-end	77,690			
Weighted-average fair Value of options Granted during year	\$ 1.57		\$ 1.51	

Options outstanding at year-end 2004 were as follows.

Range of Exercise Prices	Outstanding		Exercisable		
	Number	Weighted	Weighted	Number	Weighted

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		Average	Average	Average
		Remaining	Exercise	Exercise
	Contractual		Price	Price
	Life			
\$17 - \$20	374,450	8.31	\$ 17.23	75,690 \$ 17.23
\$20 - \$22	114,050	9.28	20.46	2,000 21.99
Outstanding at year end	488,500			77,690

(Continued)

## FIRST PACTRUST BANCORP, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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**NOTE 14 - EARNINGS PER COMMON SHARE**

The factors used in the earnings per share computation follow.

	<u>2004</u>	<u>2003</u>	<u>2002</u>
<b>Basic</b>			
Net income	\$ 5,075	\$ 4,101	\$ 2,636
Less net income of Bank prior to conversion			1,533
	<u>5,075</u>	<u>4,101</u>	<u>1,103</u>
Net income attributable to common shareholders	\$ 5,075	\$ 4,101	\$ 1,103
	<u>4,292,473</u>	<u>4,796,897</u>	<u>4,881,868</u>
Weighted average common shares outstanding	4,292,473	4,796,897	4,881,868
	<u>1.18</u>	<u>.86</u>	<u>.23</u>
Basic earnings per share	\$ 1.18	\$ .86	\$ .23
<b>Diluted</b>			
Net income	\$ 5,075	\$ 4,101	\$ 1,103
	<u>4,292,473</u>	<u>4,796,897</u>	<u>4,881,868</u>
Weighted average common shares outstanding for basic earnings per common share	4,292,473	4,796,897	4,881,868
Add: Dilutive effects of stock options	67,715	13,769	
Add: Dilutive effects of stock awards	20,984	5,750	
	<u>4,381,171</u>	<u>4,816,416</u>	<u>4,881,868</u>
Average shares and dilutive potential common shares	4,381,171	4,816,416	4,881,868
	<u>1.16</u>	<u>.85</u>	<u>.23</u>
Diluted earnings per common share	\$ 1.16	\$ .85	\$ .23

(Continued)

FIRST PACTRUST BANCORP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2004, 2003, and 2002

(Amounts in thousands, except share and per share data)

**NOTE 15 - RELATED PARTY TRANSACTIONS**

The Company has granted loans to certain officers and directors and their related interests.

Activity in the loan accounts of officers and directors and their related interests follows for the year ended December 31, 2004:

Balance at beginning of year	\$ 1,559
Loans originated	33
Principal repayments	(85)
	<u>          </u>
Balance at end of year	<u>\$ 1,507</u>

Deposits from principal officers, directors, and their related interests at year-end 2004 and 2003 were \$ 1,197 and \$1,254.

**NOTE 16 - FAIR VALUES OF FINANCIAL INSTRUMENTS**

Carrying amount and estimated fair value of financial instruments consist of the following:

	<u>December 31, 2004</u>		<u>December 31, 2003</u>	
	Approximate Carrying Amount	Estimated Fair Value	Approximate Carrying Amount	Estimated Fair Value
Financial assets				
Cash and cash equivalents	\$ 12,315	\$ 12,315	\$ 11,575	\$ 11,575
Interest-bearing deposits with other financial institutions	2,490	2,490	500	500
Securities available for sale	10,019	10,019	6,419	6,419
FHLB stock	7,784	7,784	8,293	8,293
Loans, net	628,724	634,307	587,251	596,150

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Accrued interest receivable	2,255	2,255	2,121	2,121
Financial liabilities				
Deposits	\$ 453,581	\$ 453,433	\$ 389,925	\$ 391,191
Federal Home Loan Bank Advances	135,500	134,333	147,000	146,752
Accrued interest payable	295	295	236	236

(Continued)

FIRST PACTRUST BANCORP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2004, 2003, and 2002

(Amounts in thousands, except share and per share data)

**NOTE 16 - FAIR VALUES OF FINANCIAL INSTRUMENTS** (Continued)

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

Carrying amount is the estimated fair value for cash and cash equivalents, interest bearing deposits with other financial institutions, FHLB stock, accrued interest receivable and payable, demand deposits, short-term debt, and variable rate loans or deposits that reprice frequently and fully. Security fair values are based on market prices or dealer quotes and, if no such information is available, on the rate and term of the security and information about the issuer. For fixed rate loans and 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 fair value of advances from the FHLB is based on current rates for similar financing. The fair value of off-balance-sheet items is based on the current fees or the cost that would be charged to enter into or terminate such arrangements. The fair value of off-balance-sheet financial instruments is immaterial.

**NOTE 17 - OTHER COMPREHENSIVE INCOME**

Other comprehensive income components and related taxes were as follows:

	<u>2004</u>	<u>2003</u>	<u>2002</u>
Unrealized holding gains (losses) on securities available for sale	\$ 7	\$ (358)	\$ 357
Reclassification adjustments for gains recognized in income	(93)		
Net unrealized gains (losses)	(86)	(358)	357
Tax effect	35	148	(148)
Other comprehensive income (loss)	<u>\$ (51)</u>	<u>\$ (210)</u>	<u>\$ 209</u>

(Continued)



## FIRST PACTRUST BANCORP, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2004, 2003, and 2002

(Amounts in thousands, except share and per share data)

**NOTE 18 - QUARTERLY RESULTS OF OPERATIONS (UNAUDITED)**

	Three Months Ended			
	March 31	June 30	September 30	December 31
<b>2004</b>				
Interest income	\$ 7,743	\$ 7,827	\$ 8,028	\$ 8,135
Interest expense	2,606	2,726	2,919	3,175
<b>Net interest income</b>	<b>5,137</b>	<b>5,101</b>	<b>5,109</b>	<b>4,960</b>
Provision for loan losses	108	148	194	(212)
Noninterest income	331	452	437	330
Noninterest expense	3,107	3,048	2,962	3,541
<b>Income before income taxes</b>	<b>2,253</b>	<b>2,357</b>	<b>2,390</b>	<b>1,961</b>
Income tax expense	1,058	926	1,033	869
<b>Net income</b>	<b>\$ 1,195</b>	<b>\$ 1,431</b>	<b>\$ 1,357</b>	<b>\$ 1,092</b>
<b>Earnings per share</b>	<b>\$ .26</b>	<b>\$ .34</b>	<b>\$ .32</b>	<b>\$ .26</b>
<b>2003</b>				
Interest income	\$ 6,332	\$ 6,861	\$ 6,950	\$ 7,578
Interest expense	2,027	2,200	2,386	2,546
<b>Net interest income</b>	<b>4,305</b>	<b>4,661</b>	<b>4,564</b>	<b>5,032</b>
Provision for loan losses	328	300	435	209
Noninterest income	238	326	384	333
Noninterest expense	2,550	2,856	2,894	3,210
<b>Income before income taxes</b>	<b>1,665</b>	<b>1,831</b>	<b>1,619</b>	<b>1,946</b>
Income tax expense	708	785	649	818
<b>Net income</b>	<b>\$ 957</b>	<b>\$ 1,046</b>	<b>\$ 970</b>	<b>\$ 1,128</b>
<b>Earnings per share</b>	<b>\$ .19</b>	<b>\$ .21</b>	<b>\$ .20</b>	<b>\$ .24</b>

(Continued)

FIRST PACTRUST BANCORP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2004, 2003, and 2002

(Amounts in thousands, except share and per share data)

**NOTE 19 - PARENT COMPANY CONSOLIDATED FINANCIAL STATEMENTS**

CONDENSED BALANCE SHEETS

December 31, 2004 and 2003

	<u>2004</u>	<u>2003</u>
<b>ASSETS</b>		
Cash and cash equivalents	\$ 5,640	\$ 16,406
Interest-bearing deposits in other financial institution	505	500
Securities available for sale	86	30
ESOP loan	3,555	4,570
Investment in bank subsidiary	69,572	62,785
Accrued interest receivable and other assets	86	282
	<u>          </u>	<u>          </u>
Total assets	\$ 79,444	\$ 84,573
	<u>          </u>	<u>          </u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Accrued expenses and other liabilities	\$ 53	\$ 34
Shareholders' equity	79,391	84,539
	<u>          </u>	<u>          </u>
Total liabilities and shareholders' equity	\$ 79,444	\$ 84,573
	<u>          </u>	<u>          </u>

(Continued)

FIRST PACTRUST BANCORP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2004, 2003, and 2002

(Amounts in thousands, except share and per share data)

**NOTE 19 - PARENT COMPANY CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

CONDENSED STATEMENTS OF INCOME

For the years ended December 31, 2004, 2003 and

for the period 8/22/02 to 12/31/02

	<u>2004</u>	<u>2003</u>	<u>2002</u>
Income			
ESOP loan	\$ 228	\$ 255	\$ 100
Deposits in other financial institutions	150	366	167
Other income		1	
	<u>378</u>	<u>622</u>	<u>267</u>
Total income			
Other Expenses			
Other operating expense	212	321	40
	<u>166</u>	<u>301</u>	<u>227</u>
<b>Income before income taxes and equity in undistributed earnings of bank subsidiary</b>			
Income taxes	68	69	108
	<u>98</u>	<u>232</u>	<u>119</u>
<b>Income before equity in undistributed earnings of bank subsidiary</b>			
Equity in undistributed earnings of bank subsidiary	4,977	3,869	984
	<u>4,977</u>	<u>3,869</u>	<u>984</u>
<b>Net income</b>	<u>\$ 5,075</u>	<u>\$ 4,101</u>	<u>\$ 1,103</u>

(Continued)

**NOTE 19 - PARENT COMPANY CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

## CONDENSED STATEMENT OF CASH FLOWS

For the year ended December 31, 2004, 2003 and

for the period 8/22/02 to 12/31/02

	<u>2004</u>	<u>2003</u>	<u>2002</u>
Cash flows from operating activities			
Net income	\$ 5,075	\$ 4,101	\$ 1,103
Adjustments to reconcile net income to net cash provided by operating activities:			
Equity in undistributed subsidiary income	(4,977)	(3,869)	(984)
Change in other assets and liabilities	205	325	(69)
	<u>303</u>	<u>557</u>	<u>50</u>
Net cash from operating activities	303	557	50
Cash flows from investing activities			
Purchase of bank subsidiary stock			(30,880)
Increase in other interest-bearing deposits	(5)	(500)	
Purchase of securities	(35)	(19)	
	<u>(40)</u>	<u>(519)</u>	<u>(30,880)</u>
Net cash from investing activities	(40)	(519)	(30,880)
Cash flows from financing activities			
Proceeds from sale of common stock			56,682
Capital contribution to the Bank	(158)	(97)	
ESOP loan payments	1,015		
Purchase of treasury stock	(10,059)	(8,118)	
Dividends paid	(1,827)	(1,269)	
	<u>(11,029)</u>	<u>(9,484)</u>	<u>56,682</u>
Net cash from financing activities	(11,029)	(9,484)	56,682
Net change in cash and cash equivalents	(10,766)	(9,446)	25,852
Beginning cash and cash equivalents	16,406	25,852	
Ending cash and cash equivalents	<u>\$ 5,640</u>	<u>\$ 16,406</u>	<u>\$ 25,852</u>

## PART IV

**Item 15. Exhibits, Financial Statement Schedules and Reports on Form 8-K**

(a)(1) Financial Statements: See Part II Item 8. Financial Statements and Supplementary Data

(a)(2) Financial Statement Schedule: All financial statement schedules have been omitted as the information is not required under the related instructions or is not applicable.

(a)(3) Exhibits

Regulation S-K Exhibit Number	Document	Reference to Prior Filing or Exhibit Number Attached Hereto
2.0	Plan of acquisition, reorganization, arrangement, liquidation or succession	None
3.1	Charter for First PacTrust Bancorp, Inc.	*
3.2	Bylaws of First PacTrust Bancorp, Inc.	*
4.0	Form of Stock Certificate of First PacTrust Bancorp, Inc.	*
9.0	Voting Trust Agreement	
10.1	Severance Agreement with Hans Ganz	None ***
10.2	Severance Agreement with Melanie Stewart	***
10.3	Severance Agreement with James P. Sheehy	***
10.4	401(k) Employee Stock Ownership Plan	*
10.5	Registrant's Stock Option and Incentive Plan	**
10.6	Registrant's Recognition and Retention Plan	**
10.7	Named Executive Officers Salary and Bonus Arrangements for 2005 and Director Fee Arrangements for 2005.	****
11.0	Statement regarding computation of ratios	None
14.0	Code of Ethics	***
16.0	Letter regarding change in certifying accountant	None
18.0	Letter regarding change in accounting principles	None
21.0	Subsidiaries of the Registrant	*
22.0	Published Report regarding matters submitted to vote of security holders	None
23.0	Consent of Crowe Chizek and Company LLP	23.0
24.0	Power of Attorney, included in signature pages	None

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31.1	Rule 13(a)-14(a) Certification (Chief Executive Officer)	31.1
31.2	Rule 13(a)-14(a) Certification (Chief Financial Officer)	31.2
32.0	Section 906 of The Sarbanes-Oxley Act Certification	32

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- \* Filed in First PacTrust's Registration Statement on Form S-1. Filed on March 28, 2002. Such information is hereby incorporated by reference.
- \*\* Filed as an appendix to the Registrant's definitive proxy statement filed on March 21, 2003. Such previously filed document is incorporated herein by reference in accordance with Item 601 of Regulation S-K.
- \*\*\* Filed as an Exhibit to the Company's annual report on Form 10-K for the year ended December 31, 2003.
- \*\*\*\* Filed as an Exhibit to the Original Filing of the Company's annual report on Form 10-K for the year ended December 31, 2004

(b) Exhibits Included, see list in (a)(3).

(c) Financial Statement Schedules None

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FIRST PACTRUST BANCORP, INC.

Date: July 22, 2005

By: /s/ Hans R. Ganz  
Hans R. Ganz, President and Chief Executive Officer

*(Duly Authorized Representative)*

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

/s/ Hans R. Ganz  
Hans R. Ganz

President, Chief Executive Officer and Director

/s/ Francis P. Burke  
Francis P. Burke

Director

/s/ Donald Purdy  
Donald Purdy

Director

/s/ Regan Gallagher  
Regan Gallagher

Senior Vice President/Controller

*(Principal Financial and Accounting Officer)*

/s/ Alvin L. Majors  
Alvin L. Majors

Chairman of the Board

/s/ Kenneth Scholz  
Kenneth Scholz

Director

/s/ Donald Whitacre  
Donald Whitacre

Director