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COMMERCIAL FEDERAL CORP  
Form 8-K  
February 07, 2003

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): February 6, 2003  
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COMMERCIAL FEDERAL CORPORATION

-----  
(Exact name of registrant as specified in its charter)

NEBRASKA

1-11515

47-0658852

-----  
(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification Number)

13220 CALIFORNIA STREET, OMAHA, NEBRASKA

68154

-----  
(Address of principal executive offices)

(Zip Code)

Registrant's telephone number including area code: (402) 554-9200  
-----

NOT APPLICABLE

-----  
(Former name or former address, if changed since last report)

COMMERCIAL FEDERAL CORPORATION

FORM 8-K

CURRENT REPORT

Item 9. Regulation FD Disclosure:

On February 6, 2003, Commercial Federal Corporation (the "Corporation") issued a press release announcing the results of its operations for the fourth quarter and the year ended December 31, 2002. That press release included selected financial and operational information including activity in the loans serviced for other institutions for the three months ended December 31, 2002. That activity as originally made public was in error. The following presents such information for the three months ended December 31, 2002, as originally filed with the press release and the revised amounts.

(In Thousands)

Original

Revised

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Beginning balance	\$ 9,773,436	\$ 9,773,436
Additions to portfolio	517	1,412,803
Purchases of loans to service	1,776,291	1,776,291
Loan payments	(18,489)	(1,427,804)
Other items, net	-	(2,971)
	-----	-----
Ending balance	\$ 11,531,755	\$ 11,531,755
	=====	=====

These revisions did not affect the ending balance of loans serviced for other institutions as reported.

Pursuant to Regulation FD, the Corporation's press release for the fourth quarter and the year ended December 31, 2002 that was released to the public on February 6, 2003 follows. This press release includes the corrected selected financial and operational information filed as reported above.

Date: February 6, 2003

Contact: John J. Griffith  
Investor Relations Director  
(402) 514-5336

### Commercial Federal Reports 23% Increase in 2002 EPS

OMAHA, Nebraska, February 6, 2003 -- Commercial Federal Corporation (NYSE: CFB), the parent company of Commercial Federal Bank, one of the largest financial institutions in the Midwest, today announced net income of \$108.5 million, or \$2.37 per diluted share, for the year ended December 31, 2002. This compares to net income of \$97.7 million, or \$1.93 per diluted share, for the year ended December 31, 2001.

Net income for the quarter ended December 31, 2002 was \$26.3 million, or \$.58 per diluted share, compared to net income of \$25.1 million, or \$.53 per diluted share, for the quarter ended December 31, 2001.

Results of operations for 2002 compared with the prior year are affected by the required changes in 2002 in the accounting for goodwill acquired in business combinations. For 2001, adjusted earnings per diluted share would have been \$2.10 including the benefit of eliminating goodwill amortization totaling \$8.1 million.

William A. Fitzgerald, chairman of the board and chief executive officer stated, "The Company had an outstanding quarter and record year, in spite of the continued weakness in the national economy. Record low interest rates led continued strong performance of the Company's mortgage banking operations. The Company's core banking operations produced solid financial results and enhanced the strength of our balance sheet.

Return on average assets (ROA) and return on average equity (ROE) for 2002 were .82% and 14.30%, respectively. This compares to an ROA of .76% and ROE of 12.23% for 2001. Book value per share increased to \$16.74 at the end of 2002, from \$15.98 at the end of 2001.

Mr. Fitzgerald concluded, "As we begin 2003, Commercial Federal remains focused on our strategy to expand share in our high growth core markets and provide long-term value for our investors."

Chief Financial Officer David S. Fisher stated, "We are pleased with the

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Company's financial results for 2002, which were strengthened by record mortgage loan volume due to the low interest rate environment. Mortgage loan volumes increased more than 40% from 2001. Given economic uncertainties, we cannot predict that this level of mortgage volume will continue through 2003.

Mr. Fisher concluded, "Core consumer and commercial banking units are performing well and Commercial Federal's credit risk profile remains solid. As we continue to successfully grow loans and deposits, earnings will grow over the long-term."

### Highlights of the Quarter

#### Net Interest Income

Net interest income totaled \$80.4 million for the fourth quarter of 2002, compared to \$82.1 million for the 2002 third quarter and \$82.1 million for the fourth quarter of 2001. For the year, net interest income totaled \$327.7 million, compared with \$307.4 million for 2001. The net interest margin for the quarter decreased to 2.67%, compared with 2.82% for the same period last year and 2.77% for the quarter ended September 30, 2002.

The Company's net interest margin continues to compress as the rates on the Company's earning assets continue to decline with the drop in market interest rates, while the rate reductions have not resulted in similar reductions in the rates paid on deposits and borrowings. Further interest rate reductions in market rates during 2003 would place additional pressure on the Company's net interest margin.

#### Noninterest Income

The Company's retail and mortgage banking operations continued to generate strong results in the fourth quarter. Retail banking fees are a major portion of recurring noninterest income. The primary components of this income include deposit-related fees and charges, debit card and transaction-related revenues, and other retail fees. For the 2002 fourth quarter, retail fees totaled \$14.3 million compared to \$14.6 million for the September 30, 2002 quarter and \$14.4 million for the fourth quarter of 2001. Retail fee income was \$55.3 million for 2002 compared to \$53.5 million for 2001. Retail fee income for 2002 increased 7.0% over 2001 after adjusting for the \$1.6 million in fee income lost from the 34 branches sold in 2001.

The mortgage banking business includes activities associated with the Company's mortgage servicing and mortgage banking operations, offset by the amortization and valuation adjustments related to its mortgage servicing rights asset. During the 2002 fourth quarter, the Company recorded an impairment adjustment of \$9.6 million. In addition, amortization of existing mortgage servicing rights increased by \$3.8 million over the September 30, 2002 quarter. The Company offset this impairment and amortization by realizing \$12.3 million in pre-tax gains on the sales of securities and changes in fair values of hedging instruments. For 2002, the Company recorded impairment losses totaling \$60.4 million on its mortgage servicing rights compared to \$19.1 million for 2001. These losses were offset by pre-tax gains on the sales of securities and loans totaling \$76.8 million and \$24.2 million, respectively, for calendar years 2002 and 2001.

#### Operating Expenses

General and administrative expenses for the quarter totaled \$74.1 million compared with \$61.7 million for the September 30, 2002 quarter and \$64.8 million

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for the 2001 fourth quarter. Expenses for the 2002 fourth quarter included charges and losses totaling \$8.5 million, resulting from asset impairment losses, prepayment of debt, adjustments to deferred loan costs and an additional charitable trust contribution.

### Credit Quality Overview

Overall credit quality remains strong as the Company continues to aggressively manage its nonperforming assets portfolio. In the quarter ended December 31, 2002, nonperforming assets decreased by \$10.4 million to \$114.0 million, compared to \$124.4 million at September 30, 2002. For the year nonperforming assets fell by \$17.5 million. Total NPAs represented .87% of total assets at the end of 2002, compared to .92% at September 30, 2002 and 1.02% at December 31, 2001.

Net charge-offs in the fourth quarter of 2002 totaled \$13.1 million, compared with \$3.4 million for the September 30, 2002 quarter. Charge-offs for the 2002 quarter included \$8.8 million in specific reserves previously allocated on \$11.0 million of nonresidential nonperforming loans. For the year, net loan charge-offs totaled \$27.0 million, compared to \$19.8 million for the year ending December 31, 2001.

During the 2002 fourth quarter, the Company added \$9.7 million to the loan loss allowance. Allowance for losses on loans totaled \$106.3 million at December 31, 2002, compared with \$102.5 million at December 31, 2001. The allowance for losses to nonresidential nonperforming assets at December 31, 2002 was 353%, compared to 258% at September 30, 2002 and 243% at December 31, 2001.

### Balance Sheet and Capital Ratios

Total assets at December 31, 2002 were \$13.1 billion, compared to \$13.5 billion at September 30, 2002 and \$12.9 billion at December 31, 2001. Total deposits increased \$276 million in the quarter ended December 31, 2002, with core deposit products, including checking, money market and savings accounts accounting for \$253 million of this increase. For the year, deposits increased \$43 million totaling \$6.4 billion at December 31, 2002.

Stockholders' equity was \$756.5 million at December 31, 2002, compared with \$745.9 million at September 30, 2002 and \$734.7 million at December 31, 2001. The capital ratios of the Company's banking subsidiary continued to exceed regulatory requirements for classification as "well-capitalized," the highest regulatory standard.

### Capital Management

During the quarter, the Company redeemed all of the fixed-rate 9.375 % cumulative trust preferred securities of the CFC Preferred Trust. This redemption totaled \$45 million plus accrued interest. The redemption was funded primarily from the proceeds of a new term and revolving credit agreement dated December 30, 2002. The Company repurchased 259,200 shares of its common stock during the last half of 2002 at a cost of \$6.2 million. These repurchased shares were part of the 500,000-share buyback authorization passed by the Company's Board of Directors in February 2002. In November

2002, the Board authorized the repurchase of an additional five million shares of the Company's stock. This repurchase is expected to be completed by June 30, 2004.

Commercial Federal Corporation is the parent company of Commercial Federal Bank, a \$13.1 billion federal savings bank that operates branches located in Nebraska,

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Iowa, Colorado, Kansas, Oklahoma, Missouri and Arizona. Commercial Federal provides consumer and commercial banking services including mortgage origination and servicing, commercial and industrial lending, small business banking, construction lending, cash management, brokerage and insurance services, and Internet banking.

Commercial Federal's Web site, <http://www.comfedbank.com>, will host a live webcast of the investor conference call to discuss 2002 fourth quarter results on Thursday, February 6, 2003 at 10:30 a.m. Central Time. The site also includes access to company news releases, annual reports, quarterly financial statements, and SEC filings.

Certain statements contained in this release are forward-looking in nature. These statements are subject to risks and uncertainties that could cause Commercial Federal's actual results or financial condition to differ materially from those expressed in or implied by such statements. Factors of particular importance to Commercial Federal include, but are not limited to, changes in general economic conditions, changes in interest rates, changes in regulations or accounting methods, and price levels and conditions in the public securities markets generally.

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COMMERCIAL FEDERAL CORPORATION  
 CONSOLIDATED STATEMENT OF FINANCIAL CONDITION  
 (Dollars in Thousands)

ASSETS	December 31, 2002
	(Unaudited)
Cash (including short-term investments of \$505, \$368 and \$590)	\$ 200,581
Investment securities available for sale, at fair value	1,296,050
Mortgage-backed securities available for sale, at fair value	1,632,622
Loans held for sale, net	868,569
Loans receivable, net of allowances of \$106,148, \$109,493 and \$102,359	7,703,016
Federal Home Loan Bank stock	283,193
Real estate, net	51,482
Premises and equipment, net	148,374
Bank owned life insurance	228,958
Other assets	483,540
Core value of deposits, net of accumulated amortization of \$61,268, \$59,719 and \$54,900	22,365
Goodwill	162,717
Total Assets	\$ 13,081,467
LIABILITIES AND STOCKHOLDERS' EQUITY	
Liabilities:	
Deposits	\$ 6,439,041
Advances from Federal Home Loan Bank	4,848,997
Other borrowings	603,306
Other liabilities	433,602

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Total Liabilities	12,324,946
Commitments and Contingencies	-
Stockholders' Equity:	
Preferred stock, \$.01 par value; 10,000,000 shares authorized; none issued	-
Common stock, \$.01 par value; 120,000,000 shares authorized; 45,189,112, 45,226,837 and 45,974,648 shares issued and outstanding	452
Additional paid-in capital	61,713
Retained earnings	797,778
Accumulated other comprehensive loss, net	(103,422)
Total Stockholders' Equity	756,521
Total Liabilities and Stockholders' Equity	\$ 13,081,467

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COMMERCIAL FEDERAL CORPORATION  
CONSOLIDATED STATEMENT OF OPERATIONS  
(Dollars in Thousands Except Per Share Data)  
(Unaudited)

	December 31,
	2002
Interest Income:	
Investment securities	\$ 18,55
Mortgage-backed securities	19,88
Loans receivable	151,57
Total interest income	190,01
Interest Expense:	
Deposits	42,04
Advances from Federal Home Loan Bank	60,98
Other borrowings	6,59
Total interest expense	109,62
Net Interest Income	80,38
Provision for Loan Losses	(9,73)
Net Interest Income After Provision for Loan Losses	70,65
Other Income (Loss):	
Retail fees and charges	14,34
Loan servicing fees, net	(31)
Mortgage servicing rights valuation adjustment	(9,58)
Gain (loss) on sales of securities and changes in fair values of derivatives, net	12,26
Gain on sales of loans	14,53

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Bank owned life insurance		3,85
Real estate operations		(2,09)
Other operating income		8,09
-----		
Total other income		41,10
Other Expense (Gain):		
General and administrative expenses -		
Compensation and benefits		28,11
Occupancy and equipment		10,44
Data processing		4,61
Advertising		4,44
Communication		3,58
Item processing		3,56
Outside services		5,40
Other operating expenses		13,89
Exit costs and termination benefits		
-----		
Total general and administrative expenses		74,06
Amortization of core value of deposits		1,54
Amortization of goodwill		
-----		
Total other expense		75,61
-----		
Income Before Income Taxes		36,14
Income Tax Provision		9,86
-----		
Net Income	\$	26,27
-----		
Per Common Share:		
Net Income	\$	.5
-----		
Dividends Declared Per Common Share	\$	.0
-----		
Weighted Average Shares Outstanding		45,485,39
-----		

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COMMERCIAL FEDERAL CORPORATION  
CONSOLIDATED STATEMENT OF OPERATIONS  
(Dollars in Thousands Except Per Share Data)  
(Unaudited)

	Twelve Months Ended	
	December 31,	
	-----	-----
	2002	2001
=====		
Interest Income:		
Investment securities	\$ 76,636	\$ 76,636
Mortgage-backed securities	93,047	109,047
Loans receivable	607,370	685,370

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Total interest income	777,053	871
Interest Expense:		
Deposits	179,596	310
Advances from Federal Home Loan Bank	243,710	234
Other borrowings	26,019	19
Total interest expense	449,325	563
Net Interest Income	327,728	307
Provision for Loan Losses	(31,002)	(38)
Net Interest Income After Provision for Loan Losses	296,726	268
Other Income (Loss):		
Retail fees and charges	55,279	53
Loan servicing fees, net	8,099	22
Mortgage servicing rights valuation adjustment	(60,417)	(19)
Gain on sales of securities and changes in fair values of derivatives, net	40,583	15
Gain on sales of loans	36,173	8
Bank owned life insurance	14,115	13
Real estate operations	(6,926)	(6)
Other operating income	33,294	32
Total other income	120,200	120
Other Expense (Gain):		
General and administrative expenses -		
Compensation and benefits	114,022	105
Occupancy and equipment	38,956	37
Data processing	17,861	18
Advertising	15,171	11
Communication	13,071	13
Item processing	14,225	16
Outside services	13,833	13
Other operating expenses	31,232	31
Exit costs and termination benefits	-	(15)
Total general and administrative expenses	258,371	232
Amortization of core value of deposits	6,368	7
Amortization of goodwill	-	8
Total other expense	264,739	248
Income Before Income Taxes	152,187	141
Income Tax Provision	43,723	43
Net Income	\$ 108,464	\$ 97
Per Common Share:		
Net Income	\$ 2.37	\$
Dividends Declared Per Common Share	\$ .35	\$
Weighted Average Shares Outstanding	45,849,983	50,492



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COMMERCIAL FEDERAL CORPORATION  
MORTGAGE SERVICING RIGHTS AND MORTGAGE BANKING OPERATIONS  
(In Thousands)  
(Unaudited)

	December 31, 2002	Three Month September 2002
Mortgage Servicing Rights:		
Beginning balance	\$ 74,214	\$ 103,103
Mortgage servicing rights retained through loan sales	18,511	10,103
Purchases of mortgage servicing rights	15,925	1,103
Valuation adjustments	(9,585)	(34,103)
Amortization expense	(10,712)	(6,103)
Ending balance	\$ 88,353	\$ 74,103
Valuation allowances	\$ 80,058	\$ 70,103
Mortgage servicing rights as a percentage of servicing portfolio	0.77%	
Mortgage servicing rights as a multiple of servicing fees	2.32x	
Loans Serviced for Other Institutions:		
Beginning balance	\$ 9,773,436	
Additions to portfolio	1,412,803	
Purchases of loans to service	1,776,291	
Loan payments	(1,427,804)	
Other items, net	(2,971)	
Ending balance	\$ 11,531,755	\$ 9,773,436
Weighted average servicing fee	0.33%	
Weighted average coupon note rate	6.82%	

	Year Ended 12/31/02	Year Ended 12/31/01	Thre Ende

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Mortgage Banking Income:				
Loan servicing fees	\$	39,124	\$ 39,772	\$
Amortization of mortgage servicing rights		(31,025)	(17,092)	
		-----	-----	-----
Loan servicing fees, net		8,099	22,680	
Mortgage servicing rights valuation adjustment		(60,417)	(19,058)	
Gain (loss) on sales of securities and changes in fair value of derivatives		40,583	15,422	
		-----	-----	-----
Mortgage servicing rights valuation adjustment, net		(19,834)	(3,636)	
Gain on sales of loans		36,173	8,739	
		-----	-----	-----
Total mortgage banking income	\$	24,438	\$ 27,783	\$
		=====	=====	=====

=====

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COMMERCIAL FEDERAL CORPORATION  
DEPOSITS AND LOANS  
(In Thousands)  
(Unaudited)

		December 31, 2002	S
-----			
Deposits by State:			
Colorado		\$ 2,015,845	
Nebraska		1,740,421	
Iowa		982,714	
Kansas		659,671	
Oklahoma		555,275	
Missouri		287,587	
Arizona		197,528	
Minnesota		-	
		-----	
Total deposits		\$ 6,439,041	
		=====	
Deposits by Type:			
Checking accounts:			
Interest bearing		\$ 494,847	
Noninterest bearing		974,483	
		-----	
Total checking		1,469,330	
Money market accounts		505,679	

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Savings accounts	1,618,593
	-----
Total core deposits	3,593,602
Certificates of deposit - non core	2,845,439
	-----
Total deposits	\$ 6,439,041
	=====

During calendar year 2001, deposits totaling \$446,267 were sold pursuant to the branch divestiture initiative. The following details the sale of these deposits by the applicable 2001 quarter:

	December 31
	-----
Core deposits (\$171,737 total)	\$ 31,407
Certificates of deposit (\$274,530 total)	61,776
	-----
Total deposits sold (\$446,267)	\$ 93,183
	=====

Loans Receivable, before allowance for losses:

Single-family fixed	\$ 1,874,930
Single-family adjustable	1,905,272
	-----
Total single-family	3,780,202
Commercial real estate	1,503,213
Construction (net of LIP)	568,170
Multi-family	273,072
Consumer and other	1,684,507
	-----
Total loans receivable, before allowance for losses	\$ 7,809,164
	=====

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COMMERCIAL FEDERAL CORPORATION  
ALLOWANCE FOR LOSSES ON LOANS  
(Unaudited)

(In Thousands)	December 31, 2002	September 2002
	-----	-----
THREE MONTHS ENDED:		
	-----	-----
Beginning balance	\$ 109,724	\$ 104,000
Provision charged to operations	9,731	9,100
Charges	(14,550)	(4,300)
Recoveries	1,430	9,100
Change in estimate of allowance for bulk purchased loans	(44)	(4,300)
	-----	-----

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Ending balance	\$ 106,291	\$ 109,7
-----		
TWELVE MONTHS ENDED:		
-----		
Beginning balance	\$ 102,451	n/a
Provision charged to operations	31,002	n/a
Charges	(32,693)	n/a
Recoveries	5,675	n/a
Change in estimate of allowance for bulk purchased loans	(144)	n/a
Reduction to allowance on sale of securitized loans	-	n/a
-----		
Ending balance	\$ 106,291	n/a
-----		

SUMMARY OF CHARGE-OFFS, NET OF RECOVERIES:

Three months ended	\$ (13,120)	\$ (3,3
	=====	=====
Twelve months ended	\$ (27,018)	n/a
	=====	

	December 31, 2002	September 2002
-----		
Reserves:		
Specific	\$ 3,561	\$ 9,9
Special Problem	35,766	34,1
Nonspecific	66,964	65,6
	-----	-----
	\$ 106,291	\$ 109,7
	=====	=====

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COMMERCIAL FEDERAL CORPORATION  
NONPERFORMING ASSETS AND LOANS  
(Dollars in Thousands)  
(Unaudited)

	December 31, 2002	September 30, 2002
-----		
Nonperforming Assets:		
Nonperforming loans:		
Residential real estate	\$ 43,939	\$ 42,306
Residential construction	2,455	2,562

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Commercial real estate	15,306	25,135
Commercial construction	2,584	2,666
All other	8,130	9,922
	-----	-----
Total nonperforming loans	72,414	82,591
	-----	-----
Real estate:		
Residential	14,648	13,683
Residential construction	22,810	23,252
Commercial construction	-	-
All other	2,550	3,285
	-----	-----
Total real estate	40,008	40,220
	-----	-----
Troubled debt restructurings		
Residential	-	-
Commercial	1,567	1,567
	-----	-----
Total troubled debt restructurings	1,567	1,567
	-----	-----
Total nonperforming assets	\$ 113,969	\$ 124,378
	=====	=====
Nonperforming assets to total assets	.87%	.92%
	=====	=====
Summary of Nonperforming Assets:		
Residential	\$ 83,852	\$ 81,803
Nonresidential	30,117	42,575
	-----	-----
	\$ 113,969	\$ 124,378
	=====	=====

Nonperforming loans to total loans	.82%	.90%
Nonperforming assets to total assets	.87%	.92%
Allowance for losses to total loans	1.20%	1.20%
Allowance for losses to nonperforming assets	93.26%	88.22%
Allowance for losses to nonresidential nonperforming assets	352.93%	257.72%

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COMMERCIAL FEDERAL CORPORATION  
SUMMARY OF CONSOLIDATED FINANCIAL HIGHLIGHTS AND RATIOS  
(Unaudited)

(Dollars in Thousands Except Per Share Data)	December 31, 2002	September 30, 2002	Dece
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Cash, investment securities and FHLB stock	\$ 1,779,824	\$ 1,802,135	\$ 1,
Mortgage-backed securities	1,632,622	1,746,689	1,
Loans receivable, net	8,571,585	8,898,950	8,
Intangible assets	185,082	186,631	
Other assets	912,354	855,916	
Total assets	13,081,467	13,490,321	12,

Deposits	6,439,041	6,163,289	6,
Advances from Federal Home Loan Bank	4,848,997	5,508,180	4,
Other borrowings	603,306	615,193	
Other liabilities	433,602	457,741	
Stockholders' equity	756,521	745,918	
Total liabilities and stockholders' equity	13,081,467	13,490,321	12,

Book value per common share	\$ 16.74	\$ 16.49	\$
Tangible book value per common share (1)	\$ 12.65	\$ 12.37	\$
Stock price	\$ 23.35	\$ 21.77	\$
Common shares outstanding	45,189,112	45,226,837	45,
Weighted average shares outstanding	45,485,399	45,791,436	47,

Nonperforming assets	\$ 113,969	\$ 124,378	\$
Nonperforming assets to total assets	.87%	.92%	
Weighted average interest rates (durings):			
Yield on interest-earning assets	6.23%	6.41%	
Rate on interest-bearing liabilities	3.56%	3.64%	
Net interest rate spread	2.67%	2.77%	
Net yield on interest-earning assets	2.64%	2.69%	
Loans serviced for other institutions	\$ 11,531,755	\$ 9,773,436	\$ 9,

Three months ended:

Return on average assets	.78%	.79%
Return on average equity	14.27%	13.61%
Return on average tangible equity (2)	19.09%	17.90%
Average equity to average assets	5.49%	5.80%
G & A expenses to average assets	2.21%	1.83%
Operating efficiency ratio	60.97%	56.09%

Twelve months ended:

Return on average assets	.82%	n/a
Return on average equity	14.30%	n/a
Return on average tangible equity (2)	19.02%	n/a
Average equity to average assets	5.76%	n/a
G & A expenses to average assets	1.96%	n/a
Operating efficiency ratio	57.68%	n/a

(1) Determined by dividing total stockholders' equity less core value of deposits and goodwill by common shares outstanding.

(2) Determined by dividing net income by average stockholders' equity minus the average balances of core value of deposits and goodwill.

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COMMERCIAL FEDERAL CORPORATION  
AVERAGE BALANCES AND REGULATORY CAPITAL  
(Dollars in Thousands)  
(Unaudited)

	December 31, 2002	September 30, 2002	June 30, 2002
Three Months Ended:			
-----			
Average Balances:			
Total assets	\$ 13,408,194	\$ 13,511,423	\$ 12,924,321
Total loans, net	8,851,961	8,865,656	8,447,815
Total loans, before allowances	8,960,880	8,971,536	8,550,402
Total mortgage-backed securities	1,741,933	1,797,775	1,834,009
Total deposits	6,277,235	6,186,698	6,256,952
Total stockholders' equity	736,489	783,612	776,414
Total interest-earning assets	12,191,686	12,205,340	11,703,685
Total interest-bearing liabilities	12,286,057	12,296,090	11,815,264

	Year Ended 12/31/02	Year Ended 12/31/01
Year to Date:		
-----		
Average Balances:		
Total assets	\$ 13,175,562	\$ 12,857,135
Total loans, net	8,638,609	8,782,321
Total loans, before allowances	8,743,759	8,872,003
Total mortgage-backed securities	1,799,174	1,690,967
Total deposits	6,258,302	7,122,069
Total stockholders' equity	758,659	798,889
Total interest-earning assets	11,931,794	11,724,847
Total interest-bearing liabilities	12,034,963	11,704,421

	December 31, 2002	September 30, 2002	June 30, 2002
Regulatory Capital:			
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Tangible	\$ 743,048	\$ 752,804	\$ 723,100
Core	734,870	746,244	715,665
Total risk-based	871,408	882,768	846,021
Tier 1 risk-based	734,870	746,244	715,665
Tangible %	5.81%	5.71%	5.60%
Core %	5.75%	5.67%	5.61%
Total risk-based %	10.92%	10.88%	10.77%
Tier 1 risk-based %	9.21%	9.20%	9.11%

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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.

COMMERCIAL FEDERAL CORPORATION

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(Registrant)

Date: February 7, 2003

/s/ David S. Fisher

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David S. Fisher  
Executive Vice President and  
Chief Financial Officer  
(Duly Authorized Officer)