

**Manhattan Beach**

City

**CA** **90266-2436**

State Zip Code

FDIC Certificate Number: 57678

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## Consolidated Report of Income for the period January 1, 2005 – September 30, 2005

All Report of Income schedules are to be reported on a calendar year-to-date basis in thousands of dollars.

### Schedule RI—Income Statement

		Dollar Amounts in Thousands		RIAD	Bil   Mil   Thou	
1. Interest Income:						
<b>a. Items 1.a.(1) through (6) are to be completed by all banks.</b>						
Interest and fee income on loans:						
(1) Loans secured by real estate	4011	1,403				1.a.1
(2) Commercial and industrial loans	4012	220				1.a.2
(3) Loans to individuals for household, family, and other personal expenditures:						
(a) Credit cards	B485	0				1.a.3.a
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B486	3				1.a.3.b
(4) Loans to foreign governments and official institutions	4056	0				1.a.4
(5) All other loans (1)	4058	0				1.a.5
(6) Total interest and fee income on loans (sum of items 1.a.(1) through 1.a.(5))	4010	<b>1,626</b>				1.a.6
b. Income from lease financing receivables			4065		0	1.b
c. Interest income on balances due from depository institutions (2)			4115		130	1.c
d. Interest and dividend income on securities:						
(1) U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities)	B488	54				1.d.1
(2) Mortgage-backed securities	B489	0				1.d.2
(3) All other securities (includes securities issued by states and political subdivisions in the U.S.)	4060	0				1.d.3
e. Interest income from trading assets			4069		0	1.e
f. Interest income on federal funds sold and securities purchased under agreements to resell			4020		183	1.f
g. Other interest income			4518		1	1.g
h. Total interest income (sum of items 1.a.(6) through 1.g)	4107	<b>1,994</b>				1.h

(1) Includes interest and fee income on "Loans to depository institutions and acceptances of other banks," "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Other loans."

(2) Includes interest income on time certificates of deposit not held for trading.

## Schedule RI—Continued

	Dollar Amounts in Thousands		Year-to-date		
			RIAD	Bil   Mil   Thou	
2. Interest expense:					
a. Interest on deposits:					
(1) Transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts)	4508	137			2.a.1
(2) Nontransaction accounts:					
(a) Savings deposits (includes MMDAs)	0093	190			2.a.2.a
(b) Time deposits of \$100,000 or more	A517	43			2.a.2.b
(c) Time deposits of less than \$100,000	A518	244			2.a.2.c
b. Expense of federal funds purchased and securities sold under agreements to repurchase	4180	0			2.b
c. Interest on trading liabilities and other borrowed money	4185	0			2.c
d. Interest on subordinated notes and debentures	4200	0			2.d
e. Total interest expense (sum of items 2.a through 2.d)	4073	614			2.e
3. Net interest income (item 1.h minus 2.e)			4074	1,380	3
4. Provision for loan and lease losses			4230	313	4
5. Noninterest income:					
a. Income from fiduciary activities (1)	4070	0			5.a
b. Service charges on deposit accounts	4080	10			5.b
c. Trading revenue (2)	A220	0			5.c
d. Investment banking, advisory, brokerage, and underwriting fees and commissions	B490	0			5.d
e. Venture capital revenue	B491	0			5.e
f. Net servicing fees	B492	0			5.f
g. Net securitization income	B493	0			5.g
h. (1) Underwriting income from insurance and reinsurance activities	C386	0			5.h.1
(2) Income from other insurance activities	C387	0			5.h.2
i. Net gains (losses) on sales of loans and leases	5416	301			5.i
j. Net gains (losses) on sales of other real estate owned	5415	0			5.j
k. Net gains (losses) on sales of other assets (excluding securities)	B496	0			5.k
l. Other noninterest income*	B497	444			5.l
m. Total noninterest income (sum of items 5.a through 5.l)			4079	755	5.m
6. a. Realized gains (losses) on held-to-maturity securities			3521	0	6.a
b. Realized gains (losses) on available-for-sale securities			3196	0	6.b
7. Noninterest expense:					
a. Salaries and employee benefits	4135	1,318			7.a
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	369			7.b
c. (1) Goodwill impairment losses	C216	0			7.c.1
(2) Amortization expense and impairment losses for other intangible assets	C232	0			7.c.2
d. Other noninterest expense *	4092	761			7.d
e. Total noninterest expense (sum of items 7.a through 7.d)			4093	2,448	7.e
8. Income (loss) before income taxes and extraordinary items, and other adjustments (item 3 plus or minus items 4, 5.m, 6.a, 6.b, and 7.e)			4301	(626)	8
9. Applicable income taxes (on item 8)			4302	1	9
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)			4300	(627)	10
11. Extraordinary items and other adjustments, net of income taxes *			4320	0	11
12. Net income (loss) (sum of items 10 and 11)			4340	(627)	12

\* Describe on Schedule RI-E—Explanations

(1) For banks required to complete Schedule RC-T, items 12 through 19, income from fiduciary activities reported in Schedule RI, item 5.a, must equal the amount reported in Schedule RC-T, item 19.

(2) For banks required to complete Schedule RI, Memorandum item 8, trading revenue reported in Schedule RI, Item 5.c, must equal the sum of Memorandum items 8.a through 8.d.

**Schedule RI—Continued**

Memoranda

Dollar Amounts in Thousands

Year-to-date

RIAD	Bil   Mil   Thou
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1. Interest expense incurred to carry tax-exempt securities, loans, and leases acquired after August 7, 1986, that is not deductible for federal income tax purposes	4513	0	M.1
2. Income from the sale and servicing of mutual funds and annuities (included in Schedule RI, item 8)	8431	0	M.2
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule RI, items 1.a and 1.b)	4313	0	M.3
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule RI, item 1.d.(3))	4507	0	M.4
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	4150	19	M.5
<b>6. Memorandum item 6 is to be completed by: (1)</b>			
<ul style="list-style-type: none"> <li>• banks with \$300 million or more in total assets, and</li> <li>• banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans.</li> </ul>			
Interest and fee income on loans to finance agricultural production and other loans to farmers (included in Schedule RI, item 1.a.(5))	4024	N/A	M.6
<b>7. If the reporting bank has restated its balance sheet as a result of applying push down accounting this calendar year, report the date of the bank's acquisition (2)</b>			
	9106	0	M.7
<b>8. Trading revenue (from cash instruments and derivative instruments) (sum of Memorandum items 8.a through 8.d must equal Schedule RI, item 5.c)</b>			
<b>(To be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$2 million or more for any quarter of the preceding calendar year.):</b>			
a. Interest rate exposures	8757	N/A	M.8.a
b. Foreign exchange exposures	8758	N/A	M.8.b
c. Equity security and index exposures	8759	N/A	M.8.c
d. Commodity and other exposures	8760	N/A	M.8.d
<b>9. To be completed by banks with \$100 million or more in total assets: (1)</b>			
Impact on income of derivatives held for purposes other than trading:			
a. Net increase (decrease) to interest income	8761	N/A	M.9.a
b. Net (increase) decrease to interest expense	8762	N/A	M.9.b
c. Other (noninterest) allocations	8763	N/A	M.9.c
<b>10. To be completed by banks with \$300 million or more in total assets: (1)</b>			
Credit losses on derivatives (see instructions)	A251	N/A	M.10
<b>11. Does the reporting bank have a Subchapter S election in effect for federal income tax purposes for the current tax year?</b>			
	A530	NO	M.11

(1) The asset size tests and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2004, Report of Condition.

(2) For example, a bank acquired on March 1, 2005, would report 2005/03/01

## Schedule RI-A—Changes in Equity Capital

Indicate decreases and losses in parentheses.

Dollar Amounts in Thousands

	RIAD	Bil   Mil   Thou	
1. Total equity capital most recently reported for the December 31, 2004, Reports of Condition and Income (I.e., after adjustments from amended Reports of Income)	3217	10,398	1
2. Restatements due to corrections of material accounting errors and changes in accounting principles*	B507	0	2
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508	10,398	3
4. Net income (loss) (must equal Schedule RI, item 12)	4340	(627)	4
5. Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions)	B509	15,870	5
6. Treasury stock transactions, net	B510	0	6
7. Changes incident to business combinations, net	4356	0	7
8. LESS: Cash dividends declared on preferred stock	4470	0	8
9. LESS: Cash dividends declared on common stock	4460	0	9
10. Other comprehensive income (1)	B511	(7)	10
11. Other transactions with parent holding company * (not included in items 5, 6, 8, or 9 above)	4415	0	11
12. Total equity capital end of current period (sum of items 3 through 11) (must equal Schedule RC, item 28)	3210	25,634	12

\* Describe on Schedule RI-E - Explanations.

(1) Includes changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, and changes in minimum pension liability adjustments.

## Schedule RI-B—Charge-offs and Recoveries on Loans and Leases and Changes in Allowance for Loan and Lease Losses

### Part I. Charge-offs and Recoveries on Loans and Leases

Part I includes charge-offs and recoveries through the allocated transfer risk reserve.

Dollar Amounts in Thousands

	(Column A) Charge-offs (1)				(Column B) Recoveries					
	Calendar year-to-date									
	RIAD	Bil   Mil   Thou	RIAD	Bil   Mil   Thou	RIAD	Bil   Mil   Thou	RIAD	Bil   Mil   Thou		
1. Loans secured by real estate:										
a. Construction, land development, and other land loans	3582	0	3583	0						1.a
b. Secured by farmland	3584	0	3585	0						1.b
c. Secured by 1-4 family residential properties:										
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5411	0	5412	0						1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:										
(a) Secured by first liens	C234	0	C217	0						1.c.2.a
(b) Secured by junior liens	C235	0	C218	0						1.c.2.b
d. Secured by multifamily (5 or more) residential properties	3588	0	3589	0						1.d
e. Secured by nonfarm nonresidential properties	3590	0	3591	0						1.e
2. Loans to depository institutions and acceptances of other banks	4481	0	4482	0						2
3. Not applicable										
4. Commercial and industrial loans	4638	0	4608	0						4
5. Loans to individuals for household, family, and other personal expenditures:										
a. Credit cards	B514	0	B515	0						5.a
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B516	0	B517	0						5.b
6. Loans to foreign governments and official institutions	4643	0	4627	0						6
7. All other loans (2)	4644	0	4628	0						7
8. Lease financing receivables	4266	0	4267	0						8
9. Total (sum of items 1 through 8)	4635	0	4605	0						9

(1) Include write-downs arising from transfers of loans to a held-for-sale account.

(2) Includes charge-offs and recoveries on "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Other loans."

# Schedule RI-B Continued

## Part I. Continued

### Memoranda

Memoranda	Dollar Amounts in Thousands				RIAD	Calendar year-to-date			RIAD	Calendar year-to-date			
	RIAD	Bil   Mil   Thou				RIAD	Bil   Mil   Thou						
		Bil	Mil	Thou			Bil	Mil		Thou			
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RI-B, part I, items 4 and 7, above	5409	0			5410	0							M.1
2. Memorandum items 2.a through 2.d are to be completed by banks with \$300 million or more in total assets: (2)													
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 1, above)	4652	N/A			4662	N/A							M.2.a
b. Loans to and acceptances of foreign banks (included in Schedule RI-B, part I, item 2, above)	4654	N/A			4664	N/A							M.2.b
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 4, above)	4646	N/A			4618	N/A							M.2.c
d. Lease financing receivables of non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 8, above)	4659	N/A			4669	N/A							M.2.d
3. Memorandum item 3 is to be completed by: (2)													
• banks with \$300 million or more in total assets, and													
• banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans:													
Loans to finance agricultural production and other loans to farmers (included in Schedule RI-B, part I, item 7, above)	4655	N/A			4665	N/A							M.3
Memorandum item 4 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.													
4. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not in charge-offs against the allowance for loan and lease losses)					C388	N/A							M.4

(1) Include write-downs arising from transfers of loans to a held-for-sale account.  
 (2) The \$300 million asset size test and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2004, Report of Condition.

## Part II. Changes in Allowance for Loan and Lease Losses

Memoranda	Dollar Amounts in Thousands				RIAD	Calendar year-to-date			RIAD	Calendar year-to-date			
	RIAD	Bil   Mil   Thou				RIAD	Bil   Mil   Thou						
1. Balance most recently reported for the December 31, 2004, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	B522	340											1
2. Recoveries (must equal part I, item 9, column B above)	4605	0											2
3. LESS: Charge-offs (must equal part I, item 9, column A above less Schedule RI-B, part II, item 4)	C079	0											3
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account	5523	0											4
5. Provision for loan and lease losses (must equal Schedule RI, item 4)	4230	313											5
6. Adjustments * (see instructions for this schedule)	C233	0											6
7. Balance end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule RC, item 4.c)	3123	653											7

\* Describe on Schedule RI-E—Explanations.

Part II. Continued

Memoranda	Dollar Amounts in Thousands	RIAD				
		RIAD	Bil	Mil		Thou
1. Allocated transfer risk reserve included in Schedule RI-B, part II, item 7, above _____		C435			0	M.1
<i>Memorandum items 2 and 3 are to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.</i>						
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges _____		C389			N/A	M.2
3. Amount of allowance for loan and leases losses attributable to retail credit card fees and finance charges _____		C390			N/A	M.3
<b>Memorandum item 4 is to be completed by all banks.</b>						
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule RI-B, part II, item 7, above) _____		C781			0	M.4

Schedule RI-E—Explanations

Schedule RI-E is to be completed each quarter on a calendar year-to-date basis.

Detail all adjustments in Schedule RI-A and RI-B, all extraordinary items and other adjustments in Schedule RI, and all significant items of other noninterest income and other noninterest expense in Schedule RI.

(See instructions for details.)

	Dollar Amounts in Thousands	Year-to-date				
		RIAD	Bil	Mil		Thou
1. Other noninterest income (from Schedule RI, item 5.l) Itemize and describe amounts that exceed 1% of the sum of Schedule RI, items 1.h and 5.m:						
<b>TEXT</b>						
a. Income and fees from the printing and sale of checks		C013			0	1.a
b. Earnings on/increase in value of cash surrender value of life insurance		C014			0	1.b
c. Income and fees from automated teller machines (ATMs)		C016			0	1.c
d. Rent and other income from other real estate owned		4042			0	1.d
e. Safe deposit box rent		C015			0	1.e
f. 4461 Brokers Commissions		4461			424	1.f
g. 4462		4462			0	1.g
h. 4463		4463			0	1.h
2. Other noninterest expense (from Schedule RI, item 7.d): Itemize and describe amounts that exceed 1% of the sum of Schedule RI, items 1.h and 5.m:						
<b>TEXT</b>						
a. Data processing expenses		C017			141	2.a
b. Advertising and marketing expenses		0497			93	2.b
c. Directors' fees		4136			91	2.c
d. Printing, stationery, and supplies		C018			36	2.d
e. Postage		8403			0	2.e
f. Legal fees and expenses		4141			50	2.f
g. FDIC deposit insurance assessments		4146			0	2.g
h. 4464 Audit		4464			28	2.h
i. 4467 Consulting		4467			89	2.i
j. 4468		4468			0	2.j
3. Extraordinary items and other adjustments and applicable income tax effect (from Schedule RI, item 11) (itemize and describe all extraordinary items and other adjustments):						
<b>TEXT</b>						
a.(1) 4469		4469			0	3.a.1
(2) Applicable income tax effect	4486	0				3.a.2
b.(1) 4487		4487			0	3.b.1
(2) 1Applicable income tax effect	4488	0				3.b.2
c.(1) 4489		4489			0	3.c.1
(2) Applicable income tax effect	4491	0				3.c.2



**Manhattan Beach**

City

**CA** **90266-2436**

State Zip Code

FDIC Certificate Number: 57678

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## Consolidated Report of Condition for Insured Commercial and State-Chartered Savings Banks for September 30, 2005

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

### Schedule RC—Balance Sheet

		Dollar Amounts in Thousands		RCON	Bil	Mil	Thou	
<b>ASSETS</b>								
1. Cash and balances due from depository institutions (from Schedule RC-A):								
a. Noninterest-bearing balances and currency and coin (1)				0081			2,386	1.a
b. Interest-bearing balances (2)				0071			11,410	1.b
2. Securities:								
a. Held-to-maturity securities (from Schedule RC-B, column A)				1754			0	2.a
b. Available-for-sale securities (from Schedule RC-B, column D)				1773			4,308	2.b
3. Federal funds sold and securities purchased under agreements to resell:								
a. Federal funds sold				B987			5,820	3.a
b. Securities purchased under agreements to resell (3)				B989			0	3.b
4. Loans and lease financing receivables (from Schedule RC-C):								
a. Loans and leases held for sale				5369			0	4.a
b. Loans and leases, net of unearned income		B528	38,478					4.b
c. LESS: Allowance for loan and lease losses		3123	653					4.c
d. Loans and leases, net of unearned income and allowance (item 4.b minus 4.c)				B529			37,825	4.d
5. Trading assets (from Schedule RC-D)								
				3545			0	5
6. Premises and fixed assets (including capitalized leases)								
				2145			257	6
7. Other real estate owned (from Schedule RC-M)								
				2150			0	7
8. Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M)								
				2130			0	8
9. Customers' liability to this bank on acceptances outstanding								
				2155			0	9
10. Intangible assets								
a. Goodwill				3163			0	10.a
b. Other intangible assets (from Schedule RC-M)				0426			179	10.b
11. Other assets (from Schedule RC-F)								
				2160			549	11
12. Total assets (sum of items 1 through 11)								
				2170			62,734	12

(1) Includes cash items in process of collection and unposted debits.

(2) Includes time certificates of deposit not held for trading.

(3) Includes all securities resale agreements, regardless of maturity.

## Schedule RC - Continued

		Dollar Amounts in Thousands		RCON	Bil	Mil	Thou	
<b>LIABILITIES</b>								
13. Deposits:								
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E)				2200			35,968	13.a
(1) Noninterest-bearing (1)		6631	2,422					13.a.1
(2) Interest-bearing		6636	33,546					13.a.2
b. Not applicable								
14. Federal funds purchased and securities sold under agreements to repurchase								
a. Federal funds purchased (2)				B993			0	14.a
b. Securities sold under agreements to repurchase (3)				B995			0	14.b
15. Trading liabilities (from Schedule RC-D)								
				3548			0	15
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M):								
				3190			0	16
17. Not applicable								
18. Bank's liability on acceptances executed and outstanding								
				2920			0	18
19. Subordinated notes and debentures (4)								
				3200			0	19
20. Other liabilities (from Schedule RC-G)								
				2930			1,132	20
21. Total liabilities (sum of items 13 through 20)				2948			37,100	21
22. Minority interest in consolidated subsidiaries				3000			0	22
<b>EQUITY CAPITAL</b>								
23. Perpetual preferred stock and related surplus								
				3838			0	23
24. Common stock								
				3230			28,380	24
25. Surplus (exclude all surplus related to preferred stock)								
				3839			0	25
26. a. Retained earnings								
				3632			(2,713)	26.a
b. Accumulated other comprehensive income (5)								
				B530			(33)	26.b
27. Other equity capital components (6)								
				A130			0	27
28. Total equity capital (sum of items 23 through 27)								
				3210			25,634	28
29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28)								
				3300			62,734	29

**Memorandum**

**To be reported with the March Report of Condition.**

1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2004

RCON	Number
6724	N/A

M. 1

- 1 = Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank
- 2 = Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately)
- 3 = Attestation on bank management's assertion on the effectiveness of the bank's internal control over financial reporting by a certified public accounting firm

- 4 = Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)
- 5 = Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)
- 6 = Review of the bank's financial statements by external auditors
- 7 = Compilation of the bank's financial statements by external auditors
- 8 = Other audit procedures (excluding tax preparation work)
- 9 = No external audit work

(1) Includes total demand deposits and noninterest-bearing time and savings deposits.  
 (2) Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, "other borrowed money."  
 (3) Includes all securities repurchase agreements, regardless of maturity.  
 (4) Includes limited-life preferred stock and related surplus.  
 (5) Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, and minimum pension liability adjustments.  
 (6) Includes treasury stock and unearned Employee Stock Ownership Plan shares.

## Schedule RC-A—Cash and Balances Due From Depository Institutions

Schedule RC-A is to be completed only by banks with \$300 million or more in total assets.

Exclude assets held for trading.

	Dollar Amounts in Thousands		RCON	Bil   Mil   Thou	
	RCON	Bil   Mil   Thou			
1. Cash items in process of collection, unposted debits, and currency and coin:					
a. Cash items in process of collection and unposted debits	0020			N/A	1.a
b. Currency and coin	0080			N/A	1.b
2. Balances due from depository institutions in the U.S.:					
a. U.S. branches and agencies of foreign banks	0083			N/A	2.a
b. Other commercial banks in the U.S. and other depository institutions in the U.S.	0085			N/A	2.b
3. Balances due from banks in foreign countries and foreign central banks:					
a. Foreign branches of other U.S. banks	0073			N/A	3.a
b. Other banks in foreign countries and foreign central banks	0074			N/A	3.b
4. Balances due from Federal Reserve Banks	0090			N/A	4
5. Total (sum of items 1 through 4) (must equal Schedule RC, sum of items 1.a and 1.b)	0010			N/A	5

## Schedule RC-B—Securities

Exclude assets held for trading.

Dollar Amounts in Thousands	Held-to-maturity				Available-for-sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	RCON	Bil   Mil   Thou	RCON	Bil   Mil   Thou	RCON	Bil   Mil   Thou	RCON	Bil   Mil   Thou	
1. U.S. Treasury securities	0211	0	0213	0	1286	0	1287	0	1
2. U.S. Government agency obligations (exclude mortgage-backed securities):									
a. Issued by U.S. Government agencies (1)	1289	0	1290	0	1291	0	1293	0	2.a
b. Issued by U.S. Government sponsored agencies (2)	1294	0	1295	0	1297	4,341	1298	4,308	2.b
3. Securities issued by states and political subdivisions in the U.S.	8496	0	8497	0	8498	0	8499	0	3

(1) Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.

(2) Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

**Schedule RC-B—Continued**

Dollar Amounts in Thousands	RCON	Held-to-maturity				Available-for-sale				
		(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
		Bil   Mil   Thou	RCON	Bil   Mil   Thou	RCON	Bil   Mil   Thou	RCON	Bil   Mil   Thou	RCON	
<b>4. Mortgage-backed securities (MBS):</b>										
<b>a. Pass-through securities:</b>										
(1) Guaranteed by GNMA	1698	0	1699	0	1701	0	1702	0	4.a.1	
(2) Issued by FNMA and FHLMC	1703	0	1705	0	1706	0	1707	0	4.a.2	
(3) Other pass-through securities	1709	0	1710	0	1711	0	1713	0	4.a.3	
<b>b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):</b>										
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	1714	0	1715	0	1716	0	1717	0	4.b.1	
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA	1718	0	1719	0	1731	0	1732	0	4.b.2	
(3) All other mortgage-backed securities	1733	0	1734	0	1735	0	1736	0	4.b.3	
<b>5. Asset-backed securities (ABS):</b>										
a. Credit card receivables	B838	0	B839	0	B840	0	B841	0	5.a	
b. Home equity lines	B842	0	B843	0	B844	0	B845	0	5.b	
c. Automobile loans	B846	0	B847	0	B848	0	B849	0	5.c	
d. Other consumer loans	B850	0	B851	0	B852	0	B853	0	5.d	
e. Commercial and industrial loans	B854	0	B855	0	B856	0	B857	0	5.e	
f. Other	B858	0	B859	0	B860	0	B861	0	5.f	
<b>6. Other debt securities:</b>										
a. Other domestic debt securities	1737	0	1738	0	1739	0	1741	0	6.a	
b. Foreign debt securities	1742	0	1743	0	1744	0	1746	0	6.b	
<b>7. Investments in mutual funds and other equity securities with readily determinable fair values (1)</b>										
					A510	0	A511	0	7	
<b>8. Total (sum of items 1 through 7) (total of column A must equal Schedule RC, item 2.a) (total of column D must equal Schedule RC, item 2.b)</b>										
	1754	0	1771	0	1772	4,341	1773	4,308	8	

(1) Report Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock in Schedule RC-F, item 4.

**Schedule RC-B—Continued**

Memoranda

	Dollar Amounts in Thousands		
	RCON	Bil   Mil   Thou	
1. Pledged securities (1)_____	0416	0	M.1
2. Maturity and repricing data for debt securities (1,2) (excluding those in nonaccrual status):			
a. Securities issued by the U.S. Treasury, U.S. Government agencies, and states and political subdivisions in the U.S.; other non-mortgage debt securities; and mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of: (3,4)			
(1) Three months or less_____	A549	3,618	M.2.a.1
(2) Over three months through 12 months_____	A550	0	M.2.a.2
(3) Over one year through three years_____	A551	0	M.2.a.3
(4) Over three years through five years_____	A552	0	M.2.a.4
(5) Over five years through 15 years_____	A553	690	M.2.a.5
(6) Over 15 years_____	A554	0	M.2.a.6
b. Mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of: (3,5)			
(1) Three months or less_____	A555	0	M.2.b.1
(2) Over three months through 12 months_____	A556	0	M.2.b.2
(3) Over one year through three years_____	A557	0	M.2.b.3
(4) Over three years through five years_____	A558	0	M.2.b.4
(5) Over five years through 15 years_____	A559	0	M.2.b.5
(6) Over 15 years_____	A560	0	M.2.b.6
c. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS; exclude mortgage pass-through securities) with an expected average life of: (6)			
(1) Three years or less_____	A561	0	M.2.c.1
(2) Over three years_____	A562	0	M.2.c.2
d. Debt securities with a REMAINING MATURITY of one year or less (included in Memorandum items 2.a through 2.c above)_____	A248	0	M.2.d
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)_____	1778	0	M.3
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule RC-B, items 2, 3, 5, and 6):			
a. Amortized cost_____	8782	100	M.4.a
b. Fair value_____	8783	98	M.4.b

(1) Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.  
 (2) Exclude investments in mutual funds and other equity securities with readily determinable fair values.  
 (3) Report fixed rate debt securities by remaining maturity and floating rate debt securities by next repricing date.  
 (4) Sum of Memorandum items 2.a.(1) through 2.a.(6) plus any nonaccrual debt securities in the categories of debt securities reported in Memorandum item 2.a that are included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, sum of items 1, 2, 3, 5, and 6, columns A and D, plus mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.  
 (5) Sum of Memorandum items 2.b.(1) through 2.b.(6) plus any nonaccrual mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, item 4.a, sum of columns A and D, less the amount of mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.  
 (6) Sum of Memorandum items 2.c.(1) and 2.c.(2) plus any nonaccrual "Other mortgage-backed securities" included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, item 4.b, sum of columns A and D.

## Schedule RC-C—Loans and Lease Financing Receivables

### Part I. Loans and Leases

Do not deduct the allowance for loan and lease losses or the allocated transfer risk reserve from amounts reported in this schedule. Report (1) loans and leases held for sale at the lower of cost or market value and (2) loans and leases held for investment, net of unearned income. Exclude assets held for trading and commercial paper.

	Dollar Amounts in Thousands			(Column A) To Be Completed by Banks with \$300 Million or More in Total Assets (1)	(Column B) To Be Completed by All Banks				
	RCON	Bil	Mil	Thou	RCON		Bil	Mil	Thou
1. Loans secured by real estate:									
a. Construction, land development, and other land loans					1415			4,509	1.a
b. Secured by farmland (including farm residential and other improvements)					1420			0	1.b
c. Secured by 1-4 family residential properties:									
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit					1797			0	1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:									
(a) Secured by first liens					5367			436	1.c.2.a
(b) Secured by junior liens					5368			625	1.c.2.b
d. Secured by multifamily (5 or more) residential properties					1460			240	1.d
e. Secured by nonfarm nonresidential properties					1480			24,275	1.e
2. Loans to depository institutions and acceptances of other banks					1288			0	2
a. To commercial banks in the U.S.:									
(1) To U.S. branches and agencies of foreign banks	B532			N/A					2.a.1
(2) To other commercial banks in the U.S.	B533			N/A					2.a.2
b. To other depository institutions in the U.S.	B534			N/A					2.b
c. To banks in foreign countries:									
(1) To foreign branches of other U.S. banks	B536			N/A					2.c.1
(2) To other banks in foreign countries	B537			N/A					2.c.2
3. Loans to finance agricultural production and other loans to farmers					1590			0	3
4. Commercial and industrial loans					1766			8,300	4
a. To U.S. addressees (domicile)	1763			N/A					4.a
b. To non-U.S. addressees (domicile)	1764			N/A					4.b
5. Not applicable									
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):									
a. Credit cards					B538			0	6.a
b. Other revolving credit plans					B539			0	6.b
c. Other consumer loans (includes single payment, installment, and all student loans)					2011			88	6.c
7. Loans to foreign governments and official institutions (including foreign central banks)					2081			0	7
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S.					2107			0	8
9. Other Loans					1563			5	9
a. Loans for purchasing or carrying securities (secured and unsecured)	1545			N/A					9.a
b. All other loans (exclude consumer loans)	1564			N/A					9.b
10. Lease financing receivables (net of unearned income)					2165			0	10
a. Of U.S. addressees (domicile)	2182			N/A					10.a
b. Of non-U.S. addressees (domicile)	2183			N/A					10.b
11. LESS: Any unearned income on loans reflected in items 1-9 above					2123			0	11.
12. Total loans and leases, net of unearned income (sum of items 1 through 10 minus item 11) (must equal Schedule RC, sum of items 4.a and 4.b)					2122			38,478	12

(1) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2004, Report of Condition.

**Schedule RC-C—Continued**

**Part I. Continued**

Memoranda	Dollar Amounts in Thousands		RCON	Bil	Mil	Thou	
1. Loans and leases restructured and in compliance with modified terms (included in Schedule RC-C, part I, and not reported as past due or nonaccrual in Schedule RC-N, Memorandum item 1) (exclude loans secured by 1-4 family residential properties and loans to individuals for household, family, and other personal expenditures)			1616			0	M.1
2. Maturity and repricing data for loans and leases (excluding those in nonaccrual status):							
a. Closed-end loans secured by first liens on 1-4 family residential properties (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B, above) with a remaining maturity or next repricing date of: (1,2)							
(1) Three months or less	A564					436	M.2.a.1
(2) Over three months through 12 months	A565					0	M.2.a.2
(3) Over one year through three years	A566					0	M.2.a.3
(4) Over three years through five years	A567					0	M.2.a.4
(5) Over five years through 15 years	A568					0	M.2.a.5
(6) Over 15 years	A569					0	M.2.a.6
b. All loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column B, above) EXCLUDING closed-end loans secured by first liens on 1-4 family residential properties (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B, above) with a remaining maturity or next repricing date of: (1,3)							
(1) Three months or less	A570					3,505	M.2.b.1
(2) Over three months through 12 months	A571					22,303	M.2.b.2
(3) Over one year through three years	A572					885	M.2.b.3
(4) Over three years through five years	A573					1,381	M.2.b.4
(5) Over five years through 15 years	A574					4,243	M.2.b.5
(6) Over 15 years	A575					5,725	M.2.b.6
c. Loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column B, above) with a REMAINING MATURITY of one year or less (excluding those in nonaccrual status)	A247					6,419	M.2.c
3. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-C, part I, items 4 and 9, column B (4)			2746			0	M.3
4. Adjustable rate closed-end loans secured by first liens on 1-4 family residential properties (included in Schedule RC-C, part I, item 1.c.(2)(a), column B)			5370			0	M.4
5. To be completed by banks with \$300 million or more in total assets: (5) Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-C, part I, items 1.a through 1.e, column B)			B837			N/A	M.5
<i>Memorandum item 6 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.</i>							
6. Outstanding credit card fees and finance charges included in Schedule RC-C, part I, item 6.a.			C391			N/A	M.6
<b>Memorandum item 7 is to be completed by all banks.</b>							
7. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):							
a. Outstanding balance			C779			0	M.7.a
b. Carrying amount included in Schedule RC-C, part I, items 1 through 9			C780			0	M.7.b

(1) Report fixed rate loans and leases by remaining maturity and floating rate loans by next repricing date.  
(2) Sum of Memorandum items 2.a.(1) through 2.a.(6) plus total nonaccrual closed-end loans secured by first liens on 1-4 family residential properties included in Schedule RC-N, item 1.c.(2)(a), column C, must equal total closed-end loans secured by first liens on 1-4 family residential properties from Schedule RC-C, part I, item 1.c.(2)(a), column B.  
(3) Sum of Memorandum items 2.b.(1) through 2.b.(6) plus total nonaccrual loans and leases from Schedule RC-N, sum of items 1 through 8, column C, minus nonaccrual closed-end loans secured by first liens on 1-4 family residential properties included in Schedule RC-N, item 1.c.(2)(a), column C, must equal total loans and leases from Schedule RC-C, part I, sum of items 1 through 10, column B, minus total closed-end loans secured by first liens on 1-4 family residential properties from Schedule RC-C, part I, item 1.c.(2)(a), column B.  
(4) Exclude loans secured by real estate that are included in Schedule RC-C, part I, items 1.a through 1.e, column B.  
(5) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2004, Report of Condition.

## Schedule RC-D - Trading Assets and Liabilities

Schedule RC-D is to be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$2 million or more for any quarter of the preceding calendar year.

		Dollar Amounts in Thousands		
		RCON	Bil   Mil   Thou	
<b>ASSETS</b>				
1.	U.S. Treasury securities_____	3531	N/A	1
2.	U.S. Government agency obligations (exclude mortgage-backed securities)_____	3532	N/A	2
3.	Securities issued by states and political subdivisions in the U.S._____	3533	N/A	3
4.	Mortgage-backed securities (MBS):			
a.	Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA_____	3534	N/A	4.a
b.	Other mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS)_____	3535	N/A	4.b
c.	All other mortgage-backed securities_____	3536	N/A	4.c
5.	Other debt securities_____	3537	N/A	5
6.	- 8. Not applicable			
9.	Other trading assets_____	3541	N/A	9
10.	Not applicable			
11.	Derivatives with a positive fair value_____	3543	N/A	11
12.	Total trading assets (sum of items 1 through 11) (must equal Schedule RC, item 5)_____	3545	<b>N/A</b>	12
<b>LIABILITIES</b>				
13.	Liability for short positions_____	3546	N/A	13
14.	Derivatives with a negative fair value_____	3547	N/A	14
15.	Total trading liabilities (sum of items 13 and 14) (must equal Schedule RC, item 15)_____	3548	<b>N/A</b>	15

## Schedule RC-E—Deposit Liabilities

	Transaction Accounts						Nontransaction Accounts						
	(Column A) Total transaction accounts (including total demand deposits)			(Column B) Memo: Total demand deposits (included in column A)			(Column C) Total nontransaction accounts (including MMDAs)						
Dollar Amounts in Thousands	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	
<b>Deposits of:</b>													
1. Individuals, partnerships, and corporations (include all certified and official checks)	B549			11,112					B550			17,518	1
2. U.S. Government	2202			0					2520			0	2
3. States and political subdivisions in the U.S.	2203			0					2530			0	3
4. Commercial banks and other depository institutions in the U.S.	B551			0					B552			7,338	4
5. Banks in foreign countries	2213			0					2236			0	5
6. Foreign governments and official institutions (including foreign central banks)	2216			0					2377			0	6
7. Total (sum of items 1 through 6) (sum of columns A and C must equal Schedule RC, item 13.a)	2215			<b>11,112</b>	2210			<b>2,422</b>	2385			<b>24,856</b>	7

### Memoranda

	Dollar Amounts in Thousands				
	RCON	Bil	Mil	Thou	
1. Selected components of total deposits (i.e., sum of item 7, columns A and C):					
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts	6835			268	M.1.a
b. Total brokered deposits	2365			0	M.1.b
c. Fully insured brokered deposits (included in Memorandum item 1.b above):					
(1) Issued in denominations of less than \$100,000	2343			0	M.1.c.1
(2) Issued either in denominations of \$100,000 or in denominations greater than \$100,000 and participated out by the broker in shares of \$100,000 or less	2344			0	M.1.c.2
d. Maturity data for brokered deposits:					
(1) Brokered deposits issued in denominations of less than \$100,000 with a remaining maturity of one year or less (included in Memorandum item 1.c.(1) above)	A243			0	M.1.d.1
(2) Brokered deposits issued in denominations of \$100,000 or more with a remaining maturity of one year or less (included in Memorandum item 1.b above)	A244			0	M.1.d.2
e. Preferred deposits (uninsured deposits of states and political subdivisions in the U.S. reported in item 3 above which are secured or collateralized as required under state law) <b>(to be completed for the December report only)</b>	5590			N/A	M.1.e
2. Components of total nontransaction accounts (sum of Memorandum items 2.a through 2.c must equal item 7, column C above):					
a. Savings deposits:					
(1) Money market deposit accounts (MMDAs)	6810			14,906	M.2.a.1
(2) Other savings deposits (excludes MMDAs)	0352			194	M.2.a.2
b. Total time deposits of less than \$100,000	6648			8,563	M.2.b
c. Total time deposits of \$100,000 or more	2604			1,193	M.2.c

**Schedule RC-E—Continued**

Memoranda (continued)

Dollar Amounts in Thousands	RCON	Bil   Mil   Thou	
3. Maturity and repricing data for time deposits of less than \$100,000:			
a. Time deposits of less than \$100,000 with a remaining maturity or next repricing date of: (1, 2)			
(1) Three months or less	A579	887	M.3.a.1
(2) Over three months through 12 months	A580	1,379	M.3.a.2
(3) Over one year through three years	A581	3,734	M.3.a.3
(4) Over three years	A582	2,563	M.3.a.4
b. Time deposits of less than \$100,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 3.a.(1) and 3.a.(2) above) (3)	A241	2,266	M.3.b
4. Maturity and repricing data for time deposits of \$100,000 or more:			
a. Time deposits of \$100,000 or more with a remaining maturity or next repricing date of: (1, 4)			
(1) Three months or less	A584	203	M.4.a.1
(2) Over three months through 12 months	A585	789	M.4.a.2
(3) Over one year through three years	A586	201	M.4.a.3
(4) Over three years	A587	0	M.4.a.4
b. Time deposits of \$100,000 or more with a REMAINING MATURITY of one year or less (included in Memorandum items 4.a.(1) and 4.a.(2) above) (3)	A242	992	M.4.b

- (1) Report fixed rate time deposits by remaining maturity and floating rate time deposits by next repricing date.
- (2) Sum of Memorandum items 3.a.(1) through 3.a.(4) must equal Schedule RC-E, Memorandum item 2.b.
- (3) Report both fixed and floating rate time deposits by remaining maturity. Exclude floating rate time deposits with a next repricing date of one year or less that have a remaining maturity of over one year.
- (4) Sum of Memorandum items 4.a.(1) through 4.a.(4) must equal Schedule RC-E, Memorandum item 2.c.

### Schedule RC-F—Other Assets

Dollar Amounts in Thousands				RCON	Bil   Mil   Thou	
1. Accrued interest receivable (1)				B556	175	1
2. Net deferred tax assets (2)				2148	0	2
3. Interest-only strips receivable (not in the form of a security) (3) on:						
a. Mortgage loans				A519	0	3.a
b. Other financial assets				A520	0	3.b
4. Equity securities that DO NOT have readily determinable fair values (4)				1752	160	4
5. All other assets (itemize and describe amounts greater than \$25,000 that exceed 25% of this item)				2168	214	5
<b>TEXT</b>						
a. Prepaid Expenses				2166	115	5.a
b. Cash surrender value of life insurance				C009	0	5.b
c. Repossessed personal property (including vehicles)				1578	0	5.c
d. Derivatives with a positive fair value held for purposes other than trading				C010	0	5.d
e. Retained interests in accrued interest receivable related to securitized credit cards				C436	0	5.e
f.	3549	Software		3549	56	5.f
g.	3550			3550	0	5.g
h.	3551			3551	0	5.h
6. Total (sum of items 1 through 5) (must equal Schedule RC, item 11)				2160	<b>549</b>	6

### Schedule RC-G—Other Liabilities

Dollar Amounts in Thousands				RCON	Bil   Mil   Thou	
1. a. Interest accrued and unpaid on deposits (5)				3645	42	1.a
b. Other expenses accrued and unpaid (includes accrued income taxes payable)				3646	505	1.b
2. Net deferred tax liabilities (2)				3049	0	2
3. Allowance for credit losses on off-balance sheet credit exposures				B557	40	3
4. All other liabilities (itemize and describe amounts greater than \$25,000 that exceed 25% of this item)				2938	545	4
<b>TEXT</b>						
a. Accounts Payable				3066	0	4.a
b. Deferred compensation liabilities				C011	153	4.b
c. Dividends declared but not yet payable				2932	0	4.c
d. Derivatives with a negative fair value held for purposes other than trading				C012	0	4.d
e.	3552	Loan Expense Payable		3552	130	4.e
f.	3553			3553	0	4.f
g.	3554			3554	0	4.g
5. Total (sum of items 1 through 4) (must equal Schedule RC, item 20)				2930	<b>1,132</b>	5

- (1) Includes accrued interest receivable on loans, leases, debt securities, and other interest-bearing assets.
- (2) See discussion of deferred income taxes in Glossary entry on "income taxes."
- (3) Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule RC, item 2.b, or as trading assets in Schedule RC, item 5, as appropriate.
- (4) Includes Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.
- (5) For savings banks, include "dividends" accrued and unpaid on deposits.

### Schedule RC-K—Quarterly Averages(1)

Dollar Amounts in Thousands

	RCON	Bil	Mil	Thou	
<b>ASSETS</b>					
1. Interest-bearing balances due from depository institutions	3381		7,469		1
2. U.S. Treasury securities and U.S. Government agency obligations (2) (excluding mortgage-backed securities)	B558		3,940		2
3. Mortgage-backed securities (2)	B559		0		3
4. All other securities (2, 3) (includes securities issued by states and political subdivisions in the U.S.)	B560		0		4
5. Federal funds sold and securities purchased under agreements to resell	3365		12,553		5
<b>6. Items 6.a through 6.d.(2) are to be completed by all banks.</b>					
Loans:					
a. Total loans	3360		37,367		6.a
b. Loans secured by real estate	3385		28,122		6.b
c. Commercial and industrial loans	3387		9,148		6.c
d. Loans to individuals for household, family, and other personal expenditures:					
(1) Credit Cards	B561		0		6.d.1
(2) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B562		89		6.d.2
<b>7. To be completed by banks with \$100 million or more in total assets: (4)</b>					
Trading assets	3401		N/A		7
8. Lease financing receivables (net of unearned income)	3484		0		8
9. Total assets (5)	3368		62,517		9
<b>LIABILITIES</b>					
10. Interest-bearing transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) (exclude demand deposits)	3485		8,009		10
11. Nontransaction accounts:					
a. Savings deposits (includes MMDAs)	B563		14,044		11.a
b. Time deposits of \$100,000 or more	A514		1,576		11.b
c. Time deposits of less than \$100,000	A529		8,609		11.c
12. Federal funds purchased and securities sold under agreements to repurchase	3353		0		12
<b>13. To be completed by banks with \$100 million or more in total assets: (4)</b>					
Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)	3355		N/A		13

Memorandum

Dollar Amounts in Thousands

	RCON	Bil	Mil	Thou	
<b>1. Memorandum item 1 is to be completed by: (4)</b>					
<ul style="list-style-type: none"> <li>• banks with \$300 million or more in total assets, and</li> <li>• banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans.</li> </ul>					
Loans to finance agricultural production and other loans to farmers	3386		N/A		M.1

- (1) For all items, banks have the option of reporting either (1) an average of DAILY figures for the quarter, or (2) an average of WEEKLY figures (i.e., the Wednesday of each week of the quarter).
- (2) Quarterly averages for all debt securities should be based on amortized cost.
- (3) Quarterly averages for all equity securities should be based on historical cost.
- (4) The asset size tests and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2004, Report of Condition.
- (5) The quarterly average for total assets should reflect all debt securities (not held for trading) at amortized cost, equity securities with readily determinable fair values at the lower of cost or fair value, and equity securities without readily determinable fair values at historical cost.

### Schedule RC-L—Derivatives and Off-Balance Sheet Items

Please read carefully the instructions for the preparation of Schedule RC-L. Some of the amounts reported in Schedule RC-L are regarded as volume indicators and not necessarily as measures of risk.

		Dollar Amounts in Thousands		RCON	Bil   Mil   Thou	
1. Unused commitments:						
a.	Revolving, open-end lines secured by 1-4 family residential properties, e.g., home equity lines			3814	0	1.a
b.	Credit card lines			3815	0	1.b
c.	(1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate			3816	8,387	1.c.1
	(2) Commitments to fund commercial real estate, construction, and land development loans not secured by real estate			6550	0	1.c.2
d.	Securities underwriting			3817	0	1.d
e.	Other unused commitments			3818	5,044	1.e
				3819	0	2
2. Financial standby letters of credit						
a.	Amount of financial standby letters of credit conveyed to others	3820	0			2.a
3. Performance standby letters of credit						
a.	Amount of performance standby letters of credit conveyed to others	3822	0			3.a
4. Commercial and similar letters of credit						
				3411	0	4
5. To be completed by banks with \$100 million or more in total assets: (1) Participations in acceptances (as described in the instructions) conveyed to others by the reporting bank						
				3428	N/A	5
6. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank)						
				3433	0	6
7. Credit derivatives:						
a.	Notional amount of credit derivatives on which the reporting bank is the guarantor			A534	0	7.a
	(1) Gross positive fair value			C219	0	7.a.1
	(2) Gross negative fair value			C220	0	7.a.2
b.	Notional amount of credit derivatives on which the reporting bank is the beneficiary			A535	0	7.b
	(1) Gross positive fair value			C221	0	7.b.1
	(2) Gross negative fair value			C222	0	7.b.2
8. Spot foreign exchange contracts						
				8765	0	8
9. All other off-balance sheet liabilities (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 28, "Total equity capital")						
				3430	0	9
<b>TEXT</b>						
a.	Securities borrowed	3432	0			9.a
b.	Commitments to purchase when-issued securities	3434	0			9.b
c.	3555	3555	0			9.c
d.	3556	3556	0			9.d
e.	3557	3557	0			9.e
10. All other off-balance sheet assets (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 28, "Total equity capital")						
				5591	0	10
<b>TEXT</b>						
a.	Commitments to sell when-issued securities	3435	0			10.a
b.	5592	5592	0			10.b
c.	5593	5593	0			10.c
d.	5594	5594	0			10.d
e.	5595	5595	0			10.e
11. Year-to-date merchant credit card sales volume:						
a.	Sales for which the reporting bank is the acquiring bank			C223	0	11.a
b.	Sales for which the reporting bank is the agent bank with risk			C224	0	11.b

(1) The \$100 million asset size test is generally based on the total assets reported in the June 30, 2004, Report of Condition.

**Schedule RC-L—Continued**

Dollar Amounts in Thousands		(Column A) Interest Rate Contracts				(Column B) Foreign Exchange Contracts				(Column C) Equity Derivative Contracts				(Column D) Commodity and Other Contracts			
Derivatives Position Indicators		Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou
12. Gross amounts (e.g., notional amounts) (for each column, sum of items 12.a to 12.e must equal sum of items 13 and 14):		RCON 8693				RCON 8694				RCON 8695				RCON 8696			
a. Futures contracts		0				0				0				0			
b. Forward contracts		RCON 8697				RCON 8698				RCON 8699				RCON 8700			
		0				0				0				0			
c. Exchange-traded option contracts:		RCON 8701				RCON 8702				RCON 8703				RCON 8704			
(1) Written options		0				0				0				0			
(2) Purchased options		RCON 8705				RCON 8706				RCON 8707				RCON 8708			
		0				0				0				0			
d. Over-the-counter option contracts:		RCON 8709				RCON 8710				RCON 8711				RCON 8712			
(1) Written options		0				0				0				0			
(2) Purchased options		RCON 8713				RCON 8714				RCON 8715				RCON 8716			
		0				0				0				0			
e. Swaps		RCON 3450				RCON 3826				RCON 8719				RCON 8720			
		0				0				0				0			
13. Total gross notional amount of derivative contracts held for trading		RCON A126				RCON A127				RCON 8723				RCON 8724			
		0				0				0				0			
14. Total gross notional amount of derivative contracts held for purposes other than trading:		RCON 8725				RCON 8726				RCON 8727				RCON 8728			
		0				0				0				0			
a. Interest rate swaps where the bank has agreed to pay a fixed rate		RCON A589															
		0															
15. Gross fair values of derivative contracts:		RCON 8733				RCON 8734				RCON 8735				RCON 8736			
a. Contracts held for trading:		RCON 8737				RCON 8738				RCON 8739				RCON 8740			
(1) Gross positive fair value		0				0				0				0			
(2) Gross negative fair value		RCON 8741				RCON 8742				RCON 8743				RCON 8744			
		0				0				0				0			
b. Contracts held for purposes other than trading:		RCON 8745				RCON 8746				RCON 8747				RCON 8748			
(1) Gross positive fair value		0				0				0				0			
(2) Gross negative fair value		0				0				0				0			

Schedule RC-M—Memoranda

		Dollar Amounts in Thousands		RCON	Bil   Mil   Thou	
1. Extensions of credit by the reporting bank to its executive officers, directors, principal shareholders, and their related interests as of the report date:						
a. Aggregate amount of all extensions of credit to all executive officers, directors, principal shareholders, and their related interests				6164	0	1.a
b. Number of executive officers, directors, and principal shareholders to whom the amount of all extensions of credit by the reporting bank (including extensions of credit to related interests) equals or exceeds the lesser of \$500,000 or 5 percent of total capital as defined for this purpose in agency regulations		RCON	Number	6165	0	1.b
2. Intangible assets other than goodwill:						
a. Mortgage servicing assets				3164	179	2.a
(1) Estimated fair value of mortgage servicing assets		A590	179			2.a.1
b. Purchased credit card relationships and nonmortgage servicing assets				B026	0	2.b
c. All other identifiable intangible assets				5507	0	2.c
d. Total (sum of items 2.a, 2.b, and 2.c) (must equal Schedule RC, item 10.b)				0426	179	2.d
3. Other real estate owned:						
a. Direct and indirect investments in real estate ventures				5372	0	3.a
b. All other real estate owned:						
(1) Construction, land development, and other land				5508	0	3.b.1
(2) Farmland				5509	0	3.b.2
(3) 1-4 family residential properties				5510	0	3.b.3
(4) Multifamily (5 or more) residential properties				5511	0	3.b.4
(5) Nonfarm nonresidential properties				5512	0	3.b.5
c. Total (sum of items 3.a and 3.b) (must equal Schedule RC, item 7)				2150	0	3.c
4. Investments in unconsolidated subsidiaries and associated companies:						
a. Direct and indirect investments in real estate ventures				5374	0	4.a
b. All other investments in unconsolidated subsidiaries and associated companies				5375	0	4.b
c. Total (sum of items 4.a and 4.b) (must equal Schedule RC, item 8)				2130	0	4.c
5. Other borrowed money:						
a. Federal Home Loan Bank advances:						
(1) With a remaining maturity of one year or less (1)				2651	0	5.a.1
(2) With a remaining maturity of more than one year through three years				B565	0	5.a.2
(3) With a remaining maturity of more than three years				B566	0	5.a.3
b. Other borrowings:						
(1) With a remaining maturity of one year or less				B571	0	5.b.1
(2) With a remaining maturity of more than one year through three years				B567	0	5.b.2
(3) With a remaining maturity of more than three years				B568	0	5.b.3
c. Total (Sum of items 5.a.(1) through 5.b.(3)) must equal Schedule RC, item 16)				3190	0	5.c
6. Does the reporting bank sell private label or third party mutual funds and annuities?						
		RCON	YES / NO	B569	NO	6
7. Assets under the reporting bank's management in proprietary mutual funds and annuities						
		RCON	Bil   Mil   Thou	B570	0	7
8. Primary Internet Web site address of the bank (home page), if any (Example: www.examplebank.com) (TEXT 4087) <u>http://www.beachbusinessbank.com</u>						
9. Do any of the bank's Internet Web sites have transactional capability, i.e., allow the bank's customers to execute transactions on their accounts through the Web site?						
			YES / NO	4088	YES	9

(1) Includes overnight Federal Home Loan Bank advances.

### Schedule RC-N—Past Due and Nonaccrual Loans, Leases, and Other Assets

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing			(Column B) Past due 90 days or more and still accruing			(Column C) Nonaccrual		
	RCON	Bil   Mil   Thou	RCON	Bil   Mil   Thou	RCON	Bil   Mil   Thou	RCON	Bil   Mil   Thou	
	1. Loans secured by real estate:								
a. Construction, land development, and other land loans	2759	0	2769	0	3492	0			1.a
b. Secured by farmland	3493	0	3494	0	3495	0			1.b
c. Secured by 1-4 family residential properties:									
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5398	0	5399	0	5400	0			1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:									
(a) Secured by first liens	C236	0	C237	0	C229	0			1.c.2.a
(b) Secured by junior liens	C238	0	C239	0	C230	0			1.c.2.b
d. Secured by multifamily (5 or more) residential properties	3499	0	3500	0	3501	0			1.d
e. Secured by nonfarm nonresidential properties	3502	0	3503	0	3504	0			1.e
2. Loans to depository institutions and acceptances of other banks									
	B834	0	B835	0	B836	0			2
3. Not applicable									
4. Commercial and industrial loans									
	1606	0	1607	0	1608	0			4
5. Loans to individuals for household, family, and other personal expenditures:									
a. Credit cards	B575	0	B576	0	B577	0			5.a
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)									
	B578	0	B579	0	B580	0			5.b
6. Loans to foreign governments and official institutions									
	5389	0	5390	0	5391	0			6
7. All other loans (1)									
	5459	0	5460	0	5461	0			7
8. Lease financing receivables									
	1226	0	1227	0	1228	0			8
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)									
	3505	0	3506	0	3507	0			9

Amounts reported in Schedule RC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 10 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

	RCON	Bil   Mil   Thou	RCON	Bil   Mil   Thou	RCON	Bil   Mil   Thou
10. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government						
	5612	0	5613	0	5614	0
a. Guaranteed portion of loans and leases included in item 10 above (exclude rebooked "GNMA loans")						
	5615	0	5616	0	5617	0
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 10 above						
	C866	0	C867	0	C868	0

(1) Includes past due and nonaccrual "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Other loans."

**Schedule RC-N—Continued**

Memoranda	Dollar Amounts in Thousands						M					
	RCON	Bil	Mil	Thou	RCON	Bil		Mil	Thou	RCON	Bil	Mil
	(Column A) Past due 30 through 89 days and still accruing			(Column B) Past due 90 days or more and still accruing			(Column C) Nonaccrual					
1. Restructured loans and leases included in Schedule RC-N, items 1 through 8, above (and not reported in Schedule RC-C, Part I, Memorandum item 1)	1658		0	1659		0	1661		0	M.1		
2. Loans to finance commercial real estate, construction, and land development activities <b>(not secured by real estate)</b> included in Schedule RC-N, items 4 and 7, above	6558		0	6559		0	6560		0	M.2		
<i>3. Memorandum items 3.a through 3.d are to be completed by banks with \$300 million or more in total assets:(1)</i>												
a. Loans secured by real estate to non-U.S. addressees (domicile)(included in Schedule RC-N, item 1, above)	1248		N/A	1249		N/A	1250		N/A	M.3.a		
b. Loans to and acceptances of foreign banks (included in Schedule RC-N, item 2, above)	5380		N/A	5381		N/A	5382		N/A	M.3.b		
c. Commercial and industrial loans to non-U.S. addressees (domicile)(included in Schedule RC-N, item 4, above)	1254		N/A	1255		N/A	1256		N/A	M.3.c		
d. Lease financing receivables of non-U.S. addressees (domicile) (included in Schedule RC-N, item 8, above)	1271		N/A	1272		N/A	1791		N/A	M.3.d		
<i>4. Memorandum item 4 is to be completed by:(1)</i>												
<ul style="list-style-type: none"> <li>• banks with \$300 million or more in total assets</li> <li>• banks with less than \$300 million or more in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans:</li> </ul> Loans to finance agricultural production and other loans to farmers (included in Schedule RC-N, item 7, above)												
	1594		N/A	1597		N/A	1583		N/A	M.4		
5. Loans and leases held for sale (included in Schedule RC-N, items 1 through 8, above)	C240		0	C241		0	C226		0	M.5		

Memoranda	Dollar Amounts in Thousands						M					
	RCON	Bil	Mil	Thou	RCON	Bil		Mil	Thou			
	(Column A) Past due 30 through 89 days			(Column B) Past due 90 days or more								
<i>Memorandum item 6 is to be completed by banks with \$300 million or more in total assets:(1)</i>												
6. Interest rate, foreign exchange rate, and other commodity and equity contracts	3529		N/A	3530		N/A				M.6		
Fair value of amounts carried as assets												

(1) The \$300 million asset size test and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2004, Report of Condition.

## Schedule RC-O—Other Data for Deposit Insurance and FICO Assessments

Dollar Amounts in Thousands

	RCON	Bil	Mil	Thou
1. Unposted debits (see instructions):				
a. Actual amount of all unposted debits _____ <i>OR</i>	0030			0
b. Separate amount of all unposted debits:				
(1) Actual amount of unposted debits to demand deposits _____	0031			0
(2) Actual amount of unposted debits to time and savings deposits (1) _____	0032			0
2. Unposted credits (see instructions):				
a. Actual amount of all unposted credits _____ <i>OR</i>	3510			0
b. Separate amount of unposted credits:				
(1) Actual amount of unposted credits to demand deposits _____	3512			0
(2) Actual amount of unposted credits to time and savings deposits (1) _____	3514			0
3. Uninvested trust funds (cash) held in bank's own trust department (not included in total deposits) _____	3520			0
4. Deposits of consolidated subsidiaries (not included in total deposits):				
a. Demand deposits of consolidated subsidiaries _____	2211			0
b. Time and savings deposits (1) of consolidated subsidiaries _____	2351			0
c. Interest accrued and unpaid on deposits of consolidated subsidiaries _____	5514			0
5. Not applicable				
6. Reserve balances actually passed through to the Federal Reserve by the reporting bank on behalf of its respondent depository institutions that are also reflected as deposit liabilities of the reporting bank:				
a. Amount reflected in demand deposits (included in Schedule RC-E, item 7, column B) _____	2314			0
b. Amount reflected in time and savings deposits (1) (included in Schedule RC-E, item 7, column A or C, but not column B) _____	2315			0
7. Unamortized premiums and discounts on time and savings deposits: (1, 2)				
a. Unamortized premiums _____	5516			0
b. Unamortized discounts _____	5517			0
<b>8. To be completed by banks with "Oakar deposits."</b>				
a. Deposits purchased or acquired from other FDIC-insured institutions during the quarter :				
(1) Total deposits purchased or acquired from other FDIC-insured institutions during the quarter _____	A531			0
(2) Amount of purchased or acquired deposits reported in item 8.a.(1) above attributable to a secondary fund (i.e., BIF members report deposits attributable to SAIF; SAIF members report deposits attributable to BIF) _____	A532			0
b. Total deposits sold or transferred to other FDIC-insured institutions during the quarter _____	A533			0
9. Deposits in lifeline accounts	5596			
10. Benefit-responsive "Depository Institution Investment Contracts" (included in total deposits) _____	8432			0

1.a

1.b.1

1.b.2

2.a

2.b.1

2.b.2

3

4.a

4.b

4.c

6.a

6.b

7.a

7.b

8.a.1

8.a.2

8.b

9

10

(1) For FDIC insurance and FICO assessment purposes, "time and savings deposits" consists of nontransaction accounts and all transaction accounts other than demand deposits.

(2) Exclude core deposit intangibles.

### Schedule RC-O - Continued

	Dollar Amounts in Thousands			
	RCON	Bil	Mil	Thou
11. Adjustments to demand deposits reported in Schedule RC-E for certain reciprocal demand balances:				
a. Amount by which demand deposits would be reduced if the reporting bank's reciprocal demand balances with the domestic offices of U.S. banks and savings associations and insured branches in Puerto Rico and U.S. territories and possessions that were reported on a gross basis in Schedule RC-E had been reported on a net basis _____	8785			0
11.a				
b. Amount by which demand deposits would be increased if the reporting bank's reciprocal demand balances with foreign banks and foreign offices of other U.S. banks (other than insured branches in Puerto Rico and U.S. territories and possessions) that were reported on a net basis in Schedule RC-E had been reported on a gross basis _____	A181			0
11.b				
c. Amount by which demand deposits would be reduced if cash items in process of collection were included in the calculation of the reporting bank's net reciprocal demand balances with the domestic offices of U.S. banks and savings associations and insured branches in Puerto Rico and U.S. territories and possessions in Schedule RC-E _____	A182			0
11.c				
12. Amount of assets netted against deposit liabilities on the balance sheet (Schedule RC) in accordance with generally accepted accounting principles (exclude amounts related to reciprocal demand balances):				
a. Amount of assets netted against demand deposits _____	A527			0
12.a				
b. Amount of assets netted against time and savings deposits _____	A528			0
12.b				

**Memoranda (to be completed each quarter except as noted)**

	Dollar Amounts in Thousands			
	RCON	Bil	Mil	Thou
1. Total deposits of the bank (sum of Memorandum items 1.a.(1) and 1.b.(1) must equal Schedule RC, item 13.a):				
a. Deposit accounts of \$100,000 or less: (1)				
(1) Amount of deposit accounts of \$100,000 or less _____	2702			15,782
M.1.a.1				
(2) Number of deposit accounts of \$100,000 or less _____ <b>(to be completed for the June report only)</b> _____	RCON 3779	Number N/A		
M.1.a.2				
b. Deposit accounts of more than \$100,000: (1)				
(1) Amount of deposit accounts of more than \$100,000 _____	2710			20,186
M.1.b.1				
(2) Number of deposit accounts of more than \$100,000 _____	RCON 2722	Number 70		
M.1.b.2				
<b>Memorandum item 2 is to be completed by all banks.</b>				
2. Estimated amount of uninsured deposits (see instructions) _____	5597			13,186
M.2				

3. Has the reporting institution been consolidated with a parent bank or savings association in that parent bank's or parent saving association's Call Report or Thrift Financial Report? If so, report the legal title and FDIC Certificate Number of the parent bank or parent savings association:			
<b>TEXT</b>	RCON	FDIC Cert No.	
A545 _____	A545		0
M.3			

(1) The dollar amounts used as the basis for reporting in Memoranda items 1.a and 1.b reflect the deposit insurance limits in effect on the report date.

## Schedule RC-R—Regulatory Capital

Dollar Amounts in Thousands

RCON	Bil	Mil	Thou
------	-----	-----	------

### Tier 1 capital

1. Total equity capital (from Schedule RC, item 28)	3210	25,634	1
2. LESS: Net unrealized gains (losses) on available-for-sale securities (1) (if a gain, report as a positive value; if a loss, report as a negative value)	8434	(33)	2
3. LESS: Net unrealized loss on available-for-sale EQUITY securities (1) (report loss as a positive value)	A221	0	3
4. LESS: Accumulated net gains (losses) on cash flow hedges (1) (if a gain, report as a positive value; if a loss, report as a negative value)	4336	0	4
5. LESS: Nonqualifying perpetual preferred stock	B588	0	5
6. Qualifying minority interests in consolidated subsidiaries	B589	0	6
7. LESS: Disallowed goodwill and other disallowed intangible assets	B590	0	7
8. Subtotal (sum of items 1 and 6, less items 2, 3, 4, 5, and 7)	C227	25,667	8
9.a. LESS: Disallowed servicing assets and purchased credit card relationships	B591	0	9.a
b. LESS: Disallowed deferred tax assets	5610	0	9.b
10. Other additions to (deductions from) Tier 1 capital	B592	0	10
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274	25,667	11

### Tier 2 capital

12. Qualifying subordinated debt and redeemable preferred stock	5306	0	12
13. Cumulative perpetual preferred stock includible in Tier 2 capital	B593	0	13
14. Allowance for loan and lease losses includible in Tier 2 capital	5310	400	14
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221	0	15
16. Other Tier 2 capital components	B594	0	16
17. Tier 2 capital (sum of items 12 through 16)	5311	400	17
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275	400	18
19. Tier 3 capital allocated for market risk	1395	0	19
20. LESS: Deductions for total risk-based capital	B595	0	20
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20)	3792	26,067	21

### Total assets for leverage ratio

22. Average total assets (from Schedule RC-K, item 9)	3368	62,517	22
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7 above)	B590	0	23
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591	0	24
25. LESS: Disallowed deferred tax assets (from item 9.b above)	5610	0	25
26. LESS: Other deductions from assets for leverage capital purposes	B596	0	26
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224	62,517	27

### Adjustments for financial subsidiaries

28.a Adjustment to Tier 1 capital reported in item 11	C228	0	28.a
b. Adjustment to total risk-based capital reported in item 21	B503	0	28.b
29. Adjustment to risk-weighted assets reported in item 62	B504	0	29
30. Adjustment to average total assets reported in item 27	B505	0	30

### Capital ratios

(Column B is to be completed by all banks. Column A is to be completed by banks with financial subsidiaries)

	(Column A)		(Column B)		
	RCON	Percentage	RCON	Percentage	
31. Tier 1 leverage ratio (2)	7273	0.00%	7204	41.06%	31
32. Tier 1 risk-based capital ratio (3)	7274	0.00%	7206	80.89%	32
33. Total risk-based capital ratio (4)	7275	0.00%	7205	82.15%	33

(1) Report amount included in Schedule RC, item 26.b, "Accumulated other comprehensive income."  
 (2) The ratio for column B is item 11 divided by item 27. The ratio for column A is item 11 minus item 28.a divided by (item 27 minus item 30).  
 (3) The ratio for column B is item 11 divided by item 62. The ratio for column A is item 11 minus item 28.a divided by (item 62 minus item 29).  
 (4) The ratio for column B is item 21 divided by item 62. The ratio for column A is item 21 minus item 28.b divided by (item 62 minus item 29).

## Schedule RC-R—Continued

Banks are not required to risk-weight each on-balance sheet asset and the credit equivalent amount of each off-balance sheet item that qualifies for a risk weight of less than 100 percent (50 percent for derivatives) at its lower risk weight. When completing items 34 through 54 of Schedule RC-R, each bank should decide for itself how detailed a risk-weight analysis it wishes to perform. In other words, a bank can choose from among its assets and off-balance sheet items that have a risk weight of less than 100 percent which ones to risk-weight at an appropriate lower risk weight, or it can simply risk-weight some or all of these items at a 100 percent risk weight (50 percent for derivatives).

	(Column A) Totals <i>(from Schedule RC)</i>	(Column B) Items Not Subject to Risk-Weighting	(Column C)	(Column D)	(Column E)	(Column F)	
			Allocation by Risk Weight Category				
			0%	20%	50%	100%	
Dollar Amounts in Thousands	Bil   Mil   Thou	Bil   Mil   Thou	Bil   Mil   Thou	Bil   Mil   Thou	Bil   Mil   Thou	Bil   Mil   Thou	
<b>Balance Sheet Asset Categories</b>							
34. Cash and balances due from depository institutions (Column A equals the sum of Schedule RC items 1.a and 1.b)	RCON 0010 <b>13,796</b>	RCON C869 0	RCON B600 2,108	RCON B601 11,688		RCON B602 0	34
35. Held-to-maturity securities	RCON 1754 <b>0</b>	RCON B603 0	RCON B604 0	RCON B605 0	RCON B606 0	RCON B607 0	35
36. Available-for-sale securities	RCON 1773 <b>4,308</b>	RCON B608 (33)	RCON B609 0	RCON B610 4,341	RCON B611 0	RCON B612 0	36
37. Federal funds sold and securities purchased under agreements to resell	RCON C225 <b>5,820</b>		RCON C063 0	RCON C064 5,820		RCON B520 0	37
38. Loans and leases held for sale	RCON 5369 <b>0</b>	RCON B617 0	RCON B618 0	RCON B619 0	RCON B620 0	RCON B621 0	38
39. Loans and leases, net of unearned income	RCON B528 <b>38,478</b>	RCON B622 0	RCON B623 0	RCON B624 14,820	RCON B625 676	RCON B626 22,982	39
40. LESS: Allowance for loan and lease losses	RCON 3123 <b>653</b>	RCON 3123 <b>653</b>					40
41. Trading assets	RCON 3545 <b>0</b>	RCON B627 0	RCON B628 0	RCON B629 0	RCON B630 0	RCON B631 0	41
42. All other assets (1)	RCON B639 <b>985</b>	RCON B640 0	RCON B641 0	RCON B642 255	RCON B643 3	RCON 5339 728	42
43. Total assets (sum of items 34 through 42)	RCON 2170 <b>62,734</b>	RCON B644 <b>(686)</b>	<b>2,108</b>	<b>36,924</b>	<b>679</b>	<b>23,710</b>	43

(1) Includes premises and fixed assets, other real estate owned, investments in unconsolidated subsidiaries and associated companies, customers' liability on acceptances outstanding, intangible assets, and other assets.

Schedule RC-R—Continued

	(Column A) Face Value or Notional Amount	Credit Conversion Factor	(Column B) Credit Equivalent Amount (1)	(Column C)	(Column D)	(Column E)	(Column F)	
				Allocation by Risk Weight Category				
				0%	20%	50%	100%	
Dollar Amounts in Thousands	Bil   Mil   Thou		Bil   Mil   Thou	Bil   Mil   Thou	Bil   Mil   Thou	Bil   Mil   Thou	Bil   Mil   Thou	
<b>Derivatives and Off-Balance Sheet Items</b>	RCON B546	See footnote 2	RCON B547	RCON B548	RCON B581	RCON B582	RCON B583	
44. Financial standby letters of credit	0	1.00	0	0	0	0	0	44
45. Performance standby letters of credit	RCON 3821		RCON B650	RCON B651	RCON B652	RCON B653	RCON B654	
	0	.50	0	0	0	0	0	45
46. Commercial and similar letters of credit	RCON 3411		RCON B655	RCON B656	RCON B657	RCON B658	RCON B659	
	0	.20	0	0	0	0	0	46
47. Risk participations in bankers acceptances acquired by the reporting institution	RCON 3429		RCON B660	RCON B661	RCON B662		RCON B663	
	0	1.00	0	0	0		0	47
	RCON 3433		RCON B664	RCON B665	RCON B666	RCON B667	RCON B668	
48. Securities lent	0	1.00	0	0	0	0	0	48
49. Retained recourse on small business obligations sold with recourse	RCON A250		RCON B669	RCON B670	RCON B671	RCON B672	RCON B673	
	0	1.00	0	0	0	0	0	49
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement	RCON B541	See footnote 3	RCON B542				RCON B543	
	0	12.500	0				0	50
51. All other financial assets sold with recourse	RCON B675		RCON B676	RCON B677	RCON B678	RCON B679	RCON B680	
	0	1.00	0	0	0	0	0	51
52. All other off-balance sheet liabilities	RCON B681		RCON B682	RCON B683	RCON B684	RCON B685	RCON B686	
	0	1.00	0	0	0	0	0	52
53. Unused commitments with an original maturity exceeding one year	RCON 3833		RCON B687	RCON B688	RCON B689	RCON B690	RCON B691	
	1,179	.50	590	0	0	0	590	53
54. Derivative contracts			RCON A167	RCON B693	RCON B694	RCON B695		
			0	0	0	0		54

(1) Column A multiplied by credit conversion factor.

(2) For financial standby letters of credit to which the low-level exposure rule applies, use a credit conversion factor of 12.5 or an institution-specific factor.

For other financial standby letters of credit, use a credit conversion factor of 1.00. See instructions for further information. (Entering an 'M' allows for data entry in Column B.)

(3) Or institution specific factor.

Schedule RC-R—Continued

	Dollar Amounts in Thousands											
	(Column C)			(Column D)			(Column E)			(Column F)		
	Allocation by Risk Weight Category											
	0%			20%			50%			100%		
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou
<b>Totals</b>												
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54)	RCON B696			RCON B697			RCON B698			RCON B699		
	2,108			36,924			679			24,300		
56. Risk weight factor	x 0%			x 20%			x 50%			x 100%		
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)	RCON B700			RCON B701			RCON B702			RCON B703		
	0			7,385			340			24,300		
58. Market risk equivalent assets										RCON 1651		
										0		
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58)										RCON B704		
										32,025		
60. LESS: Excess allowance for loan and lease losses										RCON A222		
										293		
61. LESS: Allocated transfer risk reserve										RCON 3128		
										0		
62. Total risk-weighted assets (item 59 minus items 60 and 61)										RCON A223		
										31,732		

Memoranda

	Dollar Amounts in Thousands	
	RCON	Bil   Mil   Thou
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards	8764	0

M.1

	With a remaining maturity of														
	(Column A) One year or less			(Column B) Over one year through five years			(Column C) Over five years								
	RCON	Tril	Bil	Mil	Thou	RCON	Tril	Bil	Mil	Thou	RCON	Tril	Bil	Mil	Thou
2. Notional principal amounts of derivative contracts: (1)															
a. Interest rate contracts	3809				0	8766				0	8767				0
b. Foreign exchange contracts	3812				0	8769				0	8770				0
c. Gold contracts	8771				0	8772				0	8773				0
d. Other precious metals contracts	8774				0	8775				0	8776				0
e. Other commodity contracts	8777				0	8778				0	8779				0
f. Equity derivative contracts	A000				0	A001				0	A002				0

(1) Exclude foreign exchange contracts with an original maturity of 14 days or less and all futures contracts.

### Schedule RC-S—Servicing, Securitization, and Asset Sale Activities

	(Column A)		(Column B)		(Column C)		(Column D)	(Column E)	(Column F)	(Column G)	
	1-4 Family Residential Loans		Home Equity Lines		Credit Card Receivables		Auto Loans	Other Consumer Loans	Commercial and Industrial Loans	All Other Loans and All Leases	
Dollar Amounts in Thousands	Bil   Mil   Thou		Bil   Mil   Thou		Bil   Mil   Thou		Bil   Mil   Thou	Bil   Mil   Thou	Bil   Mil   Thou	Bil   Mil   Thou	
<b>Bank Securitization Activities</b>											
1. Outstanding principal balance of assets sold and securitized by the reporting bank with servicing retained or with recourse or other seller-provided credit enhancements	RCON B705		RCON B706		RCON B707		RCON B708	RCON B709	RCON B710	RCON B711	1
	0		0		0		0	0	0	0	
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:											
a. Credit-enhancing interest-only strips (included in Schedules RC-B or RC-F or in Schedule RC, item 5)	RCON B712		RCON B713		RCON B714		RCON B715	RCON B716	RCON B717	RCON B718	2.a
	0		0		0		0	0	0	0	
b. Subordinated securities and other residual interests	RCON C393		RCON C394		RCON C395		RCON C396	RCON C397	RCON C398	RCON C399	2.b
	0		0		0		0	0	0	0	
c. Standby letters of credit and other enhancements	RCON C400		RCON C401		RCON C402		RCON C403	RCON C404	RCON C405	RCON C406	2.c
	0		0		0		0	0	0	0	
3. Reporting bank's unused commitments to provide liquidity to structures reported in item 1	RCON B726		RCON B727		RCON B728		RCON B729	RCON B730	RCON B731	RCON B732	3
	0		0		0		0	0	0	0	
4. Past due loan amounts included in item 1:	RCON B733		RCON B734		RCON B735		RCON B736	RCON B737	RCON B738	RCON B739	
a. 30-89 days past due	0		0		0		0	0	0	0	4.a
	RCON B740		RCON B741		RCON B742		RCON B743	RCON B744	RCON B745	RCON B746	
	0		0		0		0	0	0	0	4.b
b. 90 days or more past due											
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):											
a. Charge-offs	RIAD B747		RIAD B748		RIAD B749		RIAD B750	RIAD B751	RIAD B752	RIAD B753	5.a
	0		0		0		0	0	0	0	
	RIAD B754		RIAD B755		RIAD B756		RIAD B757	RIAD B758	RIAD B759	RIAD B760	
b. Recoveries	0		0		0		0	0	0	0	5.b



**Schedule RC-S—Continued**

	(Column A) 1-4 Family Residential Loans			(Column B) Home Equity Lines			(Column C) Credit Card Receivables			(Column D) Auto Loans			(Column E) Other Consumer Loans			(Column F) Commercial and Industrial Loans			(Column G) All Other Loans and All Leases			
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
Dollar Amounts in Thousands																						
<b>Bank Asset Sales</b>																						
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized by the reporting bank	RCN B790			RCN B791			RCN B792			RCN B793			RCN B794			RCN B795			RCN B796			11
	0			0			0			0			0			0			0			
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11	RCN B797			RCN B798			RCN B799			RCN B800			RCN B801			RCN B802			RCN B803			12
	0			0			0			0			0			0			0			

Memoranda

	Dollar Amounts in Thousands		
	RCN	Bil   Mil   Thou	
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:			
a. Outstanding principal balance	A249	0	M.1.a
b. Amount of retained recourse on these obligations as of the report date	A250	0	M.1.b
2. Outstanding principal balance of assets serviced for others:			
a. 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	B804	0	M.2.a
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805	0	M.2.b
c. Other financial assets (1)	A591	0	M.2.c
3. Asset-backed commercial paper conduits:			
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:			
(1) Conduits sponsored by the bank, a bank affiliate, or the bank's holding company	B806	0	M.3.a.1
(2) Conduits sponsored by other unrelated institutions	B807	0	M.3.a.2
b. Unused commitments to provide liquidity to conduit structures:			
(1) Conduits sponsored by the bank, a bank affiliate, or the bank's holding company	B808	0	M.3.b.1
(2) Conduits sponsored by other unrelated institutions	B809	0	M.3.b.2
4. Outstanding credit card fees and finance charges included in Schedule RC-S, item 1, column C (2)	C407	N/A	M.4

(1) Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than \$10 million.

(2) Memorandum item 4 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.

## Schedule RC-T—Fiduciary and Related Services

Items 12 through 23 and Memorandum item 4 will not be made available to the public on an individual institution basis.

1. Does the institution have fiduciary powers? (If "NO," do not complete Schedule RC-T) _____	RCON A345	<b>YES / NO</b> NO	1
2. Does the institution exercise the fiduciary powers it has been granted? _____	RCON A346	<b>YES / NO</b> NO	2
3. Does the institution have any fiduciary or related activity (in the form of assets or accounts) to report in this schedule? (If "NO," do not complete the rest of Schedule RC-T.) _____	RCON B867	<b>YES / NO</b> NO	3

If the answer to item 3 is "YES", complete the applicable items of Schedule RC-T, as follows:

Institutions with total fiduciary assets (item 9, sum of columns A and B) greater than \$250 million (as of the preceding December 31) or with gross fiduciary and related services income greater than 10% of revenue (net interest income plus noninterest income) for the preceding calendar year must complete:

- Items 4 through 19 quarterly,
- Items 20 through 23 annually with the December report, and
- Memorandum items 1 through 4 annually with the December report.

Institutions with total fiduciary assets (item 9, sum of columns A and B) greater than \$100 million but less than or equal to \$250 million (as of the preceding December 31) that do not meet the fiduciary income test for quarterly reporting must complete:

- Items 4 through 23 annually with the December report, and
- Memorandum items 1 through 4 annually with the December report.

Institutions with total fiduciary assets (item 9, sum of columns A and B) of \$100 million or less (as of the preceding December 31) that do not meet the fiduciary income test for quarterly reporting must complete:

- Items 4 through 10 annually with the December report, and
- Memorandum items 1 through 3 annually with the December report.

	(Column A) Managed Assets				(Column B) Non-Managed Assets				(Column C) Number of Managed Accounts		(Column D) Number of Non-Managed Accounts		
	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou					
Dollar Amounts in Thousands													
<b>FIDUCIARY AND RELATED ASSETS</b>	RCONB868				RCONB869				RCONB870		RCONB871		
4. Personal trust and agency accounts	N/A				N/A				N/A		N/A		4
5. Retirement related trust & agency accounts:	RCONB872				RCONB873				RCONB874		RCONB875		
a. Employee benefit-defined contribution	N/A				N/A				N/A		N/A		5.a
b. Employee benefit-defined benefit	RCONB876				RCONB877				RCONB878		RCONB879		5.b
c. Other retirement accounts	N/A				N/A				N/A		N/A		5.c
6. Corporate trust and agency accounts	RCONB884				RCONB885				RCONC001		RCONC002		6
7. Investment management agency accounts	RCONB886				RCONB887				RCONB888		RCONB889		7
8. Other fiduciary accounts	N/A				N/A				N/A		N/A		8
9. Total fiduciary accounts (sum of items 4 through 8)	RCONB894				RCONB895				RCONB896		RCONB897		9
10. Custody and safekeeping accounts	N/A				N/A				N/A		N/A		10
11. Not applicable													

### Schedule RC-T—Continued

		Dollar Amounts in Thousands				
		RIAD	Bil	Mil	Thou	
<b>FIDUCIARY AND RELATED SERVICES INCOME</b>						
12.	Personal trust and agency accounts	B904			N/A	12
13.	Retirement related trust and agency accounts:					
a.	Employee benefit—defined contribution	B905			N/A	13.a
b.	Employee benefit—defined benefit	B906			N/A	13.b
c.	Other retirement accounts	B907			N/A	13.c
14.	Corporate trust and agency accounts	A479			N/A	14
15.	Investment management agency accounts	B908			N/A	15
16.	Other fiduciary accounts	A480			N/A	16
17.	Custody and safekeeping accounts	B909			N/A	17
18.	Other fiduciary and related services income	B910			N/A	18
19.	Total gross fiduciary and related services income (sum of items 12 through 18) (must equal Schedule RI, item 5.a)	4070			N/A	19
20.	Less: Expenses	C058			N/A	20
21.	Less: Net losses from fiduciary and related services	A488			N/A	21
22.	Plus: Intracompany income credits for fiduciary and related services	B911			N/A	22
23.	Net fiduciary and related services income	A491			N/A	23

Memoranda		Dollar Amounts in Thousands			Managed Assets		
					RCON	Bil	Mil
1.	Managed assets held in personal trust and agency accounts:						
a.	Noninterest-bearing deposits	B913			N/A		M.1.a
b.	Interest-bearing deposits	B914			N/A		M.1.b
c.	U.S. Treasury and U.S. Government agency obligations	B915			N/A		M.1.c
d.	State, county and municipal obligations	B916			N/A		M.1.d
e.	Money market mutual funds	B917			N/A		M.1.e
f.	Other short-term obligations	B918			N/A		M.1.f
g.	Other notes and bonds	B919			N/A		M.1.g
h.	Common and preferred stocks	B920			N/A		M.1.h
i.	Real estate mortgages	B921			N/A		M.1.i
j.	Real estate	B922			N/A		M.1.j
k.	Miscellaneous assets	B923			N/A		M.1.k
l.	Total managed assets held in personal trust and agency accounts (sum of Memorandum items 1.a through 1.k) (must equal Schedule RC-T, item 4, column A)	B868			N/A		M.1.l

		Dollar Amounts in Thousands			(Column A) Number of Issues	(Column B) Principal Amount Outstanding					
						Tril	Bil	Mil	Thou		
2.	Corporate trust and agency accounts:	RCON							RCONB928		
a.	Corporate and municipal trusteeships	B927			N/A				N/A		M.2.a
b.	Transfer agent, registrar, paying agent, and other corporate agency	B929			N/A						M.2.b

### Schedule RC-T—Continued

Memoranda—Continued

	Dollar Amounts in Thousands		(Column A) Number of Funds	(Column B) Market Value of Fund Assets	
	RCON		RCON	Bil   Mil   Thou	
3. Collective investment funds and common trust funds:					
a. Domestic equity	B931	N/A	B932	N/A	M.3.a
b. International/Global equity	B933	N/A	B934	N/A	M.3.b
c. Stock/Bond blend	B935	N/A	B936	N/A	M.3.c
d. Taxable bond	B937	N/A	B938	N/A	M.3.d
e. Municipal bond	B939	N/A	B940	N/A	M.3.e
f. Short term investments/Money market	B941	N/A	B942	N/A	M.3.f
g. Specialty/Other	B943	N/A	B944	N/A	M.3.g
h. Total collective investment funds (sum of Memorandum items 3.a through 3.g)	B945	N/A	B946	N/A	M.3.h

	(Column A) Gross Losses Managed Accounts		(Column B) Gross Losses Non-Managed Accounts		(Column C) Recoveries		
	RIAD	Mil   Thou	RIAD	Mil   Thou	RIAD	Mil   Thou	
4. Fiduciary settlements, surcharges and other losses:							
a. Personal trust and agency accounts	B947	N/A	B948	N/A	B949	N/A	M.4.a
b. Retirement related trust and agency accounts	B950	N/A	B951	N/A	B952	N/A	M.4.b
c. Investment management agency accounts	B953	N/A	B954	N/A	B955	N/A	M.4.c
d. Other fiduciary accounts and related services	B956	N/A	B957	N/A	B958	N/A	M.4.d
e. Total fiduciary settlements, surcharges, and other losses (sum of Memorandum items 4.a through 4.d) (sum of columns A and B minus column C must equal Schedule RC-T, item 21)	B959	N/A	B960	N/A	B961	N/A	M.4.e

Person to whom questions about Schedule RC-T—Fiduciary and Related Services should be directed:

N/A

Name and Title (TEXT B962)

N/A

E-mail Address (TEXT B926)

N/A

Telephone: Area code/phone number/extension (TEXT B963)

N/A

FAX: Area code/phone number (TEXT B964)



**NAME AND ADDRESS OF BANK**

**Beach Business Bank  
1230 Rosecrans Avenue, Suite 100  
Manhattan Beach, CA 90266-2436**

OMB No. For OCC: 1557-0081  
OMB No. For FDIC: 3064-0052  
OMB No. For Federal Reserve: 7100-0036  
Expiration Date: 3/31/2007

SPECIAL REPORT  
(Dollar Amounts in Thousands)

CLOSE OF BUSINESS DATE

FDIC Certificate Number

**09/30/2005**

**57678**

**LOANS TO EXECUTIVE OFFICERS (Complete as of each Call Report Date)**

The following information is required by Public Laws 90-44 and 102-242, but does not constitute a part of the Report of Condition. With each Report of Condition, these Laws require all banks to furnish a report of all loans or other extensions of credit to their executive officers made since the date of the previous Report of Condition. Data regarding individual loans or other extensions of credit are not required. If no such loans or other extensions of credit were made during the period, insert "none" against subitem (a). *(Excluded the first \$15,000 of indebtedness of each executive officer under bank credit card plan.)*

**See Sections 215.2 and 215.3 of Title 12 of the Code of Federal Regulations (Federal Reserve Board Regulation O) for the definitions of "executive officer" and "extension of credit," respectively. Exclude loans and other extensions of credit to directors and principal shareholders who are not executive officers.**

			RCON		
a. Number of loans made to executive officers since the previous Call Report date			3561	0	a
b. Total dollar amount of above loans (in thousands of dollars)			3562	0	b
c. Range of interest charged on above loans (example: 9-3/4% = 9.75)	RCON	<b>From</b>	RCON	<b>To</b>	c
	7701	0.00%	7702	0.00%	

SIGNATURE AND TITLE OF OFFICER AUTHORIZED TO SIGN REPORT

DATE (Month, Day, Year)

**REPORT OF CONDITION**

Consolidating domestic subsidiaries of  
**Beach Business Bank**  
**in the state of CA at close of business on September 30, 2005**  
published in response to call made by (Enter additional information below)


**Statement of Resources and Liabilities**

Dollar Amounts in Thousands

<b>ASSETS</b>	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	2,386
Interest-bearing balances	11,410
Securities:	
Held-to-maturity securities	0
Available-for-sale securities	4,308
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold	5,820
Securities purchased under agreements to resell	0
Loans and lease financing receivables:	
Loans and leases held for sale	0
Loans and leases, net of unearned income	38,478
LESS: Allowance for loan and lease losses	653
Loans and leases, net of unearned income and allowance	37,825
Trading Assets	0
Premises and fixed assets (including capitalized leases)	257
Other real estate owned	0
Investments in unconsolidated subsidiaries and associated companies	0
Customers' liability to this bank on acceptances outstanding	0
Intangible assets:	
Goodwill	0
Other intangible assets	179
Other assets	549
<b>Total assets</b>	<b>62,734</b>

**REPORT OF CONDITION (Continued)**

**LIABILITIES**

Dollar Amounts in Thousands

<b>Deposits:</b>		
In domestic offices		<b>35,968</b>
Noninterest-bearing	<b>2,422</b>	
Interest-bearing	<b>33,546</b>	
Federal funds purchased and securities sold under agreements to repurchase		
Federal funds purchased		<b>0</b>
Securities sold under agreements to repurchase		<b>0</b>
Trading liabilities		<b>0</b>
Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)		<b>0</b>
Bank's liability on acceptances executed and outstanding		<b>0</b>
Subordinated notes and debentures		<b>0</b>
Other liabilities		<b>1,132</b>
<b>Total liabilities</b>		<b>37,100</b>
Minority interest in consolidated subsidiaries		<b>0</b>

**EQUITY CAPITAL**

Perpetual preferred stock and related surplus		<b>0</b>
Common stock		<b>28,380</b>
Surplus (exclude all surplus related to preferred stock)		<b>0</b>
Retained earnings		<b>(2,713)</b>
Accumulated other comprehensive income		<b>(33)</b>
Other equity capital components		<b>0</b>
<b>Total equity capital</b>		<b>25,634</b>
<b>Total liabilities, minority interest, and equity capital</b>		<b>62,734</b>

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

**I, Melissa Lanfre, Chief Financial Officer**  
 \_\_\_\_\_  
 ( Name, Title )

of the above named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Director #1	<input type="text"/>	_____
Director #2	<input type="text"/>	_____
Director #3	<input type="text"/>	_____