

PUBLIC DISCLOSURE

March 15, 2004

COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION

**Foothill Independent Bank
RSSD #181169**

**510 South Grand Avenue
Glendora, California 91740**

**Federal Reserve Bank of San Francisco
101 Market Street
San Francisco, California 94105**

NOTE: This document is an evaluation of this institution's record of meeting the credit needs of its entire community, including low- and moderate-income neighborhoods, consistent with safe and sound operation of the institution. This evaluation is not, nor should it be construed as, an assessment of the financial condition of this institution. The rating assigned to this institution does not represent an analysis, conclusion or opinion of the federal financial supervisory agency concerning the safety and soundness of this financial institution.

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INSTITUTION'S RATING

INSTITUTION'S CRA RATING:
Foothill Independent Bank is rated "SATISFACTORY"

The following table shows the performance level of Foothill Independent Bank with respect to the lending, investment, and service tests.

PERFORMANCE LEVELS	FOOTHILL INDEPENDENT BANK		
	PERFORMANCE TESTS		
	LENDING TEST*	INVESTMENT TEST	SERVICE TEST
OUTSTANDING			
HIGH SATISFACTORY	X		X
LOW SATISFACTORY		X	
NEEDS TO IMPROVE			
SUBSTANTIAL NONCOMPLIANCE			

*The lending test is weighted more heavily than the investment and service tests in determining the overall rating.

The major factors supporting the institution's rating include:

- Good responsiveness to assessment area credit needs through a relatively high level of community development loans and services and an adequate level of investment activity;
- Good distribution of small business loans to businesses with revenue of \$1 million or less, often in loan amounts of \$100,000 or less; and
- Numerous community development activities with a significant impact on assessment area credit needs.

INSTITUTION

DESCRIPTION OF INSTITUTION

Foothill Independent Bank (FIB) is headquartered in Glendora, California, approximately 40 miles east of Los Angeles. The bank reported total assets of \$685 million as of December 31, 2003. Founded in 1973, FIB operates twelve full-service branches in the Los Angeles, San Bernardino, and Riverside counties in an area known as the Inland Empire. No branches were opened or closed during the review period.

Consistent with its historic focus, FIB offers a variety of loan and deposit products mostly tailored for the needs of the business community. These products are delivered with a service-oriented approach that aims for a long-term business relationship. Commercial loans are FIB's primary loan product and as illustrated in the table below, they constitute the majority of the \$460 million loan portfolio. Product offerings include short-term and long-term credit facilities for commercial, industrial, professional, and agricultural purposes; including SBA loans. Business checking, savings, and money market accounts are some of the services that complement the bank's lending activities.

LOAN TYPE	DOLLAR AMOUNT (000s)	PERCENT OF VALUE
Commercial/Industrial & Non-Farm Non-Residential Real Estate	\$395,455	86.0%
Construction & Land Development	\$27,077	5.9%
Secured by 1-4 Family Residential Real Estate	\$19,019	4.1%
Multifamily Housing	\$10,151	2.2%
Consumer Loans & Credit Cards	\$3,816	0.8%
Leases	\$528	0.1%
All Other	\$4,056	0.8%
Total (Gross)	\$460,102	100%

The bank received a satisfactory rating at its previous Community Reinvestment Act examination conducted as of April 22, 2002, and there has been no change in the assessment area delineation. There are no legal or financial impediments that would inhibit FIB's ability to meet the credit needs of its assessment area, consistent with its business strategy, size and financial resources, as well as the local economic climate.

DESCRIPTION OF ASSESSMENT AREA

Foothill Independent Bank's assessment area consists of census tracts within the San Gabriel Valley and Inland Empire regions of the Los Angeles-Long Beach and Riverside-San Bernardino Metropolitan Statistical Areas. This assessment area includes portions of Los Angeles, Riverside, and San Bernardino counties and has not changed since the previous examination.

The assessment area is a competitive marketplace for financial services. FIB's 4.16 percent deposit market share ranked it seventh out of forty-six financial institutions operating in the area. Among community banks, FIB had the fourth largest market share in San Gabriel Valley

and Inland Empire communities.¹ When combined as a group, community banks, commercial lenders, and national banks operated 184 branch locations.

1990 Census Analysis

Data from the 1990 census indicate that the population of the assessment area was 3.7 million. Additional information regarding business demographics, provided by Dun & Bradstreet, are highlighted in Exhibit 1 below. The information in the following tables, along with other factors, were used to help develop the performance context.

Exhibit 1 ASSESSMENT AREA DEMOGRAPHICS 1990 Census								
Income Categories	Total Businesses by Tract		Businesses by Tract & Revenue Size					
			Less Than or Equal to \$1 Million		Greater Than \$1 Million		Revenue Not Reported	
	#	%	#	%	#	%	#	%
Low	2,193	2.4%	1,675	2.2%	464	3.3%	54	2.3%
Moderate	18,047	19.7%	14,403	19.1%	3,211	22.5%	433	18.8%
Middle	41,279	45.0%	33,286	44.2%	6,958	48.8%	1,035	44.9%
Upper	30,181	32.9%	25,805	34.3%	3,592	25.2%	784	34.0%
N/A	93	0.1%	67	0.1%	25	0.2%	1	0.0%
Total AA	91,793	100%	75,236	100%	14,250	100%	2,307	100%
Percentage of Total Businesses:			82.0%		15.5%		2.5%	
Tract Income Level	Census Tracts		Population by Census Tract		Families by Family Income		Households by Census Tract	
	#	%	#	%	#	%	#	%
Low	14	2.6%	60,027	1.6%	166,401	18.5%	17,234	1.5%
Moderate	98	17.9%	686,198	18.5%	144,622	16.1%	202,313	17.1%
Middle	252	46.0%	1,731,681	46.7%	195,782	21.7%	557,567	47.2%
Upper	180	32.8%	1,216,901	32.8%	394,391	43.8%	405,147	34.2%
N/A	4	0.7%	14,112	0.4%	0	0.0%	0	0.0%
Total AA	548	100.0%	3,708,919	100.0%	901,236	100.0%	1,182,261	100.0%

2000 Census Analysis

While maintaining the same geographic boundaries, the number of tracts in the assessment area increased since 1990 from 548 to 801. A comparison of 1990 and 2000 Census data indicated that low- and moderate-income census tracts showed the greatest increase (79 percent and

¹ Federal Deposit Insurance Corporation, *FDIC/OTS Summary of Deposits – Market Share Report, June 30, 2003*; (accessed March 1, 2004); available from <http://www.fdic.gov/>.

69 percent, respectively), resulting in more individuals, families, and households in these census tracts. In addition, the population in the San Gabriel Valley and Inland Empire communities increased 18 percent to approximately 4.4 million. Dun & Bradstreet information regarding business demographics also used to develop the performance context is highlighted in Exhibit 2 below.

Exhibit 2 ASSESSMENT AREA DEMOGRAPHICS 2000 Census								
Income Categories	Total Businesses by Tract		Businesses by Tract & Revenue Size					
			Less Than or Equal to \$1 Million		Greater Than \$1 Million		Revenue Not Reported	
	#	%	#	%	#	%	#	%
Low	3,103	3.2%	2,506	3.2%	501	3.4%	96	3.4%
Moderate	23,140	23.9%	18,330	23.1%	4,191	28.7%	619	21.8%
Middle	37,139	38.3%	30,054	37.8%	6,021	41.2%	1,064	37.5%
Upper	33,492	34.6%	28,538	35.9%	3,900	26.7%	1,054	37.2%
N/A	37	0.0%	22	0.0%	14	0.1%	1	0.0%
Total AA	96,911	100%	79,450	100%	14,627	100%	2,834	100%
Percentage of Total Businesses:			82.0%		15.1%		2.9%	
Tract Income Level	Census Tracts		Population by Census Tract		Families by Family Income		Households by Census Tract	
	#	%	#	%	#	%	#	%
Low	25	3.2%	104,199	2.4%	200,018	19.5%	29,349	2.2%
Moderate	166	20.7%	944,053	21.7%	163,623	16.0%	269,265	20.3%
Middle	317	39.6%	1,785,043	41.0%	197,016	19.2%	528,260	39.9%
Upper	291	36.3%	1,524,323	35.0%	463,587	45.3%	497,220	37.6%
N/A	2	0.2%	777	0.0%	0	0.0%	0	0.0%
Total AA	801	100.0%	4,358,395	100.0%	1,024,244	100%	1,324,094	100.0%

Housing

Housing prices throughout California have continued to rise rapidly and recent increases in regional median home prices indicate that fewer homes are affordable to low- and moderate-income persons.² However, relative to the surrounding areas, the availability of residential land has made San Gabriel Valley and Inland Empire communities an affordable housing alternative to adjacent Los Angeles and Orange County communities. According to the 2000 census,

² California Association of Realtors, *Median Price Posts 20.5 Percent Gain, Sales Up 4.4 Percent in First Quarter* (accessed May 18, 2004); available from <http://www.car.org/index.php?id=MzM1NzM=>.

assessment area median-housing prices were \$170,619 compared to \$201,400 for Los Angeles County, \$253,000 for Orange County, and \$198,800 for the state of California. With a median family income of \$51,103, more than fifty percent of assessment area families could afford to purchase a median-priced home.³ However, in adjacent communities, less than 50 percent of families could afford a median priced home. In Los Angeles and Orange counties, the median family income of \$46,452 and \$64,611, respectively, was less than the income needed (\$58,920 and \$74,000, respectively) to purchase a median-priced home.⁴

Industry and Employment

The regional economy that includes the assessment area is vibrant. Warehouses and distribution centers located near existing highways and railroad terminals linked the San Gabriel Valley and Inland Empire economies to regional and national markets. Convenient access to several Los Angeles freeways such as Interstates 10, 210, 605, and state highway 57 allow distribution warehouses to avoid much of the traffic associated with Los Angeles-based distribution centers while continuing to serve similar markets. In addition, intermodal terminals operated by Burlington Northern/Santa Fe and Union Pacific railroads enable these companies to sell or distribute their products in broader regional, statewide, or national markets. According to Dun & Bradstreet data for 2003, the major industry sectors in the area are retail trade (14 percent), services (13 percent), professional, scientific, and technical services (12 percent), and wholesale trade (12 percent).

The employment picture for the bank's assessment area is relatively strong when compared to surrounding areas. The availability of industrial land for development, skilled workers, and an excellent Southern California location contributed to the area's job growth. During 2002 the inland region's job base increased by 29,070 positions while neighboring Orange County added only 5,620 jobs and Los Angeles lost 27,800 jobs.⁵ Many of these positions were skilled workers in construction, manufacturing, and transportation followed by corporate offices, technology operations, and professional practices. Consequently, the assessment area's unemployment rate of 7.3 percent compared favorably to the unemployment rates for Los Angeles (8.2 percent), Riverside (7.5 percent), and San Bernardino (8.1 percent) counties.

Community contacts indicated that small business financing and multi-family affordable housing are the primary assessment area credit needs. Although effective loan demand is the result of both micro- and macro economic factors, small businesses comprise a large percentage of total businesses. According to 2003 Dun & Bradstreet information, 82 percent of the assessment area's 97,000 businesses generated gross annual revenues of \$1 million or less. The continued growth of small businesses in the services, manufacturing, and construction sectors augur effective demand for credit products that meet working capital, equipment and longer-term financing needs. Furthermore, given the disparities between personal incomes and median

³ An income of \$49,880 needed to buy a median priced home was based on a 30-percent of income housing standard and assumed a 5.75 percent interest rate on a 30-year conventional loan and a 5 percent down payment.

⁴ Income figures based upon the same assumptions as above.

⁵ Inland Empire Economic Partnership Foundation, *Future Inland Empire* (accessed March 11, 2004); available from http://www.ieep.org/futureinlandempire/economy_content_full.htm.

housing prices in the area, products and services that address these needs and help provide capacity for housing projects aimed at low- and moderate-income individuals are increasingly important.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS

SCOPE OF EXAMINATION

FIB was reviewed under the Community Reinvestment Act's (CRA) large bank performance criteria covering lending, investment and service activities. Investment and service test activities were reviewed for the period April 22, 2002, through March 15, 2004. The sample period for the lending test was January 1, 2002, through December 31, 2003. With the release of the 2000 U.S. Census, performance with respect to geographic distribution of loans for the period from January 1, 2002, through December 31, 2002, was evaluated using 1990 census data. Loans originated during the period January 1, 2003, through December 31, 2003, were analyzed using data from the 2000 census. Other lending test and loan performance criteria, unrelated to census figures, were reviewed using combined data for the entire evaluation period. Consistent with the bank's commercial lending focus, products considered consisted entirely of small business loans. Home purchase, home improvement, and refinance loan volumes were insufficient to draw meaningful conclusions and were, therefore, excluded from the scope of the examination.

LENDING TEST

FIB's performance under the lending test is high satisfactory. Overall, small business lending evidenced good responsiveness to assessment area credit needs. Also, community development lending showed good responsiveness to area affordable housing needs, small business development, services targeted to low- and moderate-income individuals, and economic revitalization.

Lending Activity

FIB actively participated in the small business loan markets within its assessment area. Loan volumes, in terms of market share, are consistent with the bank's deposit market share in the assessment area. Also, the average loan-to-deposit ratio since the previous examination is consistent with state and national peers. Refer to Table 1 in the Appendices for more information on lending activity.

Assessment Area Concentration

A substantial majority of small business loan originations were made within the bank's assessment area. Originations within these boundaries equaled eighty-four percent in number and seventy-five percent in dollar volume.

Lending Distribution by Geography

The geographic distribution of small business loans was adequate in light of branch locations. Lending activity was generally distributed around branch locations with no unreasonable gaps in the lending patterns. As shown in Table 2 for both the 1990 and 2000 censuses, small business lending in low- and moderate-income geographies was below the distribution of assessment area businesses (1990 and 2000) and aggregate performance (1990 only). However, the lower distribution of small business loans within low- and moderate-income census tracts is reasonable since nine of the twelve branches are located in middle- and upper-income census tracts while no branches are located in low-income tracts. Lower concentrations in low- and moderate-income census tracts also were attributable to the increase of tracts in those income categories. As a result of the 2000 census, eleven new low-income tracts and sixty-eight new moderate-income tracts were added to the assessment area with no change in the disposition of branch offices.

Lending Distribution by Business Revenue

Small business lending to businesses of different sizes was good. Table 3 illustrates that over 50 percent of small business loans were originated to small businesses. This compared favorably with the level (27 percent) of small business loans originated by the aggregate market to small businesses. Likewise, over 56 percent of FIB's small business loans in amounts of \$100,000 or less were made to businesses with gross annual revenues of \$1 million or less.

Community Development Lending

Foothill Independent Bank extended a relatively high level of community development loans. Sixteen loans totaling \$20.5 million supported initiatives designed to foster affordable housing, small business development, and economic revitalization. Four loans with an average loan amount of \$3 million funded the construction or purchase of commercial properties within designated redevelopment zones for the cities of Arcadia, LaVerne, Ontario, and Upland. In one instance, FIB financed the construction of four industrial buildings for development into 16 condominium units designed specifically for small businesses with floor areas of 10,000 square feet or less. Other loans provided bridge financing for a micro-loan fund and a loan to rehabilitate single-family dwellings owned by low- and moderate-income individuals.

INVESTMENT TEST

Performance under the investment test is low satisfactory. Investment and grant activity demonstrated adequate responsiveness to credit and community development needs. Since the previous examination, eight community development investments and 35 grants totaling \$797,000 directly supported affordable housing, small-business development, and services targeted to low- and moderate-income individuals. Notable examples included the following:

- A \$250,000 investment in a home ownership center providing homebuyer education and financial assistance to low- and moderate-income persons. FIB also funded a \$53,000 operational grant to the same organization which allowed them to remain open after the center's contract with their previous sponsor expired.

- Two grants totaling \$30,000 to organizations providing working capital and other types of financing to micro- and small-businesses.

Prior period investments totaling \$5.2 million included mortgage-backed securities supporting affordable housing and a redevelopment bond for the construction and renovation of a hospital and rehabilitation center primarily serving low- and moderate-income individuals.

SERVICE TEST

Performance under the service test is high satisfactory. FIB's retail delivery systems, branch locations, and community development services had a positive impact on area banking needs and community organizations.

Retail Banking Services

Retail banking services were reasonably accessible within the assessment area. Branch lobby hours and ATM networks offer easy access to full-service banking services. Typical lobby hours are Monday through Thursday 9:00 a.m. to 4:00 p.m., with nearly all branches offering extended hours until 6:00 p.m. on Friday, as well as Saturday morning hours from 9:00 a.m. to 12:00 p.m. Most branches provided drive-up services on a similar schedule and access to walk-up tellers in the early morning (8:30 a.m. to 9:00 a.m.) and late afternoon (4:00 p.m. to 6:00 p.m.) hours. Alternate delivery systems such as bank-by-mail, courier services, and online banking were also accessible throughout the assessment area.

Community Development Services

FIB employees provided a relatively high level of community development services. During the examination period, bank representatives provided over 420 hours of community development services to eight different organizations. Qualified activities that utilized the financial expertise of bank personnel benefited organizations that provide working capital and micro loans to small businesses, homebuyer education, and financial assistance to low- and moderate-income persons.

COMPLIANCE WITH FAIR LENDING LAWS AND REGULATIONS

The fair lending review performed concurrently with this examination did not identify any discriminatory lending practices. The bank is in compliance with all provisions of anti-discrimination laws and regulations and has developed policies designed to ensure ongoing compliance with consumer protection requirements.

APPENDIX A

GLOSSARY OF TERMS

Aggregate lending: The number of loans originated and purchased by all lenders subject to reporting requirements as a percentage of the aggregate number of loans originated and purchased by all lenders in the MSA/assessment area.

Block numbering area ("BNA"): Statistical subdivisions of a county for grouping and numbering blocks in non-metropolitan counties where local census statistical area committees have not established census tracts. BNAs do not cross county lines.

Census tract: Small subdivisions of metropolitan and other densely populated counties. Census tract boundaries do not cross county lines; however, they may cross the boundaries of metropolitan statistical areas. They usually have between 2,500 and 8,000 persons, and their physical size varies widely depending upon population density. Census tracts are designed to be homogeneous with respect to population characteristics, economic status, and living conditions to allow for statistical comparisons.

Community development: Affordable housing for low- or moderate-income individuals; community services targeted to low- or moderate-income individuals, activities that promote economic development by financing businesses or farms that meet the size eligibility standards of the Small Business Administration's Development Company or Small Business Investment Company programs (13 CFR 121.301) or have gross annual revenues of \$1 million or less; or, activities that revitalize or stabilize low- or moderate-income geographies,

Consumer loan: A loan to one or more individuals for household, family, or other personal expenditures. A consumer loan does not include a home mortgage, small business, or small farm loan. This definition includes the following categories of loans: motor vehicle, credit card, home equity, other secured loan, and other unsecured loan.

Family: Includes a householder and one or more other persons living in the same household who are related to the householder by birth, marriage, or adoption. The number of family households always equals the number of families; however, a family household may also include non-relatives living with the family. Families are classified by type as either a married couple family or other family, which is further classified into "male householder" (a family with a male householder and no wife present) or "female householder" (a family with a female householder and no husband present).

Full review: Performance under the lending, investment, and service tests is analyzed considering performance context, quantitative factors (e.g., geographic distribution, borrower distribution, total number and dollar amount of investments, branch distribution) and qualitative factors (e.g., innovation, complexity).

Geography: A census tract or a block numbering area delineated by the U.S. Bureau of the Census in the most recent decennial census.

Home Mortgage Disclosure Act ("HMDA"): The statute that requires certain mortgage lenders that do business or have banking offices in a metropolitan statistical area to file annual summary reports of their mortgage lending activity. The reports include such data as the race, gender, and the income of applications, the amount of loan requested, and the disposition of the application (e.g., approved, denied, and withdrawn).

Home mortgage loans: Include home purchase and home improvement loans as defined in the HMDA regulation. This definition also includes multifamily (five or more families) dwelling loans, loans for the purchase of manufactured homes and refinancings of home improvement and home purchase loans.

Household: Includes all persons occupying a housing unit. Persons not living in households are classified as living in group quarters. In 100 percent tabulations, the count of households always equals the count of occupied housing units.

Low-income: Individual income that is less than 50 percent of the area median income, or a median family income that is less than 50 percent in the case of a geography.

Limited review: Performance under the lending, investment, and service tests is analyzed using only quantitative factors (e.g., geographic distribution, borrower distribution, total number and dollar amount of investments, branch distribution).

Market share: The number of loans originated and purchased by the institution as a percentage of the aggregate number of loans originated and purchased by all lenders in the MSA/assessment area.

Metropolitan area: Any primary metropolitan statistical area ("PMSA"), metropolitan statistical area ("MSA"), or consolidated metropolitan area ("CMSA"), as defined by the Office of Management and Budget, with a population of 250 thousand or more, and any other area designated as such by the appropriate federal financial supervisory agency.

Moderate-income: Individual income that is at least 50 percent and less than 80 percent of the area median income, or a median family income that is at least 50 percent and less than 80 percent in the case of a geography.

Middle-income: Individual income that is at least 80 percent and less than 120 percent of the area median income, or a median family income that is at least 80 percent and less than 120 percent in the case of a geography.

Multifamily: Refers to a residential structure that contains five or more units.

Optional loans: Includes any unreported category of loans for which the institution collects and maintains data for consideration during a CRA examination. Also includes consumer loans and other loan data an institution may provide concerning its lending performance.

Owner-occupied units: Includes units occupied by the owner or co-owner, even if the unit has not been fully paid for or is mortgaged.

Qualified investment: A qualified investment is defined as any lawful investment, deposit, membership share, or grant that has as its primary purpose community development.

Small loans to business: A loan included in "loans to small businesses" as defined in the Consolidated Report of Condition and Income (Call Report). These loans have original amounts of \$1 million or less and are either secured by nonfarm nonresidential properties or are classified as commercial and industrial loans.

Small loans to farms: A loan included in "loans to small farms" as defined in the instructions for preparation of the Consolidated Report of Condition and Income (Call Report). These loans have original amounts of \$500 thousand or less and are either secured by farmland, including farm residential and other improvements, or are classified as loans to finance agricultural production and other loans to farmers.

Owner-occupied units: Includes units occupied by the owner or co-owner, even if the unit has not been fully paid for or is mortgaged.

Qualified investment: A qualified investment is defined as any lawful investment, deposit, membership share, or grant that has as its primary purpose community development.

Upper-income: Individual income that is more than 120 percent of the area median income, or a median family income that is more than 120 percent in the case of a geography.

APPENDIX B

CORE CRA TABLES

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Foothill Independent Bank

Rated Area: California

Table 1 - Lending Volume of Reported Loans

Evaluation Period: January 1, 2002 through December 31, 2003

Assessment Area	% of Rated Area Loans	Small Business Loans		Small Farm Loans		All HMDA Loans		Community Development Loans		Total Reported Loans		% of Rated Area Deposits
		# Loans	\$ (000's)	# Loans	\$ (000's)	# Loans	\$ (000's)	# Loans	\$ (000's)	# Loans	\$ (000's)	
<i>Full Scope Region</i>												
Los Angeles - Riverside - San Bernardino	100.00	450	85,712	0	0	17	3,052	16	20,516	467	88,764	100.00

Foothill Independent Bank

Rated Area: California

Table 2a - Geographic Distribution of Small Business Loans - 1990 Census*

Evaluation Period: January 1, 2002 through December 31, 2002

Assessment Areas	Total Loans from Bank		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%)				Market Share (%)				
	# Loans	% Rated Area Total	Bank Loans (%)	Business Entities (%)	Bank Loans (%)	Business Entities (%)	Bank Loans (%)	Business Entities (%)	Bank Loans (%)	Business Entities (%)	Low	Mod	Mid	Upp	Overall	Low	Mod	Mid	Upp
<i>Full-Scope Review</i>																			
Los Angeles - Riverside - San Bernardino	244	100.00	0.41	2.35	13.11	19.34	52.87	45.09	33.61	33.23	2.00	17.27	43.66	37.06	0.24	0.05	0.18	0.29	0.21

Table 2b - Geographic Distribution of Small Business Loans - 2000 Census**

Evaluation Period: January 1, 2003 through December 31, 2003

Assessment Areas	Total Loans from Bank		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%)				Market Share (%)				
	# Loans	% Rated Area Total	Bank Loans (%)	Business Entities (%)	Bank Loans (%)	Business Entities (%)	Bank Loans (%)	Business Entities (%)	Bank Loans (%)	Business Entities (%)	Low	Mod	Mid	Upp	Overall	Low	Mod	Mid	Upp
Los Angeles - Riverside - San Bernardino	206	100.00	1.46	3.20	25.73	23.89	41.26	38.34	31.07	34.57	NA	NA	NA	NA	NA	NA	NA	NA	NA

Note: *Business entities based on 2002 Dun & Bradstreet data. Aggregate Lending and Market Share data based on 2002 reported small business lending activity.

**Business entities based on 2003 Dun & Bradstreet data. Aggregate Lending and Market Share data based on 2003 reported small business lending activity.

Foothill Independent Bank

Rated Area: California

Table 3 - Borrower Distribution of Small Business Loans

Evaluation Period: January 1, 2002 through December 31, 2003

Assessment Areas	Total Small Business Loans		Businesses with Revenue <= \$1 Million		Originations Regardless of Revenue Size			Aggregate Lending (%)		Market Share (%)	
	# Loans	% Rated Area Total	Bank Loans (%)	All Businesses (%)	<= \$100K	> \$100K and <= \$250K	> \$250K and <= \$1 Million	All Loans	Loans to Revenue <= \$ Million (%)	All Loans	Loans to Revenue <= \$ Million (%)
<i>Full-Scope Review</i>											
Los Angeles - Riverside - San Bernardino	450	100.00	50.22	81.98	56.67	18.89	24.44	107,721	26.93	0.24	0.44

Note: Business entities based on 2003 Dun & Bradstreet data.
 Aggregate Lending and Market Share data based on 2003 reported small business lending activity.

Foothill Independent Bank

Rated Area: California

Table 4a - Distribution of Other Lines/Loans for Small Business - 1990 Census*

Evaluation Period: January 1, 2002 through December 31, 2002

Assessment Areas	Total Loans from Bank		Geographic Distribution								Borrower Distribution				
			Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Businesses with Revenue < = \$1 Million		Originations Regardless of Revenue Size		
	# Loans	% Rated Area Total	Bank Loans (%)	Business Entities (%)	Bank Loans (%)	Business Entities (%)	Bank Loans (%)	Business Entities (%)	Bank Loans (%)	Business Entities (%)	Bank Loans (%)	All Businesses (%)	< = \$100K	> \$100K and < = \$250K	> \$250K and < = \$1 Million
<i>Full-Scope Review</i>															
Los Angeles - Riverside - San Bernardino	15	100.00	0.00	2.35	6.67	19.34	20.00	45.09	73.33	33.23	78.57	81.98	60.71	10.71	28.57

Table 4b - Distribution of Other Lines/Loans for Small Business - 2000 Census**

Evaluation Period: January 1, 2003 through December 31, 2003

Assessment Areas	Total Loans from Bank		Geographic Distribution								Borrower Distribution				
			Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Businesses with Revenue < = \$1 Million		Originations Regardless of Revenue Size		
	# Loans	% Rated Area Total	Bank Loans (%)	Business Entities (%)	Bank Loans (%)	Business Entities (%)	Bank Loans (%)	Business Entities (%)	Bank Loans (%)	Business Entities (%)	Bank Loans (%)	All Businesses (%)	< = \$100K	> \$100K and < = \$250K	> \$250K and < = \$1 Million
<i>Full-Scope Review</i>															
Los Angeles - Riverside - San Bernardino	13	100.00	0.00	3.20	15.38	23.89	7.69	38.34	76.92	34.57	78.57	81.98	60.71	10.71	28.57

Note: *Business entities based on 2002 Dun & Bradstreet data. Aggregate Lending and Market Share data based on 2002 reported small business lending activity.

**Business entities based on 2003 Dun & Bradstreet data. Aggregate Lending and Market Share data based on 2003 reported small business lending activity.

Foothill Independent Bank

RATED AREA: California

Table 5 - Qualified Investments

Evaluation Period: April 22, 2002 - March 15, 2004

Assessment Areas	<i>Prior Period Investments*</i>		<i>Current Period Investments</i>		<i>Total Investments</i>			<i>Unfunded Commitments**</i>	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
<i>Full-Scope Review</i>									
Los Angeles - Riverside - San Bernardino	4	5,242	43	797	47	6,039	100.00	0	0

Note: *Investments made in a previous evaluation period that are outstanding as of the examination date.

**Legally binding investment commitments that are tracked and recorded by the institution's financial reporting system.

Foothill Independent Bank

RATED AREA: California

Table 6 - Distribution of Branch Delivery System and Branch Openings/Closings

Evaluation Period: April 22, 2002 - March 15, 2004

Assessment Areas	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of Bank Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net Change in Location of Branches (+ or - +)				% of Population Within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<i>Full-Scope Review</i>																	
Los Angeles - Riverside - San Bernardino	100.00	12	100.00	0.00	25.00	41.67	33.33	0	0	0.00	0.00	0.00	0.00	2.39	21.66	40.96	34.98

Table 7 - Distribution of Branch and ATM Delivery System

Evaluation Period: April 22, 2002 - March 15, 2004

Assessment Areas	Deposits	Branches						ATM Delivery system				Population					
	% of Rated Area Deposits in AA	# of Bank Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of ATMs	% of Total Bank ATMs	Location of ATMs by Income of Geographies				% of Population Within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<i>Full-Scope Review</i>																	
Los Angeles - Riverside - San Bernardino	100.00	12	100.00	0.00	25.00	41.67	33.33	12	100.00	0.00	33.33	33.33	33.33	2.39	21.66	40.96	34.98

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