

Comptroller of the Currency Administrator of National Banks

Washington, DC 20219

PUBLIC DISCLOSURE

May 18, 2009

COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION

Regents Bank, National Association Charter Number 24214

875 Prospect Street, Suite 100 San Diego (La Jolla), CA 92038-0000

Office of the Comptroller of the Currency

Southern California South Field Office 1925 Palomar Oaks Way, Suite 202 Carlsbad, California 92008

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 CRA RATING: This institution is rated Satisfactory.

The Lending Test is rated: Sarisfactory. The Community Development Test is rated: Satisfactory.

The primary factors supporting the bank's "Institution Rating" are:

- The bank originates a majority of loans within its combined assessment areas.
- The geographic distribution of loans compares very favorably to area demographics, especially in low- and moderate-income geographies.
- The bank's quarterly average loan-to-deposit ratio compares reasonably to the peer average ratio.
- Lending patterns to businesses with annual revenue of \$1 million and less compare reasonably to Dunn and Bradstreet business demographic data.
- The bank demonstrates adequate responsiveness to community development needs in its two assessment areas.

Scope of Examination

This is the first Community Reinvestment Act (CRA) examination for Regents Bank, National Association (RBNA), under the "Intermediate Small Bank" examination process. This process includes an evaluation of activity under the Lending Test criteria, as well as activities under the Community Development (CD) Test: CD loans, investments, and services.

We evaluated performance under the Lending Test using a random sample of commercial loans because they represent the substantial majority of the bank's lending activity. We tested commercial loans that RBNA originated or purchased from January 2007 through March 2009. The Community Development Test covers performance since the last CRA examination, from May 2004 through March 2009. Because RBNA has branches in two states, we separately analyzed loan data and CD activities in each state: California and Washington.

Description of Institution

Regents Bank, N.A. is a community bank headquartered in La Jolla, California. The bank is a wholly owned subsidiary of Trafalgar Holdings, LLC, a one-bank holding company, headquartered in Vancouver. The bank opened for business in September 2001 at the main office in La Jolla, which is located in an upper-income census tract. In November 2001, RBNA opened a second full service branch in downtown San Diego in a moderate-income census tract. The bank opened a loan production office (LPO) in December 2003 in a moderate-income census tract in Vancouver, Washington. The Vancouver LPO converted to a full service branch in April 2005. The fourth branch opened in June 2005 in an upper-income census tract in Carlsbad, California. The bank has not closed any branches since the last evaluation.

RBNA offers a full range of commercial and consumer loan products but primarily focuses on meeting the credit needs of small- to mid-size businesses. Commercial loan products include: business loans and lines of credit for working capital; equipment financing; construction loans; and real estate loans for multi-unit housing, commercial, industrial, and retail buildings. Consumer product offerings include home equity loans, home equity lines of credit, home improvement loans; and other personal secured and unsecured loans and lines of credit. Other banking services include Internet and telephone banking; bill payment; cash management services; remote deposit capture; and electronic funds transfer through ACH and wire transfers. Automated teller machines (ATMs) are located at the main branch in La Jolla and the branch in Vancouver.

The RBNA Report of Condition and Income reported total assets of \$296 million, total deposits of \$270 million, total loans of \$248 million, and total equity capital of \$25 million as of March 31, 2009. Total loans represented approximately 84 percent of total assets. The following chart summarizes the loan portfolio by major loan type.

Regents Bank N.A. Loan Portfolio by Major Product Type March 31, 2009								
Loan Type	(000s)	Percent						
Commercial Real	120,866	49%						
Estate/Commercial Loans	Estate/Commercial Loans							
Secured by RE								
Construction	68,200	27%						
Commercial-Industrial	48,695	20%						
Consumer/Other	10,382	4%						
Total	248,143	100%						

*Source: March 31, 2009 Report of Condition and Income

Selection of Areas for Full-Scope Review

As described above, RBNA maintains branches in one metropolitan area in each of two states: the County of San Diego in California and Clark County in Washington. We separately analyzed the bank's loan distribution data and CD activities within each assessment area in each state.

Ratings

The bank's overall rating is a blend of the state ratings. We weighted performance in the State of California area most heavily given that the preponderance of loan activity was generated from the three branch locations in that area during the evaluation period. The bank maintains only one branch in the State of Washington.

Conclusions with Respect to Performance Criteria

Loan-to-Deposit Ratio

RBNA's loan-to-deposit (LTD) ratio is reasonable and meets the standard of satisfactory performance considering its size and credit needs of its assessment areas (AA).

We evaluated the bank's quarterly average LTD ratio for the last 20 quarters since the last CRA examination, from March 2004 through December 2008. During this period, the LTD ratio averaged 78%. We compared the bank's average LTD ratio with that of four peer banks that are similar in asset size and headquartered in areas having similar AA demographics. The combined average quarterly LTD ratio of peer banks was 91% over the same period. The bank's average LTD ratio is less than the peer average. However, the bank's level of lending trended upward during the most recent calendar year. The LTD ratio ranged upward from 84% at March 31, 2008, to 91% at December 31, 2008, and is reasonably comparable to peer level.

Lending in Assessment Area

RBNA originated a majority of loans by number and by dollar volume within its combined AAs.

For this evaluation, we randomly sampled 20 commercial loans the bank originated or purchased from January 2007 through March 2009. We sampled only commercial loans since they represent the bank's primary lending activity. Based on our random sample, the bank originated 80% of the number of loans and 70% of the dollar volume within its AAs.

Table 1 Lending in the Defined CRA Area San Diego County and Clark County Assessment Areas Commercial Loans January 2007 through March 2009 January 2007										
	N	umber o	of Loar	IS		Dolla	r Amou	unt of Loans	6	
	Insi	ide	Ou	Itside	Total	Inside	e	Outsid	е	Total
	#	%	#	%	#	\$(000's)	%	\$(000's)		(000's)
Commercial Loan Sample	16	80%	4	20%	20	4,214	70%	\$1,780	30%	\$5,994

Source: Random sample of 20 bank loan originations from January 2007 through March 2009

Note: The net loan-to-deposit ratio and percentage of loans activity within the assessment areas apply to the institution overall.

Fair Lending or Other Illegal Credit Practices Review

We found no evidence of discriminatory or other illegal credit practices inconsistent with helping to meet community credit needs.

State Rating

State of California

CRA Rating for (name of state): Satisfactory. The Lending test is rated: Satisfactory. The Community development test is rated Satisfactory.

- The geographic distribution of loans compares favorably to area demographics.
- Lending patterns to businesses with annual revenue of \$1 million and less compare reasonably to Dunn and Bradstreet business demographic data.
- The bank demonstrates satisfactory responsiveness to community development within the San Diego County assessment area in California.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN CALIFORNIA

ASSESSMENT AREA

RBNA has one AA in California, which consists of San Diego County. The assessment area meets regulatory requirements and does not arbitrarily exclude low- or moderate-income geographies. The bank helps meet community credit needs in the AA through its main office located the City of La Jolla and its downtown San Diego and Carlsbad branches.

San Diego County comprises the entire San Diego Metropolitan Area 41740. San Diego County is situated in Southern California and is bounded by Orange and Riverside counties to the north, Imperial County to the east, the Pacific Ocean to the west, and Mexico to the south. The 2000 U.S. Census indicates a population of 2.8 million in San Diego. Per the California Employment Development Department (CEDD), the 2008 population is 3.1 million.

The AA has 605 census tracts: 8% are low-income, 23% are moderate-income, 38% are middle-income, and 31 percent are upper income tracts. The 2000 Census median housing value was \$229,602. <u>The Los Angeles Times</u> reported the median home price at \$314,250 for June 2009 [Source: MDA DataQuick, DQ News.com]. Approximately 53% of all housing units are owner occupied. The weighted average of census MSA median family income is \$53,544. The 2008 HUD updated MSA median family income is \$69,400.

The area was one of the state's fastest growing at the beginning of the decade, with

industries tied to the biotech and military sectors. However, San Diego County's economy has slowed, reflecting the nationwide and global economic downturn. The <u>San Diego Business Journal</u> cites that trade-industry, transportation and utilities posted the largest declines followed by retail, mainly general-merchandise and clothing stores. Other declines occurred in professional and business services and the hospitality sector, primarily in restaurants and bars. However, the education and health services industries as well as federal, state, and local government jobs increased.

The CEDD reported that the unemployment rate in San Diego County was 9.1% in April, below the state unemployment rate of 11%, but in line with the national unemployment rate of 8.9%. The employed labor force is approximately 1.4 million as of April 2009.

San Diego County's major industries include government, professional, and business services; and trade, transportation, and utilities. Major employers consist of the Coronado Naval Base, the University of California, San Diego, Sharp HealthCare, Scripps Health, and Qualcomm, Inc. The "UCLA Anderson Economic Forecast for San Diego" May 15, 2009, projects that the area economy should recover by mid- to late-2010, and 2011 will be a year of above average economic growth including job and income creation. Residential real estate is poised to recover in 2009.

Competition among financial institutions in the area includes large- and mid-size bank branches and other community banks. Local competition includes Torrey Pines Bank, San Diego Trust, Security Business Bank, and First Pacific Bank.

SCOPE OF EVALUATION IN CALIFORNIA

We conducted a full-scope review of RBNA's performance in its San Diego County AA in California using the Lending Test and Community Development Test CRA performance criteria. To help evaluate credit and community development needs in conjunction with this CRA examination, examiners contacted a housing collaborative in San Diego County. They identified community development needs to include transitional and affordable housing. Other agency examiners also contacted community organizations in the AA and identified area credit needs to include small loans to small businesses.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN CALIFORNIA

LENDING TEST

RBNA's performance under the Lending Test in the State of California AA is rated Satisfactory. For the Lending Test, we analyzed commercial loans because they represent the substantial majority of the bank's lending in keeping with RBNA's business strategy. The bank's distribution of lending to businesses of different sizes is reasonable. The geographic distribution of commercial loans compares favorably to area demographics, especially in low- and moderate-income geographies.

Lending to Businesses of Different Sizes

RBNA's record of originating commercial loans reflects reasonable penetration among AA business borrowers. For this analysis, we randomly sampled 20 commercial loans the bank originated or purchased in this AA during the evaluation period. We compared the sample to Dunn and Bradstreet business demographics in the area. While somewhat lower (not significantly lower) than the geo-demographic data, the loan sample distribution is reasonably comparable to percentages of businesses reporting revenue of \$1 million or less.

Lending to Businesses of Different Sizes – Borrower Distribution Commercial Loans CALIFORNIA – SAN DIEGO COUNTY January 2007 through March 2009							
Business Revenue	≤ \$1,000,000	> \$1,000,000	Total				
% of AA Businesses *	68%	5%	100%				
% of Bank Loans in AA by # **	40%	60%	100%				
% of Bank Loans in AA by \$ **	49%	51%	100%				

Source: *Dunn & Bradstreet reported revenue data (27% of businesses did not report revenue data); **Loan Sample

Geographic Distribution of Loans

Table 2a

RBNA's record of originating commercial loans reflects reasonable geographic distribution within the AA.

For this analysis, we randomly sampled 20 commercial loans the bank originated or purchased during the evaluation period. We compared the sample percentages to Dunn and Bradstreet business geo-demographic data in the area.

The sample percentages are comparable to the demographic in low-income census tracts and compare very favorably in moderate-income census tracts. This performance demonstrates the bank's commitment to meeting credit needs throughout its AA.

The following table reflects the geographic distribution of loans in the sample to demographic data in San Diego County, California.

Table 3a

Geographic Distribution of Commercial Loans CALIFORNIA – SAN DIEGO COUNTY January 2007 through March 2009								
Census Tract								
Income Levels	Low		Moderate		Middle		Upper	
	% of AA Businesses*	% of Number of Regents Loans**	% of AA Businesses	% of Number of Regents Loans	% of AA Businesses	% of Number of Regents Loans	% of AA Businesses	% of Number of Regents Loans
Commercial Loan Sample	8%	5%	23%	35%	38%	25%	31%	35%

* Source: Dunn & Bradstreet business data by geographic location; Loan Sample**

Responses to Complaints

RBNA has not received any complaints regarding its CRA performance.

COMMUNITY DEVELOPMENT TEST

The bank's performance under the CD test in California is rated Satisfactory.

RBNA's record of engaging in CD activities reflects responsiveness to the needs of its San Diego AA. The bank funded CD loans and qualified investment-donations, and bank representatives provided services that benefited its San Diego AA.

Number and Amount of Community Development Loans

RBNA originated two CD loans totaling \$4.9 million over the evaluation period in its San Diego AA. These loans represented 20% of the bank's total capital.

In December 2005, the bank originated a Small Business Administration (SBA) 504-Loan within a moderate-income geography in the AA totaling \$3.9 million. The loan proceeds provided permanent financing to an owner-occupied commercial building resulting in the revitalization of this moderate-income geography.

In October 2007, the bank originated a SBA 504-Loan totaling \$1.1 million. The purpose of the loan was to purchase and improve an owner-occupied commercial building. The SBA 504 loan provides for economic revitalization and stabilization and

qualifies as a CD loan.

Number and Amount of Qualified Investments

RBNA invested in a \$250,000 certificate of deposit at a certified Community Development Financial Institution (CDFI) located in the San Diego AA. The certification requires the CDFI to maintain at least 60% of its portfolio in loans to organizations and individuals in low- and moderate-income census tracts. In addition, the bank funded four grants totaling \$2,535 in the San Diego AA during the evaluation period. We consider these to qualify as CD investments because they helped support local nonprofit organizations that focus on serving the needs of low- and moderate-income residents in the area.

Extent to Which the Bank Provides Community Development Services

RBNA representatives participated in CD services that were responsive to the needs of the San Diego AA throughout the evaluation period. Specifically, eight RBNA representatives provided banking expertise through their participation in qualifying services, including financial services and education. Highlights of the bank's CD services are described below.

- A business development officer provided financial literacy training for a nonprofit social services agency serving women at abuse shelters. The three-hour classes provided training to women at the shelters designed to help address financialcrisis needs.
- A bank loan officer served on the board of directors and finance committee of a local non-profit organization providing services to low- and moderate-income individuals. The non-profit organization's focus is to provide affordable programs, scholarships, financial assistance, and new facilities to meet the needs of the community. The loan officer provides banking and lending expertise through his role on the board of directors and finance committee.
- A bank manager volunteered to raise funds and obtain sponsors for a non-profit organization that provides services to low- and moderate-income individuals. All funds that were raised went directly to help abused or homeless individuals.
- Three bank employees provided financial literacy training through a nonprofit social services agency.
- A bank loan officer served on the loan and finance committee for a non-profit organization that was formed to promote education and encourage economic development. The organization promotes economic development to create jobs and support local small businesses, which is an identified CD need.
- A RBNA manager serves on the board of directors and finance committee for a

non-profit organization that serves low- and moderate-income individuals. The manager provides banking and lending expertise through her role on the board of directors and finance committee. The organization works to create employment and housing opportunities for individuals and families, which is an identified CD need.

Responsiveness to Community Development Needs

As summarized above, RBNA's CD activities demonstrate satisfactory responsiveness to identified CD needs of its San Diego AA.

State Rating

State of Washington

CRA Rating for Washington: Satisfactory. The Lending test is rated: Satisfactory. The Community Development test is rated Satisfactory.

- The geographic distribution of loans compares favorably to area demographics.
- Lending patterns to businesses with annual revenue of \$1 million and less compare reasonably to Dunn and Bradstreet business demographic data.
- The bank demonstrates satisfactory responsiveness to CD within its Clark County AA in the State of Washington.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN WASHINGTON

ASSESSMENT AREA

RBNA has one AA in Washington, which consists of Clark County. The AA meets regulatory requirements and does not arbitrarily exclude low- or moderate-income geographies. The bank helps meet community credit needs in the AA through its branch in the City of Vancouver.

Clark County is located in Metropolitan Area 38900. The county is bounded to the south and west by the Columbia River separating it from Oregon State. To its north is the Lewis River separating it from Cowlitz County. To its east is the Cascade Range and Skamania County. Cities within Clark County include Battleground, Camas, La Center, Ridgefield, Vancouver, and Washougal. Vancouver is the primary city within the county. The 2000 U.S. Census indicates a population of 345,238 in Clark County. The 2008 estimated population is approximately 424,733.

The AA has 84 census tracts: 6% are low-income, 19% are moderate-income, 60% are middle-income, and 15% are upper-income. The 2000 Census MSA weighted average median family income is \$55,453. The HUD 2008 updated MSA median family income is \$63,800. The 2000 Census median housing value was \$155,084. MDA Data Quick reported a median home price of \$245,000 for the Portland-Vancouver-Beaverton, OR-WA MSA for June 2009. Approximately 64% of all housing units are owner occupied.

Economists report mixed local economic conditions. The area is experiencing the impact of the real estate downturn in general but has not experienced the high level of foreclosures found in many other markets. Employment declines are seen in construction, manufacturing, trade, transportation, and utilities, but there are strong industry clusters in semiconductors, high technology, and professional services. Major

employers include Southwest Washington Medical Center, Vancouver and Evergreen School Districts, Hewlett Packard, Fred Mayer, and SEH America. The employed labor force was approximately 192,070 in April 2009. Based on Columbia River Economic Development Council, in December 2008, 18% of the employed labor was in the government sector, 13% in healthcare sector, and 12% in retail trade. [Source: State Employment Security Department]

The unemployment rate in Clark County was 13.4% for April 2009, above the state unemployment rate of 9.7% and national unemployment rate of 8.9%. [Source: Washington State Employment Security Department and U.S. Bureau of Labor Statistics]

Competition among financial institutions in the area includes branches of large- and mid-size bank branches. Local competition includes Riverview Savings Bank, First Independent Bank, Umpqua Bank, and West Coast Bank.

SCOPE OF EVALUATION IN WASHINGTON

We conducted a full-scope review of RBNA's performance in its Clark County AA in the State of Washington using the Lending Test and Community Development Test CRA performance criteria. To help evaluate credit and CD needs, examiners contacted a small business development corporation and a county-based community development corporation in Clark County. They identified the primary CD needs to be small loans to small businesses and participation in helping to meet various housing program and food-bank needs for low-income and homeless persons.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN WASHINGTON

LENDING TEST

RBNA's performance under the Lending Test in the State of Washington AA is rated Satisfactory. For the Lending Test, we analyzed commercial loans because they represent the substantial majority of the bank's lending in keeping with RBNA's business strategy. The bank's distribution of lending to businesses of different sizes is reasonable. The geographic distribution of commercial loans compares favorably to area demographics, especially in low- and moderate-income geographies.

Lending to Businesses of Different Sizes

RBNA's record of originating commercial loans reflects reasonable penetration among AA business borrowers. For this analysis, we randomly sampled 20 commercial loans the bank originated or purchased in this AA during the evaluation period. We compared the sample to Dunn and Bradstreet business demographics in the area. The sample percentages are reasonably comparable to percentages of businesses reporting revenue of \$1 million or less. We placed greater emphasis on the number of loans in this comparison given that a greater number of small businesses benefited.

Table 2b)
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Lending to Businesses of Different Sizes Distribution of Commercial Loans WASHINGTON - CLARK COUNTY Assessment Area January 2007 through March 2009

Business Revenue	≤ \$1,000,000	> \$1,000,000	Total
* % of AA Businesses	71%	5%	100%
** % of Bank Loans in AA by #	65%	35%	100%
** % of Bank Loans in AA by \$	32%	68%	100%

Source: *Dunn & Bradstreet reported revenue data (24% of businesses did not report revenue data); **Loan Sample

Geographic Distribution of Loans

RBNA's record of originating commercial loans reflects satisfactory geographic distribution within the AA. For this analysis, we randomly sampled 20 commercial loans the bank originated or purchased during the evaluation period. We compared the sample percentages to Dunn and Bradstreet business geo-demographic data in the area.

The sample percentages compare very favorably to the demographics in low- and moderate-income census tracts. This performance demonstrates the bank's commitment to meeting credit needs throughout its AA.

The following table reflects the geographic distribution of loans in the sample to demographic data in Clark County, Washington.

Table 3b

Geographic Distribution of Commercial Loans WASHINGTON – CLARK COUNTY January 2007 through March 2009								
Census Tract Income Levels	Tract Income							per
	% of AA Businesses*	% of Number of Regents Loans**	% of AA Businesses	% of Number of Regents Loans	% of AA Businesses	% of Number of Regents Loans	% of AA Businesses	% of Number of Regents Loans
Commercial Loan Sample	6%	10%	19%	30%	58%	40%	17%	20%

* Source: Dunn & Bradstreet business data by geographic location; Loan Sample**

Responses to Complaints

RBNA has not received any complaints regarding its CRA performance.

COMMUNITY DEVELOPMENT TEST

The bank's performance under the CD test in Washington is rated satisfactory.

RBNA's record of engaging in CD activities reflects adequate responsiveness to the needs of its Clark County AA. We placed emphasis on the bank's CD loans and services. The bank funded qualified CD loans and provided CD services, which benefited the Clark County AA. The bank did not make any qualified CD investments in the Clark County AA.

Number and Amount of Community Development Loans

RBNA originated two CD loans totaling \$4.2 million over the evaluation period in its Clark County AA. The CD loans represented 17% of total capital.

In March 2008, RBNA originated a SBA 504-Loan totaling \$2.8 million. The loan proceeds were used to construct and purchase an owner-occupied commercial building, which qualifies as a revitalizing and stabilizing activity.

In June 2008, RBNA originated a loan totaling \$1.4 million. The loan proceeds were used to purchase and improve a 45-bed assisted living elderly care facility. The facility provides services to low- and moderate-income individuals.

Number and Amount of Qualified Investments

RBNA did not originate any qualified investments within its Clark County AA during the evaluation period. We do not consider this to be adequate performance, but management is aware of this and is currently seeking opportunities for CD investments in the AA.

Extent to Which the Bank Provides Community Development Services

RBNA participated in a CD service that was responsive to the needs of its Clark County AA during the evaluation period. Specifically, the service provided banking/financial expertise. The CD service is described below.

A bank loan officer served on the board of directors finance committee for a state funded non-profit organization that was formed to assist low- and moderate-income individuals. The organization improves the living conditions for low- and moderateincome adults with developmental disabilities. The loan officer provided banking expertise through his role on the finance committee.

Responsiveness to Community Development Needs

Overall, RBNA's community development activities demonstrate satisfactory responsiveness to the needs of its Clark County AA as described above. In conjunction with this examination, we contacted a small business development corporation and a Clark County community development corporation. They identified CD needs to be small business loans to small businesses and programs that support the needs of low-and moderate-income persons and families.

The following table identifies the time period covered in this evaluation, affiliate activities that were reviewed, and loan products considered. The table also reflects the metropolitan and nonmetropolitan areas that received comprehensive examination review (designated by the term "full-scope") and those that received a less comprehensive review (designated by the term "limited-scope").

Time Period Reviewed	Lending Test: January 1, 2007 to March 31, 2009 Community Development Test: (May 3, 2004 to May 18, 2009)			
Financial Institution	• •	Products Reviewed		
Regents Bank, National Association	n (RBNA)	Commercial Loans		
Affiliate(s)	Affiliate Relationship	Products Reviewed		
Not applicable				
List of Assessment Areas and Ty	pe of Examination			
Assessment Area	Type of Exam	Other Information		
California - San Diego County	Full-Scope			
Washington – Clark County	Full-Scope			

Appendix B: Summary of State Ratings

Overall Bank:	Lending Test Rating	Community Development Test Rating	Overall Bank/State/ Rating
Regents Bank, N.A.	Satisfactory	Satisfactory	Satisfactory
California	Satisfactory	Satisfactory	Satisfactory
Washington	Satisfactory	Satisfactory	Satisfactory