FORM 10-Q

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 1996

or

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

For the transition period from _____ to _____

For Quarter Ended September 30, 1996 Commission File Number: 1-10394

CVB FINANCIAL CORP.
(Exact name of registrant as specified in its charter)

California	95-3629339
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
701 North Haven Ave, Suite 350, Ontario, California	91764
(Address of Principal Executive Offices)	(Zip Code)
(Registrant's telephone number, including area code)	(909) 980-4030

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES X NO

Number of shares of common stock of the registrant: 9,059,514 outstanding as of November 5, 1996.

This Form 10-Q contains 25 pages. Exhibit index on page 23.

PART I - FINANCIAL INFORMATION
CVB FINANCIAL CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
dollar amounts in thousands

	September 30, 1996 (unaudited)	December 31, 1995
ASSETS		
Investment securities held-to-maturity (market values of $46,639 and $25,031)	$ 46,373	$ 24,272
Investment securities available-for-sale	319,927	260,374
Federal funds sold and interest-bearing deposits with other financial institutions	0	7,000
Loans and lease finance receivables, net	560,775	496,449
Total earning assets	927,075	788,095
Cash and due from banks	81,226	104,886
Premises and equipment, net	23,801	17,219
Other real estate owned, net	4,984	8,253
Goodwill and intangibles	12,028	8,508
Other assets	18,928	9,979
	$ 1,068,042	$ 936,940
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities:		
Deposits:		
Noninterest-bearing	$ 345,342	$ 332,851
Interest-bearing	561,604	470,723
	906,946	803,574
Demand note issued to U.S. Treasury	13,319	6,738
Long-term capitalized lease	458	475
Repurchase Agreement	40,000	40,000
Federal Funds Purchased	8,000	0
Other liabilities	14,916	7,893
	983,639	858,680
Stockholders' Equity:		
Preferred stock (authorized 20,000,000 shares without par; none issued or outstanding	0	0
Common stock (authorized, 50,000,000 shares without par; issued and outstanding		

9,058,928 and 8,926,707)	44,062	43,436
Retained earnings	42,057	34,520
Net unrealized losses on investment securities available-for-sale	(1,716)	304
	84,403	78,260
	$ 1,068,042	$ 936,940

See accompanying notes to the consolidated financial statements.

CVB FINANCIAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EARNINGS
(unaudited)
dollar amounts in thousands, except per share

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	1996	1995	1996	1995
Interest income:				
Loans, including fees	$ 14,078	$ 12,368	$ 40,294	$ 37,040
Investment securities:				
Taxable	4,899	3,351	13,521	9,864
Tax-advantaged	397	167	833	369
	5,296	3,518	14,354	10,233
Federal funds sold and interest bearing deposits with other financial institutions	171	98	438	145
	19,545	15,984	55,086	47,418
Interest expense:				
Deposits	4,846	3,706	13,748	10,347
Other borrowings	698	408	2,010	1,454
	5,544	4,114	15,758	11,801
Net interest income	14,001	11,870	39,328	35,617
Provision for credit losses	515	0	2,158	1,575
Net interest income after provision for credit losses	13,486	11,870	37,170	34,042
Other operating income:				
Service charges on deposit accounts	1,814	1,704	5,329	5,043
Gains on sale of other real estate owned	3	92	107	117
Other	1,320	443	5,495	1,385
	3,137	2,239	10,931	6,545
Other operating expenses:				
Salaries and employee benefits	5,154	4,065	14,727	12,360
Deposit insurance premiums	1	(49)	2	745
Occupancy	814	767	2,417	2,317
Equipment	852	591	2,258	1,666
Provision for losses on other real estate owned	350	1,125	3,084	1,375
Other	3,156	2,481	8,932	8,118
	10,327	8,980	31,420	26,581
Earnings before income taxes	6,296	5,129	16,681	14,006
Provision for income taxes	2,640	2,145	6,970	5,833
Net earnings	$ 3,656	$ 2,984	$ 9,711	$ 8,173
Earnings per common share	$ 0.39	$ 0.32	$ 1.05	$ 0.87
Cash dividends per common share	$ 0.08	$ 0.07	$ 0.24	$ 0.22

See accompanying notes to the consolidated financial statements.

CVB FINANCIAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)
dollar amounts in thousands

	For the Nine Months Ended September 30, 1996	1995
CASH FLOWS FROM OPERATING ACTIVITIES:		
Interest received	$ 52,316	$ 46,338
Service charges and other fees received	10,930	6,544
Interest paid	(15,297)	(10,873)
Cash paid to suppliers and employees	(29,201)	(23,817)
Income taxes paid	(6,443)	(4,972)
	12,305	13,220
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from sales of securities available for sale	4,054	13,517
Proceeds from maturities of securities available for sale	55,116	17,908
Proceeds from maturities of securities held to maturity	1,114	1,255
Purchases of securities available for sale	(75,529)	(65,625)
Purchases of securities held to maturity	(22,495)	(6,691)
Net (increase)decrease in loans	(9,195)	2,500
Loan origination fees received	2,097	1,101
Proceeds from sale of premises and equipment	36	586
Purchase of premises and equipment	(2,074)	(1,351)
Consideration paid in business combinations	(18,322)	0
Other investing activities	2,211	7,453
	(62,987)	(29,347)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net (decrease) in transaction deposits	(22,596)	(59,273)
Net increase in time deposits	14,231	35,166
Net increase in short-term borrowings	14,415	25,738
Dividends paid	(2,176)	(1,947)
Proceeds from exercise of stock options	626	374
	4,500	58
NET DECREASE IN CASH AND CASH EQUIVALENTS	(46,182)	(16,069)
CASH AND CASH EQUIVALENTS, beginning of year	111,886	109,829
CASH AND CASH EQUIVALENTS BEFORE ACQUISITION	65,704	93,760
CASH AND CASH EQUIVALENTS RECEIVED IN THE PURCHASE OF CITIZENS COMMERCIAL TRUST AND SAVINGS BANK OF PASADENA	15,522	0
CASH AND CASH EQUIVALENTS, September 30,	81,226	$ 93,760

See accompanying notes to the consolidated financial statements.

CVB FINANCIAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)
dollar amounts in thousands

	For the Nine Months Ended September 30, 1996	1995
RECONCILIATION OF NET EARNINGS TO NET CASH PROVIDED BY OPERATING ACTIVITIES:		
Net earnings	$ 9,711	$ 8,173
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Amortization of premiums (accretion of discount) on investment securities	(262)	(20)
Provisions for loan and OREO losses	5,242	2,950
Accretion of deferred loan fees and costs	(1,705)	(934)
Loan origination costs capitalized	(1,434)	(927)
Depreciation and amortization	1,964	1,414
Change in accrued interest receivable	(804)	(126)
Change in accrued interest payable	461	928
Change in other assets and liabilities	(868)	1,762
	2,594	5,047
	$ 12,305	$ 13,220

Supplemental Schedule of Noncash Investing and Financing Activities Purchase of Citizens Commercial Trust and Savings Bank:	
Cash and cash equivalents acquired	$ 15,522
Fair value of other assets acquired	97,746
Total	113,268
Fair value of deposits acquired	111,736
Fair value of other liabilities	5,776
Total	117,512
Goodwill and intangibles	$ 4,244

CVB FINANCIAL CORP. AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended September 30, 1996 and 1995

1. Summary of Significant Accounting Policies. See note 1 of the Notes to Consolidated Financial Statements in CVB Financial Corp.'s 1995 Annual Report. Goodwill resulting from purchase accounting treatment of acquired banks is amortized on a straight line basis over 15 years.

   On January 1, 1995, the Bank adopted Statement of Financial Accounting Standards ("SFAS") No. 114, "Accounting by Creditors for Impairment of a Loan," as amended by SFAS No. 118, "Accounting by Creditors for Impairment of a Loan -- Income Recognition and Disclosures." The adoption of this statement did not have a material effect on the results of operations or the financial position of the Bank taken as a whole. Impaired loans totaled $38.3 million at September 30, 1996. Of this total, $27.0 million, or 70.50%, represented loans that were supported by collateral with a fair market value, net of prior liens, of $40.8 million. At September 30, 1996, $11.3 million, or 29.50%, of total impaired loans represented loans for which repayment was projected to come from cash flows. The impairment amount on these loans was $5.0 million.

2. Certain reclassifications have been made in the 1995 financial information to conform to the presentation used in 1996.

3. In the ordinary course of business, the Company enters into commitments to extend credit to its customers. These commitments are not reflected in the accompanying consolidated financial statements. As of September 30, 1996, the Company had entered into commitments with certain customers amounting to $112.4 million compared to $79.4 million at December 31, 1995. Letters of credit at September 30, 1996 and December 31, 1995 were $7.8 million and $8.9 million, respectively.

4. The interim consolidated financial statements are unaudited and reflect all adjustments and reclassifications which, in the opinion of management, are necessary for a fair statement of the results of operations and financial condition for the interim period. All adjustments and reclassifications are of a normal and recurring nature. Results for the period ending September 30, 1996 are not necessarily indicative of results which may be expected for any other interim period or for the year as a whole.

5. The actual number of shares outstanding at September 30, 1996 was 9,058,928. Earnings per share are calculated on the basis of the weighted average number of shares outstanding during the quarter plus shares issuable upon the assumed exercise of outstanding common stock options. The number of shares used in the calculation of earnings per share was 9,265,882 and 9,360,758 for the nine and three month periods ended September 30, 1996 and 9,370,107 and 9,356,005 for the nine and three month periods ended September 30, 1995. All 1995 per share information in the financial statements and in management's discussion and analysis has been restated to give retroactive effect to the 10% stock dividend declared on December 20, 1995.

6. Supplemental cash flow information. During the nine-month period ended September 30, 1996, loans amounting to $2.7 million were transferred to Other Real Estate Owned ("OREO") as a result of foreclosure on the real properties held as collateral. OREO sold during the nine-month period ended September 30, 1996, amounted to $3.1 million.

Management's discussion and analysis is written to provide greater insight into the results of operations and the financial condition of CVB Financial Corp. and its subsidiaries. Reference should be made to the financial statements included in this report and in the Company's 1995 annual report for a more complete understanding of CVB Financial Corp. and its operations.

Throughout this discussion, "Company" refers to CVB Financial Corp. and its subsidiaries as a consolidated entity. "CVB" refers to CVB Financial Corp. as the unconsolidated parent company, and "Bank" refers to Citizens Business Bank.

On March 29, 1996, the Bank acquired through merger Citizens Commercial Trust and Savings Bank of Pasadena ("Citizens"). As a result of the merger, the Bank acquired assets with a market value of approximately $117.5 million, net loans with a market value of approximately $58.9 million, and deposits with a market value of approximately $111.7 million. In addition, at December 31, 1995 Citizens held trust assets of approximately $800,000,000 that were not included on the balance sheet of Citizens.

As the merger was effective on the evening of the final business day of the first quarter of 1996, the Bank and Company's earnings for the second and third quarters of 1996 were impacted by the acquisition, while earnings for the first quarter of 1996 were not. Coincidental with the merger, the Bank changed its name to Citizens Business Bank from Chino Valley Bank.

RESULTS OF OPERATIONS

The Company reported net earnings of $3.7 million, or $0.39 per share, for the quarter ended September 30, 1996, compared to net earnings of $3.0 million, or $0.32 per share, for the quarter ended September 30, 1995. This represented an increase of $672,000, or 22.53%. For the quarter ended September 30, 1996, the Company generated an annualized return on average assets of 1.39%, compared to an annualized return on average assets of 1.46%, for the quarter ended September 30, 1995. The Company's annualized return on average equity increased to 17.69%, for the quarter ended September 30, 1996, compared to an annualized return on average equity of 15.99%, for the quarter ended September 30, 1995.

Net earnings for the nine months ended September 30, 1996 totaled $9.7 million, or $1.05 per share. This represented an increase of $1.5 million, or 18.83%, over net earnings of $8.2 million, or $0.87 per share, for the nine months ended September 30, 1995. For the nine months ended September 30, 1996, the Company's annualized return on average assets was 1.30%, compared to an annualized return of 1.35%, for the first nine months of 1995. The Company generated an annualized return on average equity of 15.89%, for the nine months ended September 30, 1996, compared to an annualized return on average equity of 15.77%, for the nine months ended September 30, 1995.

The Company's return on average assets for 1996 was affected by a lower net yield on earning assets. However, the assets acquired as a result of the Citizens merger resulted in a decrease in the ratio of average equity to average assets for 1996. The increase in the ratio of average assets to equity, resulted in the increase in the return on average equity for 1996, compared to 1995.

Pre-tax operating earnings, which exclude the impact of gains or losses on sale of securities and OREO, the provisions for credit and OREO losses, and the amount received as settlement for litigation, were $19.7 million for the nine months ended September 30, 1996. This compared to operating earnings of $16.8 million, for the nine months ended September 30, 1995, representing an increase of $2.8 million, or 17.08%.

Net Interest Income/Net Interest Margin

The principal component of the Company's earnings is net interest income, which is the difference between the interest and fees earned on loans and investments, and the interest paid on deposits and other borrowings. When net interest income is expressed as a percentage of average earning assets, the result is the net interest margin. The net interest spread is the yield on average earning assets minus the average cost of interest-bearing deposits and borrowed funds.

For the quarter ended September 30, 1996, net interest income increased to $14.0 million, compared to $11.9 million for the quarter ended September 30, 1995. This represented an increase of $2.1 million, or 17.95%. For the nine months ended September 30, 1996, net interest income totaled $39.3 million. This represented an increase of $3.7 million, or 10.42%, over net interest income of $35.6 million for the first nine months of 1995.

The increases in the Company's net interest income for both the three month and nine month periods ended September 30, 1996, resulted as increases in the volume of average earning assets were sufficient to off-set decreases in the Company's net interest margin. Earning assets averaged $859.8 million for the first nine months of 1996, compared to an average of $699.2 million for 1995. This represented an increase of $160.6 million, or 22.97%. The net interest margin decreased to 6.21% for the quarter ended September 30, 1996, from 6.76%, for the quarter ended September 30, 1995. For the nine months ended September 30,1996, the Company's net interest margin was 6.15%, compared to a margin of 6.82%, for the same period last year.

The increase in the volume of average earning assets for 1996 compared to 1995, was primarily the result of the acquisition of Citizens. The decrease in the net interest margin for 1996, compared to 1995, reflected both a lower yield on average earning assets and an increased cost of average interest bearing liabilities.

Interest income represents interest and fees that the Company earns from loans and interest on investments. For the quarter ended September 30, 1996, interest income totaled $19.5 million. This represented an increase of $3.6 million, or 22.29%, over interest income of $16.0 million, for the quarter ended September 30, 1995. The Company earned interest income of $55.1 million for the nine months ended September 30, 1996. This represented an increase of $7.7 million, or 16.17%, from interest income of $47.4 million, for the nine months ended September 30, 1995.

For both the three month and nine month periods ended September 30, 1996, the increase in interest income reflected the increase in the volume of average earning assets. The yield on earning assets decreased to 8.64%, for the quarter ended September 30, 1996, from a yield of 9.09%, for the quarter ended September 30, 1995. Similarly, total yield on earning assets decreased to 8.59%, from 9.07%, for the nine months ended September 30, 1996, and 1995, respectively. The lower yields on average earning assets reflected generally lower prevailing market interest rates for 1996 compared to 1995.

Interest expense totaled $5.5 million, for the quarter ended September 30, 1996. This represented an increase of $1.4 million, or 34.76%, compared to total interest expense of $4.1 million, for the quarter ended September 30, 1995. For the nine months ended September 30, 1996, interest expense totaled $15.8 million. This represented an increase of $4.0 million, or 33.53%, over total interest expense of $11.8 million for the nine months ended September 30, 1995.

The increases in interest expense for both the three month and nine month periods ended September 30, 1996, reflected an increase in the volume of interest paying liabilities, and an increase in the cost of average interest bearing liabilities, compared to the same periods last year. For the first nine months of 1996, interest bearing liabilities averaged $581.5 million. This represented an increase of $111.0 million, or 23.60%, over average interest bearing liabilities of $470.5 million for 1995. The cost of average interest bearing liabilities increased to 3.59% for the quarter ended September 30, 1996, compared to an average cost of 3.53% for the same period last year. For the nine months ended September 30, 1996, the cost of average interest bearing liabilities increased to 3.61%, compared to 3.34%, for the same nine month period for 1995. The increased cost of interest bearing liabilities primarily reflected increased regional competition for deposits in 1996.

Table 1 shows the average balances of assets, liabilities, and stockholders' equity and the related interest income, expense, and rates for the nine month periods ended September 30, 1996, and 1995. Rates for tax-preferenced investments are shown on a taxable equivalent basis using a 34.0% tax rate. Table 2 summarizes the changes in interest income and interest expense based on changes in average asset and liability balances (volume) and changes in average rates (rate). For each category of earning assets and interest-bearing liabilities, information is provided with respect to changes attributable to (1) changes in volume (change in volume multiplied by initial rate), (2) changes in rate (change in rate multiplied by initial volume) and (3) changes in rate/volume (change in rate multiplied by change in volume).

The net interest spread and the net interest margin can be affected by the Company's ability to reprice assets and liabilities as interest rates change. At September 30, 1996, the Bank's 90 days or less maturity/repricing gap was a negative $235.3 million, compared to a negative gap of $61.9 million at December 31, 1995. Generally, a negative gap produces a higher net interest margin and net interest spread when interest rates fall and a lower net interest margin and net interest spread when interest rates rise. However, as interest rates for different asset and liability products offered by the Bank respond differently to changes in interest rates, gap analysis is only a general indicator of interest rate sensitivity.

TABLE 1 - Distribution of Average Assets, Liabilities, and Stockholders' Equity;
Interest Rates and Interest Differentials (dollars in thousands)

	Nine-month periods ended September 30, 1996			1995		
ASSETS	Average Balance	Interest	Rate	Average Balance	Interest	Rate
Investment Securities						
Taxable	$294,307	13,521	6.13%	210,707	9,864	6.24%
Tax-advantaged (F1)	22,106	833	7.05%	9,848	369	7.00%
Federal Funds Sold & Interest-bearing deposits with other financial institutions	10,681	438	5.47%	3,370	145	5.74%
Net Loans (F2) (F3)	532,666	40,294	10.09%	475,260	37,040	10.39%
Total Earning Assets	859,760	55,086	8.59%	699,185	47,418	9.07%
Total Non-earning Assets	132,711			110,043		
Total Assets	$992,471			$809,228		
LIABILITIES AND STOCKHOLDERS' EQUITY						
Demand Deposits	$316,805			$263,507		
Savings Deposits (F4)	345,490	6,479	2.50%	303,604	5,250	2.31%
Time Deposits	185,357	7,269	5.23%	133,133	5,097	5.10%
Total Deposits	847,652	13,748	2.16%	700,244	10,347	1.97%
Other Borrowings	50,640	2,010	5.29%	33,738	1,454	5.75%
Total Interest-Bearing Liabilities	581,487	15,758	3.61%	470,475	11,801	3.34%
Other Liabilities	12,711			6,143		
Stockholders' Equity	81,468			69,103		
Total Liabilities and Stockholders' Equity	$992,471			$809,228		
Net interest spread			4.98%			5.73%
Net interest margin			6.15%			6.82%

(F1) Yields are calculated on a taxable equivalent basis.
(F2) Loan fees are included in total interest income as follows: 1996, $2,368; 1995, $1,644.
(F3) Nonperforming loans are included in net loans as follows: 1996, $23,458; 1995, $26,882.
(F4) Includes interest-bearing demand and money market accounts.

TABLE 2 - Rate and Volume Analysis for Changes in Interest Income, Interest Expense and Net Interest Income (amounts in thousands)

Comparison of nine-month period ended September, 1996 and 1995
Increase (decrease) in interest income or expense due to changes in

	Volume	Rate	Rate/ Volume	Total
Interest Income:				
Taxable investment securities	$ 3,914	$ (184)	$ (73)	$ 3,657
Tax-advantaged securities	459	2	3	464
Fed funds sold & interest bearing deposits with other institutions	316	(7)	(16)	293
Loans	4,473	1,088)	(131)	3,254
Total earning assets	9,162	(1,277)	(217)	7,668
Interest Expense:				
Savings deposits	724	444	61	1,229
Time deposits	1,999	124	49	2,172
Other borrowings	729	(115)	(58)	556
Total interest-bearing liabilities	3,452	453	52	3,957
Net Interest Income	$ 5,710	$ (1,730)	$ (269)	$ 3,711

Credit Loss Experience

The Company maintains an allowance for potential credit losses to provide for potential specific or general loan losses. The allowance is increased by a provision for credit losses charged against operating results and recoveries on loans previously charged to the reserve. The allowance is reduced by loan losses charged to the allowance. The allowance for credit losses totaled $11.4 million at September 30, 1996. This represented an increase of $1.8 million, or 18.87%, over the allowance for credit losses of $9.6 million at December 31, 1995. As a percent of gross loans, the allowance for credit losses increased to 2.0%, at September 30, 1996, compared to a ratio of 1.9%, at December 31, 1995.

For the quarter ended September 30, 1996, the provision for loan losses was $515,000. There was no provision for credit losses for the quarter ended September 30, 1995. For the nine months ended September 30, 1996, the provision for loan losses totaled $2.2 million. This represented an increase of $583,000, or 37.02%, over the provision for credit losses of $1.6 million, for the nine months ended September 30, 1995.

For the quarter ended September 30, 1996, net loans charged to the allowance were $619,000. This represented an increase of $315,000, or 103.6%, over net loans charged to the allowance of $304,000 for the quarter ended September 30, 1995. For the nine months ended September 30, 1996, loans charged to the allowance for credit losses, net of recoveries totaled $1.1 million, compared to net loans charged to the allowance for credit losses of $2.5 million for the nine months ended September 30, 1995.

Nonperforming assets, which includes loans on nonaccrual, restructured loans, and other real estate owned, decreased to $28.4 million at September 30, 1996. This represented a decrease of $6.7 million, or 18.97%, from nonperforming assets of $35.1 million at December 31, 1995. The decrease is a result of a reduction in restructured loans and OREO. Nonaccrual loans totaled $16.5 million at September 30, 1996. This represented an increase $3.2 million, or 23.8%, over total nonaccrual loans of $13.3 million at December 31, 1995.

Table 6 presents nonperforming assets (nonaccrual loans, loans 90 days or more past due, restructured loans, and other real estate owned) as of September 30, 1996, and December 31, 1995.

The Company has adopted the methods prescribed by Statement of Financial Accounting Standards (SFAS) No. 114 for calculating the fair value of specific loans for which the eventual collection of all principal and interest is determined to be impaired. At September 30, 1996, impaired loans totaled $38.3 million. Of this total, $27.0 million, or 70.50%, were considered collateral dependent, with collateral values of approximately $40.8 million. At September 30, 1996, $11.3 million, or 29.50%, of total impaired loans represented loans for which repayment was projected to come from cash flows. The impairment amount on these loans was $5.0 million.

While management believes that the allowance was adequate to absorb losses from any known or inherent risks in the portfolio, no assurance can be given that economic conditions which adversely affect the Company's service areas or other circumstances will not be reflected in increased provisions or credit losses in the future. Table 3 shows comparative information on net credit losses, provisions for credit losses, and the allowance for credit losses for the periods indicated.

TABLE 3 - Summary of Credit Loss Experience
(dollars in thousands

	Nine-months ended September 30, 1996	1995
Amount of Total Loans at End of Period	$ 572,217	$ 484,957
Average Total Loans Outstanding	$ 543,496	$ 484,226
Allowance for Credit Losses at Beginning of Period	$ 9,626	$ 9,471
Loans Charged-Off:		
Real Estate Loans	1,293	2,167
Commercial and Industrial	187	280
Consumer Loans	65	152
Total Loans Charged-Off	1,545	2,599
Recoveries:		
Real Estate Loans	312	0
Commercial and Industrial	168	88
Consumer Loans	11	41
Total Loans Recovered	491	129
Net Loans Charged-Off	1,054	2,470
Provision Charged to Operating Expense	2,158	1,575
Adjustment Incident to Mergers	712	0
Allowance for Credit Losses at End of period	$ 11,442	$ 8,576
Net Loans Charged-Off to Average Total Loans*	0.26%	0.68%
Net Loans Charged-Off to Total Loans at End of Period*	0.25%	0.68%
Allowance for Credit Losses to Average Total Loans	2.11%	1.77%
Allowance for Credit Lossess to Total Loans at End of Period	2.00%	1.77%
Net Loans Charged-Off to Allowance for Credit Losses*	12.28%	38.40%
Net Loans Charged-Off to Provision for Credit Losses	48.84%	156.83%

* Net Loan Charge-Off amounts are annualized.

Other Operating Income

Other operating income includes revenues earned from sources other than interest income. These sources include: service charges and fees on deposit accounts, service charges and fees from trust services, other fee oriented products and services, gains on sale of securities, gains on the sale of other real estate owned, gross revenue from Community Trust Deed Services, and for the nine months ended September 30, 1996, settlement of litigation.

For the quarter ended September 30, 1996, other operating income totaled $3.1 million. This represented an increase of $898,000, or 40.11%, over other operating income of $2.2 million for the quarter ended September 30, 1995. Contributing to the increase for the quarter ended September 30, 1996, were service charges and fee income generated by the Bank's new trust division which was purchased with the acquisition of Citizens.

For the nine months ended September 30, 1996, other operating income totaled $10.9 million. This represented an increase of $4.4 million, or 67.02%, over other operating income of $6.5 million for the nine months ended September 30, 1995. Included as other operating income for 1996 was a $2.1 million settlement of litigation paid to the Bank in March of 1996. Net of this settlement, other operating income increased $2.3 million or 34.93%. The settlement arose from a suit filed by the Bank against a former officer and director for violation of an agreement not to compete. The litigation, which was settled in the first quarter of this year, resulted in the $2.1 million payment to the Bank, from the defendant.

Other Operating Expenses

Other operating expenses increased to $10.3 million, for the quarter ended September 30, 1996. This represented an increase of $1.3 million, or 15.00%, over other operating expenses of $9.0 million, for the quarter ended September 30, 1995. Increases in other operating expenses for the third quarter of 1996 primarily reflected the increased operating expenses associated with the addition of four new branch offices and the new trust division, resulting from the acquisition of Citizens. As a percent of average assets, other operating expenses decreased to 3.92%, for the quarter ended September 30, 1996, compared to a ratio of 4.40% for the quarter ended September 30, 1995. As a percent of net revenue, operating expenses decreased to 60.26% for the quarter ended September 30, 1996, compared to a ratio of 63.65%, for the same period last year.

For the nine months ended September 30, 1996, other operating expenses totaled $31.4 million. This represented an increase of $4.8 million, or 18.20%, over other operating expenses of $26.6 million for the nine months ended September 30, 1995.

For the nine months ended September 30, 1996, salaries and related expenses totaled $14.7 million. This represented an increase of $2.4 million, or 19.14%, over salaries and related expenses of $12.4 million for the nine months ended September 30, 1995. The increase was a primarily a result of increased number of associates for the additional branches and trust division acquired through the Citizens' merger.

Occupancy and equipment expenses totaled $4.7 million for the nine months ended September 30, 1996. This represented an increase of $692,000, or 17.37%, from total occupancy and equipment expenses of $4.0 million, for the nine months ended September 30, 1995. The increase was a primarily a result of additional branch facilities acquired through the Citizens' merger.

Other expenses increased to $8.9 million for the nine months ended September 30, 1996. This represented an increase of $814,000, or 10.03%, over other expenses of $8.1 million for the nine months ended September 30, 1995. Contributing to the increase in other expenses was the amortization of goodwill and intangibles resulting from the Citizens acquisition which totaled $254,000 for the nine months ended September 30, 1996. For the nine months ended September 30, 1996, the provision for potential losses on other real estate owned was $3.1 million. This represented an increase of $1.7 million, or 124.29%, over a provision for losses on other real estate owned of $1.4 million for the nine months ended September 30, 1995.

BALANCE SHEET ANALYSIS

The Company reported total assets of $1.07 billion at September 30, 1996. This represented an increase of $131.1 million, or 13.99%, from total assets of $936.9 million at December 31, 1995. Gross loans totaled $572.2 million at September 30, 1996, an increase of $66.1 million, or 13.07%, for gross loans of $506.1 million at December 31, 1995. Total deposits increased to $906.9 million at September 30, 1996. This represented an increase of $103.4 million, or 12.86%, over total deposits of $803.6 million at December 31, 1995. The acquisition of Citizens in March of this year, contributed significantly to the increases in assets, loans and deposits for 1996.

Investment Securities and Debt Securities Available-for-Sale

The Company reported total investment securities of $366.3 million at September 30, 1996. This represented an increase of $81.7 million, or 28.69%, over total investment securities of $284.6 million at December 31, 1995. The Bank reported no federal funds sold at September 30, 1996, compared to federal funds sold of $7.0 million at December 31, 1995.

The Company has adopted SFAS No. 115 "Accounting for Certain Investments in Debt and Equity Securities". Under the standard, securities "available for sale" are carried at their market values and changes in the securities' market values, net of taxes, are recorded to equity capital. Securities "held to maturity" are carried at amortized cost.

At September 30, 1996, the unrealized losses on securities available for sale totaled $2.6 million. This compared to unrealized gains of $517,000, at December 31, 1995. Note 1 to the financial statements in the Company's 1995 Annual Report discusses in detail the Company's policy for accounting for investment securities.

Approximately 60.00% of the Bank's investment portfolio consists of mortgage backed securities. The average life of these securities can be affected by changes in interest rates. Underlying mortgages tend to pay-off slower as interest rates increase, subjecting the portfolio to extension risk. Conversely, underlying mortgages tend to pay-off faster as interest rates decrease, subjecting to portfolio to pre-payment risk. Prepayment and extension risk can affect the yield to maturity on existing securities. In addition, prepayment and extension risk can affect future yields on the Bank's investment portfolio as lower yields are generally available when underlying mortgages prepay and higher yields are generally available when underlying mortgages extend.

Table 4 sets forth investment securities held-to-maturity and available-for-sale, at September 30, 1996 and December 31, 1995.

Table 4 - Composition of Securities Portfolio
(dollars in thousands)

	September 30, 1996				December 31, 1995			
	Amortized Cost	Market Value	Net Unrealized Gain/(Loss)	Yield	Amortized Cost	Market Value	Net Unrealized Gain/(Loss)	Yield
U.S. Treasury securities								
Available for Sale	$ 50,449	$ 50,530	$ 81	6.07%	$ 30,612	$ 31,028	$ 416	6.24%
FHLMC, FNMA CMO's, REMIC's and mortgage-backed pass-through securities								
Available for Sale	213,515	210,806	(2,709)	6.24%	180,485	180,925	440	5.97%
Held to Maturity	6,451	6,614	163	5.74%	7,358	7,679	321	5.73%
Other Government Agency Securities								
Available for Sale	47,124	47,116	(8)	5.94%	41,659	41,789	130	6.51%
GNMA mortgage-backed pass-through securities								
Held to Maturity	1,264	1,357	93	9.43%	1,402	1,511	109	9.21%
Tax-exempt Municipal Securities								
Held to Maturity	37,544	37,554	10	4.97%	14,465	14,793	328	5.23%
Other securities								
Available for Sale	6,874	6,874	0	N/A	6,632	6,632	0	N/A
Held to Maturity	1,114	1,114	0	6.47%	1,048	1,048	0	6.80%
Corporate Bonds								
Available for Sale	4,602	4,601	(1)	6.17%	0	0	0	0.00%
	$ 368,937	$ 366,566	$ (2,371)	5.93%	$ 283,661	$ 285,405	$ 1,744	5.92%

Loan Composition and Nonperforming Assets

Table 5 sets forth the distribution of the loan portfolio by type as of the dates indicated (dollar amounts in thousands):

Table 5 - Distribution of Loan Portfolio by Type

	September 30, 1996	December 31, 1995
Commercial and Industrial (F1)	$ 236,261	$ 234,709
Real Estate:		
Construction	31,552	23,805
Mortgage	211,317	149,039
Consumer	19,956	15,876
Lease finance receivables	21,063	21,529
Agribusiness	55,418	63,580
Gross Loans	$ 575,567	$ 508,538
Less:		
Allowance for credit losses	11,442	9,626
Deferred net loan fees	3,350	2,463
Net loans	$ 560,775	$ 496,449

(F1) Includes $97.7 million and $142.0 million of loans for which the Company holds real property as collateral at September 30, 1996 and December 31, 1995, respectively.

As set forth in Table 6, nonperforming assets (nonaccrual loans, loans 90 days or more past due, restructured loans, and other real estate owned) totaled $28.4 million at September 30, 1996. This represented a decrease of $6.7 million, or 18.97%, from nonperforming assets of $35.1 million at December 31, 1995. As a percent of total assets, nonperforming assets decreased to 2.66% at September 30, 1996, from 3.75% at December 31, 1995. Although management believes that nonperforming assets are generally well secured and that potential losses are reflected in the allowance for credit losses, there can be no assurance that a general deterioration of economic conditions or collateral values would not result in future credit losses.

Table 6 - Nonperforming Assets

	September 30, 1996	December 31, 1995
Nonaccrual loans	$ 16,452	$ 13,289
Loans past due 90 days or more and still accruing interest	379	0
Restructured loans	6,627	13,558
Other real estate owned (OREO), net	4,984	8,253
Total nonperforming assets	$ 28,442	$ 35,100
Percentage of nonperforming assets to total loans outstanding & OREO	4.93%	6.82%
Percentage of nonperforming assets to total assets	2.66%	3.75%

The decrease in nonperforming assets was a result of a decrease in restructured loans and other real estate owned. Restructured loans decreased to $6.6 million at September 30, 1996, from $13.5 million at December 31, 1995. This represented a decrease of $6.9 million, or 51.12%. Other real estate owned decreased to $5.0 million at September 30, 1996. This represented a decrease of $3.3 million, or 39.61%, from other real estate owned of $8.3 million at December 31, 1995. At September 30, 1996, nonaccrual loans were $16.5 million, an increase of $3.2 million, or 23.80%, from nonaccrual loans of $13.3 million at December 31, 1995. The majority of nonaccrual loans were collateralized by real property at September 30, 1996. The estimated ratio of the outstanding loan balances to the fair values of related collateral (loan-to-value ratio) for nonaccrual loans at that date ranged from approximately 25% to 90%.

The Bank has allocated specific reserves to provide for any potential loss on these loans. Management cannot, however, predict the extent to which the current economic environment may persist or worsen or the full impact such environment may have on the Company's loan portfolio.

Deposits and Other Borrowings

Total deposits increased to $906.9 million at September 30, 1996. This represented an increase of $103.4 million, or 12.86%, over total deposits of $803.6 million at December 31, 1995. Deposit relationships assumed as a result of the acquisition of Citizens contributed to the increase.

Most of the increase in total deposits was the result of increases in interest bearing deposits. Noninterest bearing deposits increased $12.5 million, or 3.75%, to $345.3 million at September 30, 1996, from $332.9 million at December 31, 1995. Interest bearing deposits increased $90.9 million, or 19.30%, to $561.6 million at September 30, 1996, from $470.7 million at December 31, 1995. Interest bearing deposits totaled 61.92% of total deposits at September 30, 1996. This compared to a ratio of interest bearing deposits to total deposits of 58.58% at December 31, 1995.

Historically, at each year end, the Bank's deposit mix is impacted by short term increases in agricultural related seasonal deposits. Total demand deposits at December 31, 1995, included approximately $45.0 million of these agriculture related deposits which normally are withdrawn within the first 60 days of the new year.

Liquidity

The 1995 annual report describes in detail the Company's principal sources of liquidity, liquidity management policy objectives, and methods used to measure liquidity.

There are several accepted methods of measuring liquidity. Since the balance between loans and deposits is integral to liquidity, the Company monitors its loan-to-deposit ratio (gross loans divided by total deposits) as an important part of its liquidity management. In general, the closer this ratio is to 100%, the more reliant an institution becomes on its illiquid loan portfolio to absorb fluctuations in deposits. At September 30, 1996, the Company's loan-to-deposit ratio was 63.09%, compared to a ratio of 62.98% at December 31, 1995.

Another method used to measure liquidity is the liquidity ratio. This ratio is calculated by dividing the difference between short-term liquid assets (federal funds sold and investments maturing within one year) and large liabilities (time deposits over $100,000 maturing within one year, federal funds purchased, and other borrowed funds) by the sum of loans and long-term investments. At of September 30, 1996 the liquidity ratio was a negative 13.85%, compared to a ratio of a negative 13.44% at December 31, 1995. Conceptually, this shows that the Company was funding 13.85% and 13.44% of its long-term, illiquid assets with large liabilities at these dates, respectively.

Cash flows provided by operating activities, primarily interest received, totaled $12.3 million for the nine months ended September 30, 1996 compared to $13.2 million for the nine months ended September 30, 1995. Net cash used in investing activities, primarily purchases of investment securities and consideration paid in business combinations, totaled $62.9 million for the nine months ended September 30, 1996, compared to $29.3 million for the nine months ended September 30, 1995. Cash flows from financing activities totaled $4.5 million for the nine months ended September 30, 1996, compared to $58,000 for the same period last year.

Capital Resources

The Company's equity capital was $84.4 million at September 30, 1996. The primary source of capital for the Company continues to be the retention of operating earnings. The Company's 1995 annual report (management's discussion and analysis and note 13 of the accompanying financial statements) describes the regulatory capital requirements of the Company and the Bank.

The Bank and the Company are required to meet the risk-based capital standards set by the respective regulatory authorities. The risk-based capital standards require the achievement of a minimum ratio of total capital to risk-weighted assets of 8.0% (of which at least 4.0% must be Tier 1 capital). In addition, the regulatory institutions require the highest rated institutions to maintain a minimum leverage ratio of 3.0%. At September 30, 1996 the Bank and the Company met the minimum risk-based capital ratio and leverage ratio requirements.

Table 7 below presents the Company's and the Bank's risk-based and leverage capital ratios as of September 30, 1996 and December 31, 1995:

Table 7 - Regulatory Capital Ratios

	Required Minimum	September 30, 1996		December 31, 1995	
Capital Ratios	Ratios	Company	Bank	Company	Bank
Risk-based Capital Ratios:					
Tier I	4.00%	11.1%	10.7%	11.8%	11.1%
Total	8.00%	12.3%	12.0%	13.0%	12.4%
Leverage Ratio	3.00%	7.1%	6.9%	8.1%	7.6%

PART II - OTHER INFORMATION

Item 1 - Legal Proceedings
Not Applicable

Item 2 - Changes in Securities
Not Applicable

Item 3 - Defaults upon Senior Securities
Not Applicable

Item 4 - Submission of Matters to a Vote of Security Holders
Not Applicable

Item 5 - Other Information
Not Applicable

Item 6 - Exhibits and Reports on Form 8-K

(a) Exhibits

Exhibit 27 - Financial Data Schedule

(b) Reports on Form 8-K
Not Applicable

Exhibit Index

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CVB FINANCIAL CORP.
(Registrant)

Date: November 14, 1996

/s/ Robert J. Schurheck
Robert J. Schurheck
Chief Financial Officer

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THE SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE SEPTEMBER 30, 1996, CONSOLIDATED BALANCE SHEET, AND THE SEPTEMBER 30, 1996, CONSOLIDATED STATEMENT OF EARNINGS AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS

1000

9-MOS
DEC-31-1996
SEP-30-1996
81,226
0
0
0
319,927
46,373
46,639
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0
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14,354
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55,086
13,748
15,758
39,328
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31,420
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9,711
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1.05
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6,627
12,355
9,626
1,545
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11,442
8,284
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