**FORM 10-Q**
**UNITED STATES 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 March 31, 2003

or

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

Commission File Number: 0-10140

**CVB FINANCIAL CORP.**
Incorporated pursuant to the Laws of California

Internal Revenue Service - Employer Identification No. 95-3629339

701 North Haven Ave, Suite 350, Ontario, California 91764
(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

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes X No

Number of shares of common stock of the registrant: 43,714,828 outstanding as of May 14, 2003.

This Form 10-Q contains 42 pages.

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PART I - FINANCIAL INFORMATION
ITEM 1 - FINANCIAL STATEMENTS

CVB FINANCIAL CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(unaudited)
Dollar amount in thousands

| | March 31, 2003 | December 31, 2002 |
|---|---|---|
| ASSETS | | |
| Federal funds sold | $ | $ 40,000 |
| Investment securities available-for-sale | 1,728,547 | 1,430,599 |
| Investment in stock of Federal Home Loans Bank (FHLB) | 34,900 | 21,900 |
| Loans and lease finance receivables | 1,457,685 | 1,446,009 |
| Allowance for credit losses | (21,616) | (21,666) |
| Total earning assets | 3,199,516 | 2,916,842 |
| Cash and due from banks | 109,164 | 124,973 |
| Premises and equipment, net | 30,527 | 29,413 |
| Goodwill and other intangibles: | | |
| Amortizable | 4,900 | 5,012 |
| Non-amortizable | 10,708 | 10,708 |
| Cash value life insurance | 12,905 | 12,845 |
| Accrued interest receivable | 18,575 | 15,841 |
| Other assets | 8,449 | 7,734 |
| TOTAL ASSETS | $ 3,394,744 | $ 3,123,368 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Liabilities: | | |
| Deposits: | | |
| Noninterest-bearing | $ 893,067 | $ 958,671 |
| Interest-bearing | 1,427,428 | 1,351,293 |
| Total deposits | 2,320,495 | 2,309,964 |
| Demand Note to U.S. Treasury | | 14,888 |
| Short-term borrowings | 291,000 | 196,000 |
| Long-term borrowings | 432,000 | 272,000 |
| Deferred tax liabilities | 3,716 | 5,289 |
| Accrued interest payable | 5,340 | 6,497 |
| Deferred compensation | 6,977 | 6,988 |
| Funds due security purchase | 40,960 | 25,970 |
| Other liabilities | 28,090 | 25,951 |
| TOTAL LIABILITIES | 3,128,578 | 2,863,547 |
| COMMITMENTS AND CONTINGENCIES | | |
| Stockholders' Equity: | | |
| Preferred stock (authorized, 20,000,000 shares without par; none issued or outstanding) | - | - |
| Common stock (authorized, 78,125,000 shares without par; issued and outstanding 43,698,534 (2003) and 43,533,129 (2002)) | 145,602 | 144,487 |
| Retained earnings | 97,079 | 89,678 |
| Accumulated other comprehensive income, net of tax | 23,485 | 25,656 |
| Total stockholders' equity | 266,166 | 259,821 |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | $ 3,394,744 | $ 3,123,368 |

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 March 31, 2003 | 2002 |
|---|---|---|
| Interest income: | | |
| Loans, including fees | $ 23,819 | $ 21,125 |
| Investment securities: | | |
| Taxable | 12,384 | 11,137 |
| Tax-preferred | 4,130 | 4,105 |
| Total investment income | 16,514 | 15,242 |
| Federal funds sold | 12 | 266 |
| Total interest income | 40,345 | 36,633 |
| Interest expense: | | |
| Deposits | 4,516 | 5,292 |
| Borrowings | 4,590 | 4,703 |
| Total interest expense | 9,106 | 9,995 |
| Net interest income before provision for credit losses | 31,239 | 26,638 |
| Provision for credit losses | 0 | 0 |
| Net interest income after provision for credit losses | 31,239 | 26,638 |
| Other operating income: | | |
| Service charges on deposit accounts | 3,696 | 3,299 |
| Wealth Management services | 1,047 | 1,012 |
| Investment services | 406 | 375 |
| Bankcard services | 335 | 279 |
| Other | 611 | 448 |
| Gain on sale of investment securities, net | 794 | 3,071 |
| Total other operating income | 6,889 | 8,484 |
| Other operating expenses: | | |
| Salaries and employee benefits | 9,988 | 8,513 |
| Occupancy | 1,551 | 1,535 |
| Equipment | 1,492 | 1,453 |
| Promotion | 1,130 | 954 |
| Stationary and supplies | 1,099 | 945 |
| Professional services | 682 | 882 |
| Data processing | 303 | 316 |
| Amortization of intangible assets | 111 | 70 |
| Other | 1,383 | 829 |
| Total other operating expenses | 17,739 | 15,497 |
| Earnings before income taxes | 20,389 | 19,625 |
| Income taxes | 7,685 | 7,308 |
| Net earnings | $ 12,704 | $ 12,317 |
| Basic earnings per common share | $ 0.29 | $ 0.28 |
| Diluted earnings per common share | $ 0.29 | $ 0.28 |
| Cash dividends per common share | $ 0.12 | $ 0.14 |

See accompanying notes to the consolidated financial statements.

CVB FINANCIAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
(unaudited)
(Dollars and shares in thousands)

| | Common Shares Outstanding | Common Stock | Retained Earnings | Accumulated Other Comprehensive Income Net of Tax | Comprehensive Income |
|---|---|---|---|---|---|
| Balance January 1, 2002 | 34,782 | $ 146,108 | $ 60,671 | $ 13,969 | |
| Issuance of common stock | 148 | 479 | | | |
| 5-for-4 stock split | 8,728 | | | | |
| Repurchase of common stock | (125) | (2,100) | | | |
| Tax benefit from exercise of stock options | | | 62 | | |
| Cash dividends | | | (20,800) | | |
| Comprehensive income: | | | | | |
| Net earnings | | | 49,745 | | $ 49,745 |
| Other comprehensive income: | | | | | |
| Unrealized gains on securities available-for-sale, net | | | | 11,687 | 11,687 |
| Comprehensive income | | | | | $ 61,432 |
| Balance December 31, 2002 | 43,533 | 144,487 | 89,678 | 25,656 | |
| Issuance of common stock | 166 | 284 | | | |
| Tax benefit from exercise of stock options | | 831 | | | |
| Cash dividends | | | (5,303) | | |
| Comprehensive income: | | | | | |
| Net earnings | | | 12,704 | | $ 12,704 |
| Other comprehensive income: | | | | | |
| Unrealized loss on securities available-for-sale, net | | | | (2,171) | (2,171) |
| Comprehensive income | | | | | $ 10,533 |
| Balance March 31, 2003 | 43,699 | $ 145,602 | $ 97,079 | $ 23,485 | |

See accompanying notes to the consolidated financial statements.

The Company reported unrealized loss on securities available-for-sale, net of $3.8 million for the three month ended March 31, 2002. Other comprehensive income for the three months ended March 31, 2002 was $8.5 million.

CVB FINANCIAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

| | For the Three Months Ended March 31, 2003 | 2002 |
|---|---|---|
| | (Dollar amounts in thousands) | |

| | | |
|---|---|---|
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Interest received | $ 39,008 | $ 27,565 |
| Service charges and other fees received | 6,099 | 5,413 |
| Interest paid | (10,725) | (12,508) |
| Cash paid to suppliers and employees | (18,848) | (14,638) |
| Income taxes paid | | (1,234) |
| Net cash provided by operating activities | 15,534 | 4,598 |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Proceeds from sales of securities available-for-sale | 34,762 | 7,428 |
| Proceeds from sales of MBS | | 145,072 |
| Proceeds from repayment of MBS | 137,558 | 39,298 |
| Proceeds from repayment of investment securities | 1,885 | |
| Proceeds from maturity of investment securities | 4,725 | |
| Purchases of securities available-for-sale | (77,355) | (59,688) |
| Purchases of MBS | (390,637) | (186,477) |
| Purchases of FHLB stock | (13,000) | (312) |
| Net (increase)decrease in loans | (11,495) | 34,541 |
| Loan origination fees received | (1,484) | (1,343) |
| Proceeds from sales of premises and equipment | 75 | 0 |
| Purchase of premises and equipment | (2,462) | (1,152) |
| Other investing activities | | (298) |
| Net cash used in investing activities | (317,428) | (22,931) |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Net increase in transaction deposits | 12,637 | 34,679 |
| Net decrease in time deposits | (1,645) | (20,273) |
| Net increase (decrease) in borrowings | 240,112 | (2,711) |
| Cash dividends on common stock | (5,303) | (5,809) |
| Proceeds from exercise of stock options | 284 | 236 |
| Net cash provided by financing activities | 246,085 | 6,122 |
| NET DECREASE IN CASH AND CASH EQUIVALENTS | (55,809) | (12,211) |
| CASH AND CASH EQUIVALENTS, beginning of period | 164,973 | 102,651 |
| CASH AND CASH EQUIVALENTS, end of period | $ 109,164 | $ 90,440 |

See accompanying notes to the consolidated financial statements.

CVB FINANCIAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)
(unaudited)

| | For the Three Months Ended March 31, | |
|---|---|---|
| | 2003 | 2002 |
| | (Dollar amounts in thousands) | |
| RECONCILIATION OF NET EARNINGS TO NET CASH PROVIDED BY OPERATING ACTIVITIES: | | |
| Net earnings | $ 12,704 | $ 12,317 |
| Adjustments to reconcile net earnings to net cash provided by operating activities: | | |
| Gain on sale of investment securities | (794) | (3,170) |
| Loss on sale of investment securities | | 99 |
| Loss on sale of premises and equipment | 4 | 8 |
| Increase in cash value of life insurance | (60) | (36) |
| Net amortization of premiums (discount) on investment securities | 3,146 | (6,578) |
| Depreciation and amortization | 1,380 | 1,372 |
| Change in accrued interest receivable | (3,039) | (1,401) |
| Change in accrued interest payable | (1,157) | (2,513) |
| Change in other assets and liabilities | 3,350 | 4,500 |
| Total adjustments | 2,830 | (7,719) |
| NET CASH PROVIDED BY OPERATING ACTIVITIES | $ 15,534 | $ 4,598 |
| Securities purchased and not settled | $ 40,960 | $ 55,027 |

See accompanying notes to the consolidated financial statements.

**CVB FINANCIAL CORP. AND SUBSIDIARIES**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)
For the three months ended March 31, 2003 and 2002

## 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying condensed consolidated unaudited financial statements and notes thereto have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission for Form 10-Q and conform to practices within the banking industry and include all of the information and disclosures required by accounting principles generally accepted in the United States of America for interim financial reporting. The results of operations for the three months ended March 31, 2003 are not necessarily indicative of the results for the full year. These financial statements should be read in conjunction with the financial statements, accounting policies and financial notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2002 filed with the Securities and Exchange Commission. In the opinion of management, the accompanying condensed consolidated unaudited financial statements reflect all adjustments (consisting only of normal recurring adjustments), which are necessary for a fair representation of financial results for the interim periods presented. A summary of the significant accounting policies consistently applied in the preparation of the accompanying consolidated financial statements follows.

***Principles of Consolidation*** - The consolidated financial statements include the accounts of CVB Financial Corp. (the "Company") and its wholly owned subsidiaries, Citizens Business Bank (the "Bank") and the Bank's wholly owned subsidiary, Golden West Enterprises, Inc., Community Trust Deed Services, CVB Ventures, Inc., Chino Valley Bancorp, and ONB Bancorp after elimination of all intercompany transactions and balances.

***Nature of Operations*** - The Company's primary operations are related to traditional banking activities, including the acceptance of deposits and the lending and investing of money through the operations of the Bank. The Bank has one subsidiary, Golden West Enterprises, Inc., which provides automobile and equipment leasing and brokers mortgage loans. It is located in Costa Mesa, California. The Bank also provides trust services to customers through its Wealth Management Division and Business Financial Centers (branch offices). The Bank's customers consist primarily of small to mid-sized businesses and individuals located in the Inland Empire, San Gabriel Valley, Orange, Los Angeles and Kern County areas of Southern California. The Bank operates 33 Business Financial Centers (branches) with its headquarters located in the city of Ontario.

***Investment Securities*** - The Company classifies as held-to-maturity those debt securities that it has the positive intent and ability to hold to maturity. All other debt and equity securities are classified as available-for-sale. Securities held-to-maturity are accounted for at cost and adjusted for amortization of premiums and accretion of discounts. Securities available-for-sale are accounted for at fair value, with the net unrealized gains and losses (unless other than temporary), net of income tax effects, presented as a separate component of stockholders' equity. Realized gains and losses on sales of securities are recognized in earnings at the time of sale and are determined on a specific-identification basis. The Company's investment in Federal Home Loan Bank ("FHLB") stock is carried at cost.

***Loans and Lease Finance Receivables*** - Loans and lease finance receivables are reported at the principal amount outstanding, less deferred net loan origination fees and the allowance for credit losses. Interest on loans and lease finance receivables is credited to income based on the principal amount outstanding. Interest income is not recognized on loans and lease finance receivables when collection of interest is deemed by management to be doubtful. 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 March 31, 2003, the Company had entered into commitments with certain customers amounting to $505.3 million compared to $450.3 million at December 31, 2002. Letters of credit at March 31, 2003, and December 31, 2002, were $25.0 million and $23.8 million, respectively.

The Bank receives collateral to support loans, lease finance receivables, and commitments to extend credit for which collateral is deemed necessary. The most significant categories of collateral are real estate, principally commercial and industrial income-producing properties, real estate mortgages, and assets utilized in agribusiness.

Nonrefundable fees and direct costs associated with the origination or purchase of loans are deferred and netted against outstanding loan balances. The deferred net loan fees and costs are recognized in interest income over the loan term in a manner that approximates the level-yield method.

Provision and Allowance for Credit Losses - The determination of the balance in the allowance for credit losses is based on an analysis of the loan and lease finance receivables portfolio using a systematic methodology and reflects an amount that, in management's judgment, is adequate to provide for probable credit losses inherent in the portfolio, after giving consideration to the character of the loan portfolio, current economic conditions, past credit loss experience, and such other factors as deserve current recognition in estimating inherent credit losses. The provision for credit losses is charged to expense.

A loan for which collection of principal and interest according to its original terms is not probable is considered to be impaired. The Company's policy is to record a specific valuation allowance, which is included in the allowance for credit losses, or charge off that portion of an impaired loan that exceeds its fair value. Fair value is usually based on the value of underlying collateral.

At March 31, 2003, impaired loans totaled $1.4 million. These loans were supported by collateral with a fair market value, net of prior liens, of $1.4 million.

***Premises and Equipment*** - Premises and equipment are stated at cost, less accumulated depreciation, which is provided for in amounts sufficient to relate the cost of depreciable assets to operations over their estimated service lives using the straight-line method. Properties under capital lease and leasehold improvements are amortized over the shorter of their economic lives or the initial terms of the leases.

***Other Real Estate Owned*** - Other real estate owned represents real estate acquired through foreclosure in satisfaction of commercial and real estate loans and is stated at fair value, minus estimated costs to sell (fair value at time of foreclosure). Loan balances in excess of fair value of the real estate acquired at the date of acquisition are charged against the allowance for credit losses. Any subsequent operating expenses or income, reduction in estimated values, and gains or losses on disposition of such properties are charged to current operations.

***Business Combinations and Intangible Assets*** - The Company has engaged in the acquisition of financial institutions and the assumption of deposits and purchase of assets from other financial institutions in its market area. The Company has paid premiums on certain transactions, and such premiums are recorded as intangible assets, in the form of goodwill or other intangible assets. In accordance with the provisions of Statement of Financial Accounting Standards ("SFAS") No. 142, goodwill is not being amortized whereas identifiable intangible assets with finite lives are amortized over their useful lives. On an annual basis, the Company tests goodwill and intangible assets for impairment.

Additionally, as required by SFAS No. 142, during the quarter ended June 30, 2002, the Company completed a transitional impairment test and did not record any impairment of goodwill. At March 31, 2003 goodwill was $10.7 million (net of amortization of $5.3 million recorded prior to the adoption of SFAS No. 142). As of March 31, 2003, intangible assets that continue to be subject to amortization include core deposits of $4.9 million (net of $3.2 million of accumulated amortization). Amortization expense for such intangible assets was $111,000 for the three months ended March 31, 2003. Estimated amortization expense for the remainder of 2003 is expected to be $610,000. Estimated amortization expense for the succeeding five fiscal years is $814,000 for year one, $790,000 for the second year, and $782,000 for the remaining years. The weighted average remaining life of intangible assets is approximately 5.5 years.

***Income Taxes*** - Deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial reporting amounts at each year-end, based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income.

***Earnings per Common Share*** - Basic earnings per share are computed by dividing income available to common stockholders by the weighted-average number of common shares outstanding during each period. The computation of diluted earnings per common share considers the number of shares issuable upon the assumed exercise of outstanding common stock options. Share and per share amounts have been retroactively restated to give effect to all stock splits and dividends. The actual number of shares outstanding at March 31, 2003 was 43,698,534. All 2003 earnings per share information in the financial statements and in Management's Discussion and Analysis has been restated to give retroactive effect, as applicable, to the 5-for-4 stock split declared in December 2002, which became effective January 3, 2003. The table below presents the reconciliation of earnings per share for the periods indicated.

Earnings Per Share Reconciliation
(Dollars and shares in thousands, except per share amounts)

| | For the Three Months Ended March 31, 2003 | | | For the Three Months Ended March 31, 2002 | | |
|---|---|---|---|---|---|---|
| | Income (Numerator) | Weighted Average Shares (Denominator) | Per Share Amount | Income (Numerator) | Weighted Average Shares (Denominator) | Per Share Amount |
| BASIC EPS | | | | | | |
| Income available to common stockholders | $ 12,704 | 43,630 | $0.29 | $ 12,317 | 43,560 | $0.28 |
| EFFECT OF DILUTIVE SECURITIES | | | | | | |
| Incremental shares from assumed exercise of outstanding options | | 658 | (0.00) | | 919 | 0.00 |
| DILUTED EPS | | | | | | |
| Income available to common stockholders | $ 12,704 | 44,288 | $0.29 | $ 12,317 | 44,479 | $0.28 |

***Stock-Based Compensation*** - At March 31, 2003, the Company has two stock-based employee compensation plans, which are described more fully in Note 14 in the Company's Annual Report on Form 10-K. The Company applies the intrinsic value method as described in Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees," and related interpretations in accounting for its plans. Accordingly, compensation cost is not recognized when the exercise price of an employee stock option equals or exceeds the fair market value of the stock on the date the option is granted. The following table presents the pro forma effects on net income and related earnings per share if compensation costs related to the stock option plans were measured using the fair value method as prescribed under SFAS No. 123, "Accounting for Stock-Based Compensation":

| | For the Three Months Ended March 31, 2003 | For the Three Months Ended March 31, 2002 |
|---|---|---|
| | (Dollars in thousands) | |
| Net income, as reported | $ 12,704 | $ 12,317 |
| Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects | 192 | 108 |
| Pro forma net income | $ 12,512 | $ 12,209 |
| Earnings per share: | | |
| Basic - as reported | $ 0.29 | $ 0.28 |
| Basic - pro forma | $ 0.29 | $ 0.28 |
| Diluted - as reported | $ 0.29 | $ 0.28 |
| Diluted - pro forma | $ 0.28 | $ 0.27 |

The Black-Scholes option pricing model requires the use of subjective assumptions, which can materially affect fair value estimates. Therefore, this model does not necessarily provide a reliable single measure of the fair value of the Company's stock options. The fair value of each stock option granted in 2003 was estimated on the date of the grant using the following weighted-average assumptions for 2003: (1) expected dividend yield of 2.78%; (2) risk-free interest rate of 2.8%; (3) expected volatility of 36.7%; and (4) expected lives of options of 7.1 years. There were no options granted during the first three months in 2002.

***Statement of Cash Flows*** - Cash and cash equivalents as reported in the statements of cash flows include cash and due from banks and fed funds sold.

***Trust Services*** - The Company maintains funds in trust for customers. The amount of these funds and the related liability have not been recorded in the accompanying consolidated balance sheets because they are not assets or liabilities of the Bank or Company, with the exception of any funds held on deposit with the Bank. Trust fees are recorded on an accrual basis.

***Use of Estimates in the Preparation of Financial Statements*** - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

***Recent Accounting Pronouncements*** - In June 2002, Financial Accounting Standards Board ("FASB") issued SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities," which addresses financial accounting and reporting for costs associated with exit or disposal activities and supersedes Emerging Issues Task Force (EITF) Issue 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring)." SFAS No. 146 requires that a liability for a cost associated with an exit or disposal activity be recognized when the liability is incurred. Under Issue 94-3, a liability for an exit cost was recognized at the date of an entity's commitment to an exit plan. SFAS No. 146 also establishes that the liability should initially be measured and recorded at fair value. The Company adopted the provisions of SFAS No. 146 for exit or disposal activities that are initiated after December 31, 2002. Adoption of the statement on January 1, 2003 did not have a material effect on the Company's financial statements.

In October 2002, FASB issued SFAS No. 147, "Acquisitions of Certain Financial Institutions," which addresses the application of the purchase method of accounting applied to all acquisitions of financial institutions, except transactions between two or more mutual enterprises. The provisions of this statement that relate to the application of SFAS No. 144 apply to certain long-term customer-relationship intangible assets recognized in an acquisition of a financial institution, including those acquired in transactions between mutual enterprises. The Company adopted the provisions of SFAS No. 147 for acquisitions of certain financial institutions that are initiated after October 1, 2002. Adoption of the statement on October 1, 2002 did not have a material effect on the Company's financial statements.

In December 2002, FASB issued SFAS No. 148, "Accounting for Stock-Based Compensation -Transition and Disclosure - an amendment of FASB Statement No. 123," amends SFAS No. 123, to provide alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation. In addition, this Statement amends the disclosure requirements of SFAS No. 123 to require prominent disclosures in both annual and interim financial statements about the method of accounting for stock-based employee compensation and the effect of the method used on reported results. The provisions of SFAS No. 148 are effective for annual financial statements for fiscal years ending after December 15, 2002, and for financial reports containing condensed financial statements for interim periods beginning after December 15, 2002.

In November 2002, FASB issued FIN No. 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees and Indebtedness of Others," an interpretation of SFAS Nos. 5, 57 and 107, and rescission of FIN No. 34, "Disclosure of Indirect Guarantees of Indebtedness of Others." FIN No. 45 elaborates on the disclosures to be made by the guarantor in its interim and annual financial statements about its obligations under certain guarantees that it has issued. It also requires that a guarantor recognize, at the inception of a guarantee, a liability for the fair value of the obligation undertaken in issuing the guarantee. The initial recognition and measurement provisions of the interpretation are applicable on a prospective basis to guarantees issued or modified after December 31, 2002, while the provisions of the disclosure requirements are effective for financial statements of interim or annual periods ending after December 15, 2002. Adoption of such interpretation did not have a material impact on the company's financial statements.

In January 2003, FASB issued FIN No. 46, "Consolidation of Variable Interest Entities," an interpretation of Accounting Research Bulletin No. 51. FIN No. 46 requires that variable interest entities be consolidated by a company if that company is subject to a majority of the risk of loss from the variable interest entity's activities or is entitled to receive a majority of the entity's residual returns or both. FIN No. 46 also requires disclosures about variable interest entities that companies are not required to consolidate but in which a company has a significant variable interest. The consolidation requirements of FIN No. 46 will apply immediately to variable interest entities created after January 31, 2003. The consolidation requirements will apply to entities established prior to January 31, 2003 in the first fiscal year or interim period beginning after June 15, 2003. The Company does not believe the adoption of such interpretation will have a material impact on its results of operations, financial position or cash flows.

***Reclassification*** - Certain amounts in the prior periods' financial statements and related footnote disclosures have been reclassified to conform to the current presentation.

***Shareholder Rights Plan*** - In 2000, the Company adopted a shareholder rights plan designed to maximize long-term value and to protect shareholders from improper takeover tactics and takeover bids which are not fair to all shareholders. In accordance with the plan, preferred share purchase rights were distributed as a dividend at the rate of one right to purchase one one-thousandth of a share of the Company's Series A Participating Preferred Stock at an exercise price of $50.00 (subject to adjustment) upon the occurrence of certain triggering events. For additional information concerning this plan, see Note 10 to Consolidated Financial Statements. "Commitments and Contingencies" contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2002.

***Other Contingencies*** - In the ordinary course of business, the Company becomes involved in litigation. Based upon the Company's internal records and discussions with legal counsel, the Company records reserves for estimates of the probable outcome of all cases brought against them.

In May 1998, the Bank received an unfavorable jury judgment as a result of the lawsuit filed against them by MRI Grand Terrace, Inc. ("MRI"). The award to MRI and its joint venture partner, Tri-National Development Corp. was approximately $4,900,000, which included approximately $2,100,000 in compensatory damages, $1,600,000 in punitive damages, and $1,200,000 in prejudgment interest. The lawsuit alleges that the Bank misled MRI in its purchase of a commercial real estate property from the Bank. The Bank subsequently made a motion to the trial judge to vacate the jury verdict, and on August 14, 1998, the motion was denied. The Bank filed an appeal on August 19, 1998. The Court of Appeals vacated the judgment and remanded the case for retrial. In addition, the Court of Appeals has awarded the Bank the costs of appeal. MRI petitioned the Supreme Court of the State of California, which refused to hear the case.

On March 14, 2003, the Bank reached a settlement in the MRI litigation. Pursuant to this settlement, the Bank has agreed pay $2 million dollars to the plaintiffs and the plaintiffs have agreed to dismiss this case in its entirety with prejudice. The settlement is contingent upon the approval of the bankruptcy court currently administering the bankruptcy proceedings of the Tri-National Development Corp. as successor to MRI. The amount of this settlement is less than half of the original jury judgment against the Bank, which the Bank was required to accrue for under accounting principles generally accepted in the United States of America.

***Subsequent Event*** - On May 12, 2003, the Company signed an agreement to acquire 100% of the stock of Kaweah National Bank, with deposits of approximately $80.0 million and net loans of approximately $70.7 million. The purchase price was $15.5 million and will be paid in stock and cash. Kaweah National Bank is located in Visalia, California.

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## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

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. 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. For a more complete understanding of the Company and its operations, reference should be made to the financial statements included in this report and in the Company's 2002 Annual Report on Form 10-K. Certain statements in this Report on Form 10-Q constitute "forward-looking statements" under the Private Securities Litigation Reform Act of 1995 which involve risks and uncertainties. The Company's actual results may differ significantly from the results discussed in such forward-looking statements. Factors that might cause such a difference include, but are not limited to, economic conditions, competition in the geographic and business areas in which the Company conducts operations, fluctuations in interest rates, credit quality, and government regulations. For additional information concerning these factors, see the periodic filings the Company makes with the Security Exchange Commissioner, and in particular "Item 1. Business - Factors That May Affect Results" contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2002.

The banking and financial services industry in California generally, and in the Company's market areas specifically, is highly competitive. The increasingly competitive environment is a result primarily of changes in regulation, changes in technology and product delivery systems, and the accelerating pace of consolidation among financial services providers. The Company competes for loans, deposits, and customers with other commercial banks, savings and loan associations, securities and brokerage companies, mortgage companies, insurance companies, finance companies, money market funds, credit unions, and other nonbank financial service providers. Many of these competitors are much larger in total assets and capitalization, have greater access to capital markets and offer a broader range of financial services than the Company. This competition has manifested itself with increased pricing pressures for loans and deposits, thus compressing the Company's net interest margin. Because of the pressure on the net interest margin, other operating income has become a more important element in the total revenue of the Company.

### *Critical Accounting Policies*

Critical accounting policies are defined as those that are reflective of significant judgments and uncertainties, and could potentially result in materially different results under different assumptions and conditions. We believe that our most critical accounting policies upon which our financial condition depends, and which involve the most complex or subjective decisions or assessment are as follows:

**Allowance for Credit Losses:** Arriving at an appropriate level of allowance for credit losses involve a high degree of judgment. The Company's allowance for credit losses provides for probable losses based upon evaluations of known and inherent risks in the loan portfolio. The determination of the balance in the allowance for credit losses is based on an analysis of the loan and lease finance receivables portfolio using a systematic methodology and reflects an amount that, in management's judgment, is adequate to provide for probable credit losses inherent in the portfolio, after giving consideration to the character of the loan portfolio, current economic conditions, past credit loss experience, and such other factors as deserve current recognition in estimating inherent credit losses. The provision for credit losses is charged to expense. For a full discussion of the Company's methodology of assessing the adequacy of the allowance for credit losses, see the "Risk Management" section of this Management's Discussion and Analysis of Financial Condition and Results of Operations.

**Investment Portfolio:** The investment portfolio is an integral part of the Company's financial performance. The Company invests primarily in fixed income securities. Accounting estimates are used in the presentation of the investment portfolio and these estimates do impact the presentation of the Company's financial condition and results of operations. Many of the securities included in the investment portfolio are purchased at a premium or discount. The premiums or discounts are amortized or accreted over the life of the security. For mortgage-related securities (i.e., securities that are collateralized and payments received from underlying mortgages), the amortization or accretion is based on estimated average lives of the securities. The lives of these securities can fluctuate based on the amount of prepayments received on the underlying collateral of the securities. The amount of prepayments varies from time to time based on the interest rate environment (i.e., lower interest rates increase the likelihood of refinances) and the rate of turn over of the mortgages (i.e., how often the underlying properties are sold and mortgages paid-off). The Company uses estimates

for the average lives of these mortgage-related securities based on information received from third parties whose business it is to compile mortgage related data and develop a consensus of that data. The Company adjusts the rate of amortization or accretion regularly to reflect changes in the estimated average lives of these securities.

**Income Taxes:** The Company accounts for income taxes by deferring income taxes based on estimated future tax effects of differences between the tax and book basis of assets and liabilities considering the provisions of enacted tax laws. These differences result in deferred tax assets and liabilities, which are included in the Company's balance sheets. The Company must also assess the likelihood that any deferred tax assets will be recovered from future taxable income and establish a valuation allowance for those assets determined to not likely be recoverable. Management judgment is required in determining the amount and timing of recognition of the resulting deferred tax assets and liabilities, including projections of future taxable income. Although the Company has determined a valuation allowance is not required for all deferred tax assets, there is no guarantee that these assets are recognizable.

**Goodwill and Intangible Assets:** The Company has acquired entire banks and branches of banks. These acquisitions accounted for under the purchase method of accounting have given rise to goodwill and intangible assets. The Company records the assets acquired and liabilities assumed at their fair value. These fair values are arrived at by use of internal and external valuation techniques. The excess purchase price is allocated to the assets and liabilities, resulting in identifiable intangibles. Any excess purchase price after this allocation results in goodwill. Both goodwill and intangible assets are te0sted on an annual basis for impairment.

***Acquisitions***

On June 28, 2002, the Bank acquired 100% of Western Security Bank, National Association and its subsidiaries, Western Security Acceptance corporation and Western Security Finance Corporation, with deposits of approximately $138.6 million and net loans of approximately $95.4 million in the transaction accounted for using the purchase method of accounting.

On July 1, 2003, the Bank acquired 100% of Golden West Enterprises, Inc. a leasing company with net leases of approximately $20.4 million in a transaction accounted for using the purchase method of accounting.

## ANALYSIS OF THE RESULTS OF OPERATIONS

***Earnings***

The Company reported net earnings of $12.7 million for the three months ended March 31, 2003. This represented an increase of $387,000 or 3.14 %, over net earnings of $12.3 million, for the three months ended March 31, 2002. Basic earnings per share for the three-month period increased to $.29 per share for 2003, compared to $0.28 per share for 2002. Diluted earnings per share increased to $.29 per share for the first three months of 2003, compared to $0.28 per share for the same three-month period last year. The annualized return on average assets was 1.67% for the first three months of 2003 compared to a return on average assets of 1.99% for the three months ended March 31, 2002. The annualized return on average equity was 19.25% for the three months ended March 31, 2003, compared to a return of 21.84% for the three months ended March 31, 2002.

Pre-tax operating earnings, which exclude the impact of gains or losses on sale of investment securities and OREO, and the provisions for credit and OREO losses, totaled $19.6 million for the three months ended March 31, 2003. This represented an increase of $3.0 million, or 18.37%, compared to operating earnings of $16.6 million for the first three months of 2002.

The following table reconciles the differences in net earnings with and without the gains on sales of investment securities (there is no provision for credit and OREO losses recorded in the first three months of 2003 & 2002) in conformity with accounting principles generally accepted in the United States of America:

Net Earnings Reconciliation
(Dollars in thousands)
For the Three Months
Ended March 31,

| | 2003 | | | 2002 | | |
|---|---|---|---|---|---|---|
| | Without gains | Gains on security | Reported earnings | Without gains | Gains on security | Reported earnings |
| Earnings before income taxes | $ 19,595 | $ 794 | $ 20,389 | $ 16,554 | $ 3,071 | $ 19,625 |
| Income taxes | 7,351 | 334 | 7,685 | 6,017 | 1,291 | 7,308 |
| Net earnings | $ 12,244 | $ 460 | $ 12,704 | $ 10,537 | $ 1,780 | $ 12,317 |

The Company has presented earnings without the gains of investment securities to show the shareholders the earnings from operations unaffected by the impact of the investment securities gains. This illustrates the profitability of the Company from operations. The gains on sale of investment were taken, in both years, to reposition some of the securities in the Bank's portfolios, which would not perform well under the current yield environment.

***Net Interest Income***

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 (earning assets) and the interest paid on deposits and borrowed funds (interest-bearing liabilities). 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 cost of average interest-bearing liabilities. The Company's net interest income, interest spread, and net interest margin are sensitive to general business and economic conditions. These conditions include short-term and long-term interest rates, inflation, monetary supply, and the strength of the economy, in general, and the local economies in which the Company conducts business. The Company's ability to manage the net interest income during changing interest rate environments will have a significant impact on its overall performance. The Company manages net interest income through affecting changes in the mix of earning assets as well as the mix of interest-bearing liabilities, changes in the level of interest-bearing liabilities in proportion to earning assets, and in the growth of earning assets.

The Company's net interest income (before provision for credit losses) totaled $31.2 million for the three months ended March 31, 2003. This represented an increase of $4.6 million, or 17.27%, over net interest income of $26.6 million for the same period in 2002. The increase in net interest income of $4.6 million resulted from an increase of $3.7 million in interest income and a reduction of $889,000 in interest expense. The increase in interest income of $3.7 million resulted from the $544.7 million increase in average earning assets, which offset the decline in the average yield on earning assets to 5.88% for the first three months of 2003 from 6.59% for the same period in 2002. The reduction of $889,000 in interest expense resulted from the decline in the average rate paid on interest-bearing liabilities to 1.98% for the first three months of 2003 from 2.68% for the same period in 2002, which was offset by $350.3 million increase in average interest-bearing liabilities.

Interest income totaled $40.3 million for the first three months of 2003. This represented an increase of $3.7 million, or 10.13%, compared to total interest of $36.6 million for the same period last year. The increase in interest income was primarily the result of the increase in average earnings assets, which was offset by a decline in the average yield on earning assets.

Interest expense totaled $9.1 million for the first three months of 2003. This represented a decrease of $889,000, or 8.89%, over total interest expense of $10.0 million for the same period last year. The decrease in interest expense was primarily the result of the decline in the rate paid on interest-bearing liabilities, which was offset by an increase in the average interest-bearing liabilities.

Table 1 shows the average balances of assets, liabilities, and stockholders' equity and the related interest income, expense, and rates for the three-month periods ended March 31, 2003, and 2002. Yields for tax-preferenced investments are shown on a taxable equivalent basis using a 42% tax rate.

TABLE 1 - Distribution of Average Assets, Liabilities, and Stockholders' Equity; Interest Rates and Interest Differentials

| | 2003 | | | 2002 | | |
|---|---|---|---|---|---|---|
| | (Amounts in thousands) | | | | | |
| ASSETS | Average Balance | Interest | Rate | Average Balance | Interest | Rate |
| Investment Securities | | | | | | |
| Taxable (1) | $ 1,117,033 | $ 12,384 | 4.50% | $ 821,869 | $ 11,137 | 5.50% |
| Tax preferenced (2) | 352,133 | 4,130 | 6.75% | 321,555 | 4,105 | 7.35% |
| Federal Funds Sold | 889 | 12 | 5.63% | 54,956 | 266 | 1.96% |
| Loans (3) (4) | 1,434,083 | 23,819 | 6.74% | 1,160,999 | 21,125 | 7.38% |
| Total Earning Assets | 2,904,138 | 40,345 | 5.88% | 2,359,379 | 36,633 | 6.59% |
| Total Non Earning Assets | 172,837 | | | 145,070 | | |
| Total Assets | $ 3,076,975 | | | $ 2,504,449 | | |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | | | | | |
| Demand Deposits | $ 893,495 | | | $ 731,146 | | |
| Savings Deposits (5) | 828,155 | $ 2,589 | 1.27% | 713,511 | $ 2,270 | 1.29% |

| | | | | | | |
|---|---|---|---|---|---|---|
| Time Deposits | 566,228 | 1,927 | 1.38% | 425,184 | 3,022 | 2.88% |
| Total Deposits | 2,287,878 | 4,516 | 0.80% | 1,869,841 | 5,292 | 1.15% |
| Other Borrowings | 470,519 | 4,590 | 3.96% | 375,877 | 4,703 | 5.07% |
| Interest Bearing Liabilities | 1,864,902 | 9,106 | 1.98% | 1,514,572 | 9,995 | 2.68% |
| Total deposits and borrowings | 2,758,397 | | | 2,245,718 | | |
| Other Liabilities | 51,030 | | | 30,015 | | |
| Stockholders' Equity | 267,548 | | | 228,716 | | |
| Total Liabilities and Stockholders' Equity | $ 3,076,975 | | | $ 2,504,449 | | |
| Net interest income | | $ 31,239 | | | $ 26,638 | |
| Net interest spread | | | 3.90% | | | 3.91% |
| Net interest margin | | | 4.36% | | | 4.58% |
| Net interest margin - tax equivalent | | | 4.60% | | | 4.88% |
| Net interest margin excluding loan fees | | | 4.16% | | | 4.40% |
| Net interest margin excluding loan fees - tax equivalent | | | 4.40% | | | 4.70% |

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(1) Includes short-term interest bearing deposits with other institutions
(2) Non tax equivalent rate for 2003 was 4.76% and 2002 was 5.18%
(3) Loan fees are included in total interest income as follows, (000)s omitted: 2003, $1,470; 2002, $1,030
(4) Non performing loans are included in net loans as follows, (000)s omitted: 2003, $1,109; 2002, $1,340
(5) Includes interest bearing demand and money market accounts

As stated above, the net interest margin measures net interest income as a percentage of average earning assets. The net interest margin is an indication of how effectively the Company generates its source of funds and employs its earning assets. The Company's taxable equivalent (TE) net interest margin was 4.60% for the first three months of 2003, compared to 4.88% for the same period last year. The decrease in the net interest margin over the same period last year is the result of a number of factors. The most significant was the decreasing interest rate environment, which impacted interest earned and interest paid as a percent of earning assets. This was partially offset by changes in the mix of assets and liabilities as follows:

- Interest income as a percent of average earning assets decreased from 6.59% in the first three months of 2002 to 5.88% (TE) in the same period of 2003, a decrease of 71 basis points
- Interest expense as a percent of average earning assets decreased from 1.72% in the first three months of 2002 to 1.27% in the same period of 2003, a decrease of 45 basis points
- Decrease in average demand deposits (interest free deposits) as a percent of average earning assets from 30.99% in the first three months of 2002 to 30.77% for the same period in 2003
- Increase in average interest-bearing liabilities as a percent of average earning assets from 64.19% (TE) in the first three months of 2002 to 64.22% (TE) for the same period in 2003
- Increase in average borrowings as a percent of average earning assets from 15.93% in the first three months of 2002 to 16.20% in the same period of 2003
- Decrease in average fed funds as a percent of average earning assets from 2.33% in the first three months of 2002 to 0.03% in the same period of 2003

It is difficult to attribute the above changes to any one factor. However, the interest rate environment is a significant factor. In addition, the banking and financial services businesses in the Company's market areas are highly competitive. This competition has an influence on the strategies the Company employs.

Although the net interest margin has declined, net interest income has increased. This primarily reflects the growth in average earning assets from $2.4 billion in the first three months of 2002 to $2.9 billion in the same period in 2003. This represents a 23.09% increase for the first three months of 2003 over the same period last year.

The net interest spread is the difference between the yield on average earning assets less the cost of average interest-bearing liabilities. The net interest spread is an indication of the Company's ability to manage interest rates received on loans and investments and paid on deposits and borrowings in a competitive and changing interest rate environment. The Company's net interest spread (TE) was 3.90% for the first three months of 2003 and 3.91% for the same period last year. The decrease in the net interest spread for the three months ended March 31, 2003 resulted from a 71 basis point decrease in the yield on earning assets offset by a 70 basis point decrease in the cost of interest-bearing liabilities, thus generating a 1 basis point decrease in the net interest spread over the same period last year.

The yield (TE) on earning assets decreased to 5.88% for the first three months of 2003, from 6.59% for the same period last year, and reflects a decreasing interest rate environment and a change in the mix of earning assets. Average loans as a percent of earning assets increased to 49.38% in the first three months of 2003 from 49.21% for the same period in 2002. Average investments as a percent of earning assets increased to 50.59% in the first three months of 2003 from 48.46% for the same period in 2002. Average federal funds sold as a percent of earning assets decreased to 0.03% in the first three months of 2003 from 2.33% for the same period in 2002. Investments and federal funds sold typically have a lower yield than loans. The Company was unable to generate quality loans at a pace necessary to achieve the desired increase its earning assets and as alternative increased investments. The yield on loans for the first three months of 2003 decreased to 6.74% as compared to 7.38% for the same period in 2002 as a result of the decreasing interest rate environment and competition for quality loans. The yield (TE) on investments for the first three months of 2003 decreased to 5.04% compared to 6.02% for the same period in 2002 as a result of the decreasing interest rate environment. The decrease in the yield on earning assets for the first three months of 2003 was the result of lower yields on both loans and investments.

The cost of average interest-bearing liabilities decreased to 1.98% for the first three months of 2003 as compared to 2.68% for the same period in 2002, reflecting a decreasing interest rate environment and a change in the mix of interest-bearing liabilities. Average borrowings as a percent of average interest-bearing liabilities increased to 25.23% during the first three months of 2003 as compared to 24.82% for the same period in 2002. Borrowings typically have a higher cost than interest-bearing deposits. The cost of interest-bearing deposits for the first three months of 2003 decreased to 0.80% as compared to 1.15% for the same period in 2002, reflecting the decreasing interest rate environment offset by competition for interest-bearing deposits. The cost of borrowings for the first three months of 2003 decreased to 3.96% as compared to 5.07% for the same period in 2002, also reflecting the decreasing interest rate environment.

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 interest-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).

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

| | Comparison of three-month period ended March 30, 2003 and 2002 Increase (decrease) in interest income or expense due to changes in: | | | |
|---|---|---|---|---|
| | Volume | Rate | Rate/ Volume | Total |
| Interest Income: | | | | |
| Taxable investment securities | $ 4,000 | $ (2,026) | $ (727) | $ 1,247 |
| Tax-advantaged securities | 554 | (484) | (45) | 25 |
| Fed funds sold & interest-bearing deposits with other institutions | (262) | 497 | (489) | (254) |
| Loans | 4,969 | (1,842) | (433) | 2,694 |
| Total interest on earning assets | 9,261 | (3,855) | (1,694) | 3,712 |
| Interest Expense: | | | | |
| Savings deposits | 365 | (39) | (6) | 320 |
| Time deposits | 1,002 | (1,575) | (523) | (1,096) |
| Other borrowings | 1,184 | (1,036) | (261) | (113) |
| Total interest on interest-bearing liabilities | 2,551 | (2,650) | (790) | (889) |
| Net Interest Income | $ 6,710 | $ (1,205) | $ (904) | $ 4,601 |

***Interest and Fees on Loans***

The Company's major source of revenue, interest and fees on loans, totaled $23.8 million for the first three months of 2003. This represented an increase of $2.7 million, or 12.76%, over interest and fees on loans of $21.1 million for the same period in 2002. The increase in interest and fees on loans for the first three months of 2003 reflects increases in the average balance of loans offset by a

lower interest rate environment. The yield on loans decreased to 6.74% for the first three months of 2003, compared to 7.38% for the same period in 2002. Deferred loan origination fees, net of costs, totaled $4.1 million at March 31, 2003. This represented an increase of $464,000, or 12.56%, from deferred loan origination fees, net of costs, of $3.7 million at March 31, 2002.

In general, the Company stops accruing interest on a loan after its principal or interest becomes 90 days or more past due. When a loan is placed on nonaccrual all interest previously accrued but not collected is charged against earnings. There was no interest income that was accrued and not reversed on non-performing loans at March 31, 2003 and 2002.

Fees collected on loans are an integral part of the loan pricing decision. Loan fees and the direct costs associated with the origination of loans are deferred and deducted from the loan balance. Deferred net loan fees are recognized in interest income over the term of the loan in a manner that approximates the level-yield method. The Company recognized loan fee income of $1.5 million for the first three months of 2003, as compared to $1.0 million for the same period in 2002, an increase of $440,000, or 42.70%.

***Interest on Investments***

The second most important component of interest income is interest on investments, which totaled $16.5 million for the first three months of 2003. This represented an increase of $1.3 million, or 8.35%, over interest on investments of $15.2 million for the same period in 2002. The increase in interest on investments for the first three months of 2003 over the same period last year reflected increases in the average balance of investments offset by a lower interest rate environment. The interest rate environment and the investment strategies the Company employs directly affect the yield on the investment portfolio. The Company continually adjusts its investment strategies in response to the changing interest rate environments in order to maximize the rate of total return consistent within prudent risk parameters, and to minimize the overall interest rate risk of the Company. The weighted-average yield (TE) on investments decreased to 5.04% for the first three months of 2003, compared to 6.02% for the same period in 2002 as a result of the decreasing interest rate environment, offset by the increase in the average investment portfolio.

***Provision for Credit Losses***

The Company maintains an allowance for inherent credit losses that is increased by a provision for credit losses charged against operating results. The Company did not make a provision for credit losses during the first three months of 2003 or 2002 and the Company believes the allowance is appropriate. 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. The nature of this process requires considerable judgment. See "Risk Management - Credit Risk" herein.

***Other Operating Income***

Other operating income has become an important source of revenues for the Company. Other operating income for the Company includes income derived from special services offered by the Bank, such as wealth management and trust services, merchant card, investment services, international banking, and other business services. Also included in other operating income are service charges and fees, primarily from deposit accounts; gains (net of losses) from the sale of investment securities, other real estate owned, and fixed assets; the gross revenue from Golden West Enterprises, Inc., Community Trust Deed Services and CVB Ventures, Inc., and other revenues not included as interest on earning assets.

Other operating income, including gain on the sale of investment securities, totaled $6.9 million for the first three months of 2003. This represents a decrease of $1.6 million, or 18.80%, from other operating income, including gain on the sale of investment securities, of $8.5 million for the same period in 2002. Other operating income, without gains on the sale of investment securities, increased $682,000 or 12.60%, as compared to the same period of 2002. Other operating income as a percent of net revenues (net interest income before loan loss provision plus other operating income) was 18.07% for the first three months of 2003, as compared to 24.16% for the same period in 2002. Excluding gains and losses on securities, other operating income as a percent of net revenues was 16.33% for the first three months of 2003, as compared to 16.89% for the same period in 2002.

The following table reconciles the differences in other operating income and the percentage of net revenues with and without the gains on sales of investment securities in conformity with accounting principles generally accepted in the United States of America:

Other Operating Income Reconciliation
(Dollars in thousands)
For the Three Months
Ended March 31,

| | 2003 | | | 2002 | | |
|---|---|---|---|---|---|---|
| | Without gains | Gains on security | Reported earnings | Without gains | Gains on security | Reported earnings |
| Other Operating Income | $ 6,095 | $ 794 | $ 6,889 | $ 5,413 | $ 3,071 | $ 8,484 |
| Net Revenues | $ 37,334 | $ 794 | $ 38,128 | $ 32,051 | $ 3,071 | $ 35,122 |
| Percent of Other Operating Income to Net Revenues | 16.33% | 100.00% | 18.07% | 16.89% | 100.00% | 24.16% |

The Company has presented other operating income without the gains of investment securities to show the shareholders the earnings from operations unaffected by the impact of the investment securities gains. This illustrates the profitability of the Company from operations. The gains on sale of investment were taken, in both years, to reposition some of the securities in the Bank's portfolios, which would not perform well under the current yield environment.

Service charges on deposit accounts totaled $3.7 million in the first three months of 2003. This represented an increase of $397,000, or 12.03% over service charges on deposit accounts of $3.3 million for the same period in 2002. Service charges for demand deposits (checking) accounts for business customers are generally charged based on an analysis of their activity and include an earning allowance based on their average balances. Contributing to the increase in service charges on deposit accounts in the first three months of 2003 was the lower interest rate environment that resulted in a lower account earnings allowance, which offsets service charges and the implementation of a revised service charge schedule. Service charges on deposit accounts represented 53.64% of other operating income in the first three months of 2003, as compared to 38.88% in the same period in 2002.

The Wealth Management Division provides a variety of services, which include wealth management services (both full management services and custodial services), estate planning, retirement planning, private and corporate trustee services, and probate services. Many of the fees generated by the Wealth Management Division are based on the value of assets managed. Asset values for the most part have declined with the decline in stock market values. Despite the decline in stock market values in 2003 the Wealth Management Division generated fees of $1.0 million in the first three months of 2003. Fees generated by the Wealth Management Division in the first three months of 2003 increased $35,000, or 3.45% over fees generated by the Wealth Management Division of $1.0 million in the same period in 2002. Fees generated by the Wealth Management Division represented 15.19% of other operating income in the first three months of 2003, as compared to 11.92% for the same period in 2002.

Investment Services, which provides mutual funds, certificates of deposit, and other non-insured investment products, generated fees totaling $406,000 in the first three months of 2003. This represented an increase of $31,000, or 8.27%, over fees generated of $375,000 for the same period in 2002. Fees generated by Investment Services represented 5.89% of other operating income in the first three months of 2003, as compared to 4.42% for the same period in 2002.

Bankcard, which provides merchant bankcard services (credit card processing, merchant terminals, and customer support), generated fees totaling $335,000 in the first three months of 2003. This represented an increase of $56,000, or 20.10%, over fees generated of $279,000 for the same period in 2002. Fees generated by Bankcard represented 4.86% of other operating income in the first three months of 2003, as compared to 3.29% for the same period in 2002. The increase in bankcard fees can primarily be attributed to an increase in the number of customers using merchant bankcard services.

Other fees and income, which includes wire fees, other business services, international banking fees, check sales, ATM fees, miscellaneous income, etc, was $611,000 in the first three months of 2003. This represented an increase of $163,000, or 36.23%, over other fees and income generated of $448,000 for the same period in 2002. Total revenue from Community Trust Deed Services was approximately $18,000 in the first three months of 2003 and $32,000 for the same period in 2002. CVB Ventures, Inc., a subsidiary of the Company, had revenues of $41,000 in the first three months of 2003 and $13,000 for the same period in 2002. Other fees and income represented 8.89% of other operating income in the first three months of 2003, as compared to 5.30% for the same period in 2002.

The sale of securities generated income totaling $794,000 in the first three months of 2003, and $3.1 million for the same period in 2002. A profit or loss on the sale of securities is usually an outcome of the execution of an investment portfolio strategy, rather than the purpose of a sale. During the first quarter of 2003, the Company continued to execute a strategy to reposition some of the securities in the Bank's portfolio, which would not perform well under the current yield environment.

***Other Operating Expenses***

Other operating expenses for the Company include expenses for salaries and benefits, occupancy, equipment, stationary and supplies, professional services, promotion, data processing, deposit insurance, and other expenses. Other operating expenses totaled $17.7 million for the first three months of 2003. This represents an increase of $2.2 million, or 14.48%, from other operating expenses of $15.5 million for the same period in 2002.

For the most part, other operating expenses reflect the direct expenses and related administrative expenses associated with staffing, maintaining, promoting, and operating branch facilities. Management's ability to control other operating expenses in relation to asset growth can be measured in terms of other operating expenses as a percentage of average assets. Operating expenses measured as a percentage of average assets decreased to 2.34% for the first three months of 2003, compared to a ratio of 2.51% for the same period in 2002. The decrease in the ratio indicates that management is controlling greater levels of assets with proportionately smaller operating expenses, an indication of operating efficiency.

Management's ability to control other operating expenses in relation to the level of net revenue (net interest income plus other operating income) is measured by the efficiency ratio and indicates the percentage of net revenue that is used to cover expenses. For the first three months of 2003, the efficiency ratio was 46.52%, compared to a ratio of 44.12% for the same period in 2002. The increase is primary due to gain on the sale of securities. Without the gain on the sale of securities, the efficiency ratio would have been decreased by 84 basis points. The decrease in the ratio indicates that a proportionately smaller amount of net revenue was being allocated to operating expenses, an additional indication of operating efficiency.

The following table reconciles the differences in operating efficiency ratio with and without the gains on sales of investment securities in conformity with accounting principles generally accepted in the United States of America:

Operating Efficiency Ratio Reconciliation
(Dollars in thousands)
For the Three Months
Ended March 31,

| | 2003 | | | 2002 | | |
|---|---|---|---|---|---|---|
| | Without gains | Gains on security | Reported earnings | Without gains | Gains on security | Reported earnings |
| Other Operating Expense | $ 17,739 | $ - | $ 17,739 | $ 15,497 | $ - | $ 15,497 |
| Net Revenues | $ 37,334 | $ 794 | $ 38,128 | $ 32,051 | $ 3,071 | $ 35,122 |
| Operating Efficiency Ratio | 47.51% | | 46.52% | 48.35% | | 44.12% |

The Company has presented operating efficiency ratio without the gains of investment securities to show the shareholders the earnings from operations unaffected by the impact of the investment securities gains. This illustrates the profitability of the Company from operations. The gains on sale of investment were taken, in both years, to reposition some of the securities in the Bank's portfolios, which would not perform well under the current yield environment.

Salaries and related expenses comprise the greatest portion of other operating expenses. Salaries and related expenses totaled $10.0 million for the first three months of 2003. This represented an increase of $1.5 million, or 17.34%, over salaries and related expenses of $8.5 million for the same period in 2002. The increases for 2003 primarily resulted from increased staffing levels and annual salary adjustments. At March 31, 2003, the Company employed 599 full time equivalent employees, compared to 580 full time equivalent employees at March 31, 2002. Salaries and related expenses as a percent of average assets decreased to 1.32% for the first three months of 2003, compared to 1.38% for the same period in 2002.

Occupancy and equipment expenses represent the cost of operating and maintaining branch and administrative facilities, including the purchase and maintenance of furniture, fixtures, office and equipment and data processing equipment. Occupancy expense totaled $1.6 million for the first three months of 2003. This represented an increase of $16,000, or 1.02%, over occupancy expense of $1.5 million for the same period in 2002. The increase in occupancy expense primarily is due to the acquisitions in 2002, the opening of the Bank's business financial center in Fresno and the on-going remodeling and upkeep of the Company's facilities. Equipment expense totaled $1.5 million for the first three months of 2003. This represented an increase of $39,000, or 2.67%, over the $1.5 million expense for the same period in 2002. The increase in equipment expense primarily reflects the upgrade to image processing equipment and the on going upgrade of other computer equipment.

Stationary and supplies expense totaled $1.1 million for the first three months of 2003. This represented an increase of $154,000, or 16.27%, over the expense of $945,000 for the same period in 2002.

Professional services totaled $682,000 for the first three months of 2003. This represented a decrease of $200,000 or 22.70%, over an expense of $882,000 for the same period in 2002.

Promotion expense totaled $1.1 million for the first three months of 2003. This represented an increase of $176,000, or 18.46%, from an expense of $954,000 for the same period in 2002. The increase in promotional expenses was primarily associated with the opening of the Bank's business financial center in Bakersfield and our entrance into California's central valley. As mentioned above, the Bank intends to open a new office in Fresno in June 2003.

Data processing expense totaled $303,000 for the first three months of 2003. This represented a decrease of $13,000, or 4.16%, from an expense of $316,000 for the same period in 2002.

The amortization expense of intangibles totaled $111,000 for the first three months of 2003 and $70,000 for the same period in 2002. The increase in 2003 is a result of the amortizable intangible assets due to the acquisition of Western Security Bank in July 2002.

Other operating expense totaled $1.4 million for the first three months of 2003. This represented an increase of $555,000, or 67.04%, from an expense of $829,000 for the same period in 2002. The increase in 2003 was primarily due to the expansion of the Company's operations and the acquisition of Western Security Bank and Golden West Financial in July of 2002.

***Income Taxes***

The Company's effective tax rate for the first three months of 2003 was 37.69%. This compares to effective tax rates of 37.24% for the same period in 2002. These rates are below the nominal combined Federal and State tax rates as a result of tax preferenced income from certain investments for each period. The majority of tax preferenced income is derived from municipal securities.

## ANALYSIS OF FINANCIAL CONDITION

The Company reported total assets of $3.40 billion at March 31, 2003. This represented an increase of $271.4 million, or 8.69%, over total assets of $3.12 billion at December 31, 2002. Earning assets totaled $3.20 billion at March 31, 2003. This represented an increase of $282.7 million, or 9.69%, over earning assets of $2.92 billion at December 31, 2002. Total liabilities were $3.13 billion at March 31, 2003. This represented an increase of $265.0 million, or 9.26%, over total liabilities of $2.86 billion at December 31, 2002. Total equity was $266.2 million at March 31, 2003. This represented an increase of $6.3 million, or 2.44%, over total equity of $259.8 million at December 31, 2002.

***Investment Securities***

The Company reported total investment securities of $1.76 billion at March 31, 2003. This represented an increase of $310.9 million, or 21.41%, over total investment securities of $1.45 billion at December 31, 2002. Investment securities comprise 55.12% of the Company's total earning assets at March 31, 2003.

In March of 2003, the company executed a strategy of pre-invest six months of future cash flows amounting to approximately $350.0 million. The purpose of this strategy was to capture current interest rates in anticipation of a lower interest rate environment over the next six months. In order to facilitate this strategy the Company entered into short-term borrowing agreements (borrowings with maturities of less than one year) with the Federal Home Loan Bank (FHLB) approximately $250.0 million with the intent to repay the borrowings with the pre-invested cash flows as they come due. It was anticipated that this strategy would yield at least 25 basis points higher than not pre-investing and during the period when the borrowing was outstanding (approximately six months) at least a one percent spread between the investment rate and borrowing rate would be achieved.

In accordance with SFAS No. 115, "Accounting for Certain Investments in Debt and Equity Securities", securities held as "available-for-sale" are reported at current market value for financial reporting purposes. The market value, less the amortized cost of investment securities, net of income taxes, is adjusted directly to stockholders' equity. At March 31, 2003, securities held as available-for-sale had a fair market value of $1.75 billion, representing 98% of total investment securities with an amortized cost of $1.69 billion. At March 31, 2003, the net unrealized holding gain on securities available-for-sale was $40.5 million and that resulted in accumulated other comprehensive income of $23.5 million (net of $17.0 million in deferred taxes). At December 31, 2002, the Company reported a net unrealized gain on investment securities available-for-sale of $44.2 million and accumulated other comprehensive income of $25.7 million (net of deferred taxes of $18.5 million).

Table 3 sets forth investment securities at March 31, 2003 and December 31, 2002.

Table 3 - Composition of Investment Securities
(dollars in thousands)

| | March 31, 2003 | | | | December 31, 2002 | | | |
|---|---|---|---|---|---|---|---|---|
| | Amortized Cost | Market Value | Net Unrealized Gain/(Loss) | Percent | Amortized Cost | Market Value | Net Unrealized Gain/(Loss) | Percent |
| Investment Securities | | | | | | | | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Available-for-Sale: | | | | | | | | |
| U.S. Treasury securities | $ 500 | $ 504 | $ 4 | 0.03% | $ 499 | 503 | $ 4 | 0.03% |
| Mortgage-backed securities | 661,122 | 675,834 | 14,712 | 38.33% | 553,148 | 571,130 | 17,982 | 39.33% |
| CMO's / REMIC's | 493,423 | 494,862 | 1,439 | 28.06% | 336,228 | 341,930 | 5,702 | 23.54% |
| Government agency securities | 30,533 | 31,277 | 744 | 1.77% | 30,554 | 31,377 | 823 | 2.16% |
| Tax-effected securities | 326,071 | 347,431 | 21,360 | 19.70% | 328,557 | 345,608 | 17,051 | 23.79% |
| Corporate bonds | 175,562 | 177,794 | 2,232 | 10.08% | 136,533 | 139,206 | 2,673 | 9.58% |
| Other securities | 845 | 845 | | 0.05% | 845 | 845 | | 0.06% |
| Total Investment Securities Available-for-Sale | 1,688,056 | 1,728,547 | 40,491 | 98.02% | 1,386,364 | 1,430,599 | 44,235 | 98.49% |
| Investment in stock of Federal Home Loan Bank | 34,900 | 34,900 | | 1.98% | 21,900 | 21,900 | | 1.51% |
| Total Investment Securities | $ 1,722,956 | $1,763,447 | $ 40,491 | 100.00% | $1,408,264 | 1,452,499 | $ 44,235 | 100.00% |

The weighted-average yield on the investment portfolio at March 31, 2003 was 5.04% with a weighted-average life of 3.03 years. This compares to a yield of 5.49% at December 31, 2002 with a weighted-average life of 2.82 years and a yield of 6.02% at March 31, 2002 with a weighted-average life of 4.14 years. The weighted average life is the average number of years that each dollar of unpaid principal due remains outstanding. Average life is computed as the weighted-average time to the receipt of all future cash flows, using as the weights the dollar amounts of the principal paydowns.

***Loans***

At March 31, 2003, the Company reported total loans, net of deferred loan fees, of $1.46 billion. This represents an increase of $11.7 million, or 0.81%, over total loans of $1.45 billion at December 31, 2002. Total loans, net of deferred loan fees, comprise 45.56% of the Company's total earning assets.

Table 4 - Distribution of Loan Portfolio by Type

| | March 31, 2003 | | December 31, 2002 | |
|---|---|---|---|---|
| Commercial and Industrial | $ 721,919 | 49.4% | $ 688,509 | 47.5% |
| Real Estate: | | | | |
| Construction | 102,580 | 7.0% | 105,486 | 7.3% |
| Mortgage | 401,141 | 27.4% | 396,707 | 27.4% |
| Consumer, net of unearned discount | 39,304 | 2.7% | 26,750 | 1.8% |
| Municipal lease finance receivables | 18,165 | 1.3% | 17,852 | 1.2% |
| Agribusiness | 178,734 | 12.2% | 214,849 | 14.8% |
| Gross Loans | 1,461,843 | 100.0% | 1,450,153 | 100.0% |
| Less: | | | | |
| Allowance for credit losses | (21,616) | | (21,666) | |
| Deferred net loan fees | (4,158) | | (4,144) | |
| Net Loans | $ 1,436,069 | | $ 1,424,343 | |

Commercial and industrial loans are loans and leases to commercial entities to finance capital purchases or improvements, or to provide cash flow for operations. Real estate loans are loans secured by conforming first trust deeds on real property, including property under construction, commercial property and single family and multifamily residences. Consumer loans include installment loans to consumers as well as home equity loans and other loans secured by junior liens on real property. Municipal lease finance receivables are leases to municipalities. Agribusiness loans are loans to finance the operating needs of wholesale dairy farm operations, cattle feeders, livestock raisers, and farmers.

***Non-performing Assets***

As set forth in Table 5, non-performing assets, which include non-performing loans plus other real estate owned (foreclosed property) were $1.1 million at March 31, 2003, a decrease of $231,000, or 17.24% from $1.3 million at March 31, 2002. Non-performing loans, which include non-accrual loans, loans past due 90 or more days and still accruing, and restructured loans were $1.1 million at March 31, 2003. This represented an increase of $285,000, or 34.59%, from the level of non-performing loans at December 31, 2002. In addition, the Company had loans classified as impaired at March 31, 2003 totaling $5.6 million. This represents an increase of $900,000, or 19.06%, compared to loans classified as impaired of $4.7 million at March 31, 2002 and December 31, 2002.

Although management believes that non-performing assets are generally secured and that potential losses are provided for in the allowance for credit losses, there can be no assurance that future deterioration in economic conditions or collateral values would not result in future credit losses.

TABLE 5 - Non-performing Assets (dollar amount in thousands)

| | March 31, 2003 | December 31, 2002 |
|---|---|---|
| Non-accrual loans | $858 | $190 |
| Loans past due 90 days or more and still accruing interest | 251 | 634 |
| Restructured loans | 0 | 0 |
| Other real estate owned (OREO), net | 0 | 0 |
| Total non-performing assets | $1,109 | $824 |
| Percentage of non-performing assets to total loans outstanding and OREO | 0.08% | 0.06% |
| Percentage of non-performing assets to total assets | 0.03% | 0.03% |

Except for non-performing loans as set forth in Table 5 and loans disclosed as impaired, (see "Risk Management - Credit Risk" herein) the Bank's management is not aware of any loans as of March 31, 2003 for which known credit problems of the borrower would cause serious doubts as to the ability of such borrowers to comply with their present loan repayment terms, or any known events that would result in the loan being designated as non-performing at some future date. The Bank's management cannot, however, predict the extent to which the deterioration in general economic conditions, real estate values, increase in general rates of interest, change in the financial conditions or business of a borrower may adversely affect a borrower's ability to pay.

At March 31, 2003 and December 31, 2002, the Company held no properties as other real estate owned.

***Goodwill and Intangible Assets***

Goodwill is recognized initially as an asset and initially measured as the excess of the cost of the acquired enterprise over the sum of the amounts (fair value) assigned to identifiable assets acquired over liabilities assumed. Intangible assets are assets, other than financial instruments, that lack physical substance (i.e., copyright, trademark, license agreement, customer list, customer relationship, core deposit relationship).

In June 2001, the FASB issued SFAS No. 142, "Accounting for Goodwill and Other Intangible Assets," effective starting with fiscal years beginning after December 15, 2001. This standard establishes new accounting standards for goodwill and other intangible assets and continues to require the recognition of goodwill and other intangible assets as an asset, but does not permit amortization of goodwill and other intangible assets with indefinite lives. Intangible assets with finite lives continue to be amortized over their life. The standard also establishes a new method of testing goodwill and other intangible assets for impairment. It requires goodwill and other intangible assets to be separately tested for impairment at a reporting unit level. The amount of goodwill determined to be impaired, if any, would be expensed to current operations.

In accordance with SFAS No. 142, the Company has determined the fair value of all reporting units assigned goodwill or intangible assets. In the assessment of fair value the present value technique was used. The assessment takes into account all assets, liabilities, and financial derivatives and then discounts their future cash flows (principal and interest) back to current values taking into account future maturities and/or scheduled future repricings in the analysis. In some cases third party information sources were relied on to complete the analysis. This includes the establishment of discount factors that represent current market indications for various assets and liabilities.

***Deposits***

The primary source of funds to support earning assets (loans and investments) is the generation of deposits from the Company's customer base. The ability to grow the customer base and subsequently deposits is a significant element in the performance of the Company.

At March 31, 2003, total deposits were $2.32 billion. This represented an increase of $10.5 million, or 0.46%, from total deposits of $2.31 billion at December 31, 2002. Average total deposits for the first three months of 2003 were $2.29 billion. This represented an increase of $418.0 million, or 22.36%, from average total deposits of $1.87 billion for the three months ended March 31, 2002. The comparison of average balances for the first three months of 2003 is more representative of the Company's growth in deposits as it excludes the historical seasonal peak in deposits at year-end. The composition of deposits is as follows:

| | March 31, 2003 | | December 31, 2002 | |
|---|---|---|---|---|
| | (Amounts in thousands) | | | |
| Non-interest bearing deposits | | | | |
| Demand deposits | $ 893,067 | 38.5% | $ 958,671 | 41.5% |
| Interest bearing deposits | | | | |
| Savings Deposits | 862,941 | 37.2% | 784,700 | 34.0% |
| Time deposits | 564,487 | 24.3% | 566,593 | 24.6% |
| Total deposits | $ 2,320,495 | 100.0% | $ 2,309,964 | 100.0% |

The amount of non-interest-bearing demand deposits in relation to total deposits is an integral element in achieving a low cost of funds. Demand deposits totaled $893.1 million at March 31, 2003, representing a decrease of $65.6 million, or 6.84%, from total demand deposits of $958.7 million at December 31, 2002. Average demand deposits for the first three months of 2003 were $893.5 million. This represented an increase of $162.3 million, or 22.20%, from average demand deposits of $731.1 million for the first three months of 2002. Non-interest-bearing demand deposits represented 38.49% of total deposits as of March 31, 2003 and 41.50% of total deposits as of December 31, 2002.

Savings deposits, which include savings, interest-bearing demand, and money market accounts, totaled $862.9 million at March 31, 2003, representing an increase of $78.2 million, or 9.97%, from savings deposits of $784.7 million at December 31, 2002.

Time deposits totaled $564.5 million at March 31, 2003 of which $50.7 million were brokered. This represented a decrease of $2.1 million, or 0.37%, over total time deposits of $566.6 million at December 31, 2002.

***Borrowed Funds***

To achieve the desired growth in earning assets and to fully utilize its capital the Company funds that growth through generating sources of funds. The first source of funds the Company pursues is non-interest-bearing deposits (the lowest cost of funds to the Company), next the Company pursues the growth in interest-bearing deposits and finally the Company supplements the growth in deposits with borrowed funds. Average borrowed funds, as a percent of average total funding (total deposits plus demand notes plus borrowed funds) was 17.06% for the period ending March 31, 2003, as compared to 15.74% for the period ending December 31, 2002.

During 2003 and 2002, the Bank entered into short-term borrowing agreements (borrowings with maturities of less than one year) with the Federal Home Loan Bank (FHLB) and other institutions. The Bank had outstanding balances of $205.0 million and $166.0 million under these agreements at March 31, 2003 and December 31, 2002, respectively. The weighted average annual interest rate was 1.29% and 2.98% at March 31, 2003 and December 31, 2002, respectively. FHLB held certain investment securities of the Bank as collateral for those borrowings.

During 2003 and 2002, the Bank entered into long-term borrowing agreements (borrowings with maturities of one year or longer) with the FHLB. The Bank had outstanding balances of $518.0 million and $272.0 million under these agreements at March 31, 2003 and December 31, 2002, respectively. The weighted average annual interest rate was 4.07% and 5.07% at March 31, 2003 and December 31, 2002, respectively. FHLB held certain investment securities of the Bank as collateral for those borrowings.

The Bank entered into an agreement, known as the Treasury Tax & Loan ("TT&L") Note Option Program with the Federal Reserve Bank and the U.S. Department of Treasury in which federal tax deposits made by depositors can be held by the bank until called (withdrawn) by the U.S. Department of Treasury. On March 31, 2003 we do not have any amounts held by the bank in the TT&L Note Option Program. On December 31, 2002, the amount held by the bank in the TT&L Note Option Program was $14.9 million, collateralized by securities. The amounts are payable on demand. The Bank borrows at a variable rate of 25 basis points less than the average weekly federal funds rate.

At March 31, 2003, borrowed funds totaled $723.0 million. This represented an increase of $255.0 million, or 54.49%, from total borrowed funds of $468.0 million at December 31, 2002.

As stated in the "Investment Securities" section, in March of 2003, the company executed a strategy of pre-invest six months of future cash flows amounting to approximately $350.0 million. The purpose of this strategy was to capture current interest rates in anticipation of a lower interest rate environment over the next six months. In order to facilitate this strategy the Company entered into short-term borrowing agreements (borrowings with maturities of less than one year) with the Federal Home Loan Bank (FHLB) approximately $250.0 million with the intent to repay the borrowings with the pre-invested cash flows as they come due. It was anticipated that this strategy would yield at least 25 basis points higher than not pre-investing and during the period when the borrowing was outstanding (approximately six months) at least a one percent spread between the investment rate and borrowing rate would be achieved.

***Capital Resources***

Historically, the Company's primary source of capital has been the retention of operating earnings. In order to ensure adequate levels of capital, the Company conducts an ongoing assessment of projected sources and uses of capital in conjunction with projected increases in assets and the level of risk.

The Company's equity capital was $266.2 million at March 31, 2003. This represented an increase of $6.3 million, or 2.44% over equity capital of $259.8 million at December 31, 2002. The Company's 2002 Annual Report on Form 10-K (Management's Discussion and Analysis and Note 15 of the accompanying financial statements) describes the regulatory capital requirements of the Company and the Bank.

In October 2001, the Company's board of directors authorized the repurchase of up to 2.0 million shares (all share amounts will not be adjusted to reflect stock dividends and splits) of the Company's common stock. During 2002, we repurchased 100,000 shares of common stock for the total price of $2.1 million. As of March 31, 2003, 1.9 million shares are available to be repurchased in the future. Subsequent to March 31, 2003, the Company repurchased an additional 61,500 shares for the total price of $1.2 million.

The Bank and the Company are required to meet risk-based capital standards set by their 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 authorities require the highest rated institutions to maintain a minimum leverage ratio of 4.0%. At March 31, 2003, the Bank and the Company exceeded the minimum risk-based capital ratio and leverage ratio required to be considered "Well Capitalized".

Table 6 below presents the Company's and the Bank's risk-based and leverage capital ratios as of March 31, 2003, and December 31, 2002.

Table 6 - Regulatory Capital Ratios

| Capital Ratios | Required Minimum Ratios | March 31, 2003 Company | Bank | December 31, 2002 Company | Bank |
|---|---|---|---|---|---|
| Risk-based capital ratios: | | | | | |
| Tier I | 4.00% | 10.15% | 10.12% | 10.18% | 10.22% |
| Total | 8.00% | 11.13% | 11.10% | 11.21% | 11.25% |
| Leverage ratio | 4.00% | 7.44% | 7.43% | 7.56% | 7.59% |

**Risk Management**

The Company's management has adopted a Risk Management Plan to ensure the proper control and management of all risk factors inherent in the operation of the Company and the Bank. Specifically, credit risk, interest rate risk, liquidity risk, transaction risk, compliance risk, strategic risk, reputation risk, price risk and foreign exchange risk, can all affect the market risk exposure of the Company. These specific risk factors are not mutually exclusive. It is recognized that any product or service offered by the Company may expose the Bank to one or more of these risks.

***Credit Risk***

Credit risk is defined as the risk to earnings or capital arising from an obligor's failure to meet the terms of any contract or otherwise fail to perform as agreed. Credit risk is found in all activities where success depends on counter party, issuer, or borrower performance. Credit risk arises through the extension of loans and leases, certain securities, and letters of credit.

Credit risk in the investment portfolio and correspondent bank accounts is addressed through defined limits in the Bank's policy statements. In addition, certain securities carry insurance to enhance credit quality of the bond. Limitations on industry concentration, aggregate customer borrowings, geographic boundaries and standards on loan quality also are designed to reduce loan credit risk. Senior Management, Directors' Committees, and the Board of Directors are provided with information to appropriately identify, measure, control and monitor the credit risk of the Bank.

Implicit in lending activities is the risk that losses will occur and that the amount of such losses will vary over time. Consequently, the Company maintains an allowance for credit losses by charging a provision for credit losses to earnings. Loans determined to be losses are charged against the allowance for credit losses. The Company's allowance for credit losses is maintained at a level

considered by the Bank's management to be adequate to provide for estimated probable losses inherent in the existing portfolio, and unused commitments to provide financing, including commitments under commercial and standby letters of credit.

The allowance for credit losses is based upon estimates of probable losses inherent in the loan and lease portfolio. The nature of the process by which the Company determines the appropriate allowance for credit losses requires the exercise of considerable judgment. The amount actually observed in respect of these losses can vary significantly from the estimated amounts. The Company employs a systematic methodology that is intended to reduce the differences between estimated and actual losses.

The Company's methodology for assessing the appropriateness of the allowance is conducted on a regular basis and considers all loans. The systematic methodology consists of two major elements.

The first major element includes a detailed analysis of the loan portfolio in two phases. The first phase is conducted in accordance with SFAS No. 114, "Accounting by Creditors for the Impairment of a Loan", as amended by SFAS No. 118, "Accounting by Creditors for Impairment of a Loan - Income Recognition and Disclosures." Individual loans are reviewed to identify loans for impairment. A loan is impaired when principal and interest are deemed uncollectable in accordance with the original contractual terms of the loan. Impairment is measured as either the expected future cash flows discounted at each loan's effective interest rate, the fair value of the loan's collateral if the loan is collateral dependent, or an observable market price of the loan (if one exists). Upon measuring the impairment, the Company will insure an appropriate level of allowance is present or established.

Central to the first phase and the Company's credit risk management is its loan risk rating system. The originating credit officer assigns borrowers an initial risk rating, which is based primarily on a thorough analysis of each borrower's financial capacity in conjunction with industry and economic trends. Approvals are made based upon the amount of inherent credit risk specific to the transaction and are reviewed for appropriateness by senior line and credit administration personnel. Credits are monitored by line and credit administration personnel for deterioration in a borrower's financial condition, which would impact the ability of the borrower to perform under the contract. Risk ratings are adjusted as necessary.

Based on the risk rating system, specific allowances are established in cases where management has identified significant conditions or circumstances related to a credit that management believes indicates the probability that a loss has been incurred. Management performs a detailed analysis of these loans, including, but not limited to, cash flows, appraisals of the collateral, conditions of the marketplace for liquidating the collateral and assessment of the guarantors. Management then determines the inherent loss potential and allocates a portion of the allowance for losses as a specific allowance for each of these credits.

The second phase is conducted by evaluating or segmenting the remainder of the loan portfolio into groups or pools of loans with similar characteristics in accordance with SFAS No. 5, "Accounting for Contingencies." In this second phase, groups or pools of homogeneous loans are reviewed to determine a portfolio formula allowance. In the case of the portfolio formula allowance, homogeneous portfolios, such as small business loans, consumer loans, agricultural loans, and real estate loans, are aggregated or pooled in determining the appropriate allowance. The risk assessment process in this case emphasizes trends in the different portfolios for delinquency, loss, and other-behavioral characteristics of the subject portfolios.

The second major element in the Company's methodology for assessing the appropriateness of the allowance consists of management's considerations of all known relevant internal and external factors that may affect a loan's collectibility. This includes management's estimates of the amounts necessary for concentrations, economic uncertainties, the volatility of the market value of collateral, and other relevant factors. The relationship of the two major elements of the allowance to the total allowance may fluctuate from period to period.

In the second major element of the analysis which considers all known relevant internal and external factors that may affect a loan's collectibility is based upon management's evaluation of various conditions, the effects of which are not directly measured in the determination of the formula and specific allowances. The evaluation of the inherent loss with respect to these conditions is subject to a higher degree of uncertainty because they are not identified with specific problem credits or portfolio segments. The conditions evaluated in connection with the second element of the analysis of the allowance include, but are not limitted to the following conditions that existed as of the balance sheet date:

- then-existing general economic and business conditions affecting the key lending areas of the Company,
- then-existing economic and business conditions of areas outside the lending areas, such as other sections of the United States, Asia and Latin America,
- credit quality trends (including trends in non-performing loans expected to result from existing conditions),
- collateral values,
- loan volumes and concentrations,
- seasoning of the loan portfolio,
- specific industry conditions within portfolio segments,
- recent loss experience in particular segments of the portfolio,
- duration of the current business cycle,
- bank regulatory examination results and
- findings of the Company's internal credit examiners.

Management reviews these conditions in discussion with the Company's senior credit officers. To the extent that any of these conditions is evidenced by a specifically identifiable problem credit or portfolio segment as of the evaluation date, management's estimate of the effect of such condition may be reflected as a specific allowance applicable to such credit or portfolio segment. Where any of these conditions is not evidenced by a specifically identifiable problem credit or portfolio segment as of the evaluation date, management's evaluation of the inherent loss related to such condition is reflected in the second major element allowance. Although management has allocated a portion of the allowance to specific loan categories, the adequacy of the allowance must be considered in its entirety.

The Company maintains an allowance for inherent credit losses that is increased by a provision for credit losses charged against operating results. The allowance for credit losses is also increased by recoveries on loans previously charged off and reduced by actual loan losses charged to the allowance. There was no provision for credit losses during the first three months of 2003 and 2002. The determination of the provision for credit losses is based on an analysis of the loan and lease finance receivables portfolio using a systematic methodology and reflects an amount that, in management's judgment, is adequate to provide for an allowance for credit losses to provide for probable credit losses inherent in the portfolio, after giving consideration to the character of the loan portfolio, current economic conditions, past credit loss experience, and such other factors as deserve current recognition in estimating inherent credit losses. In management's judgment the allowance for credit losses at its current level is adequate, therefore, no additional provision was provided.

At March 31, 2003, the Company reported an allowance for credit losses of $21.6 million. This represented a decrease of $49,000, or 0.23%, from the allowance for credit losses of $21.7 million at December 31, 2002.

At March 31, 2003, the Company had loans classified as impaired totaling $5.6 million. This represents an increase of $900,000, or 19.06%, compared to loans classified as impaired of $4.7 million at December 31, 2002. Impaired loans measured, as a percent of gross loans equaled 0.39% and 0.33%, at March 31, 2003 and December 31, 2002 respectively.

Non-performing loans, which include non-accrual loans, loans past due 90 or more days and still accruing, and restructured loans, totaled $1.1 million at March 31, 2003. This represented an increase of $285,000, or 34.59%, from non-performing loans of $824,000 at December 31, 2002. Non-performing loans measured, as a percent of gross loans, equaled 0.08% and 0.06%, at March 31, 2003 and December 31, 2002, respectively. Nonaccrual loans increased $668,000, or 351.49%, to $858,000 at March 31, 2003, from $190,000 at December 31, 2002.

TABLE 7 - Summary of Credit Loss Experience
(amounts in thousands)

| | Three-months ended March 31, 2003 | 2002 |
|---|---|---|
| Amount of Total Loans at End of Period (1) | $ 1,457,685 | $ 1,155,977 |
| Average Total Loans Outstanding (1) | $ 1,434,083 | $ 1,160,999 |
| Allowance for Credit Losses at Beginning of Period: | | |
| Citizens Business Bank | $ 21,666 | $ 20,469 |
| Loans Charged-Off: | | |
| Real Estate Loans | | |
| Commercial and Industrial | 205 | |
| Consumer Loans | 12 | 52 |
| Total Loans Charged-Off | 217 | 52 |
| Recoveries: | | |
| Real Estate Loans | 12 | 653 |
| Commercial and Industrial | 94 | 3 |
| Consumer Loans | 61 | 1 |
| Total Loans Recovered | 167 | 657 |
| Net Loans Charged-Off (Recovered) | 50 | (605) |
| Provision Charged to Operating Expense | 0 | 0 |
| Allowance for Credit Losses at End of period | $ 21,616 | $ 21,074 |

--------
(1) Net of deferred loan fees

| | | |
|---|---|---|
| Net Loans Charged-Off (Recovered) to Average Total Loans* | 0.01% | -0.21% |
| Net Loans Charged-Off (Recovered) to Total Loans at End of Period* | 0.01% | -0.21% |
| Allowance for Credit Losses to Average Total Loans | 1.51% | 1.82% |
| Allowance for Credit Losses to Total Loans at End of Period | 1.48% | 1.82% |
| Net Loans Charged-Off (Recovered) to Allowance for Credit Losses* | 0.93% | -11.48% |
| Net Loans Charged-Off (Recovered) to Provision for Credit Losses | | |

* Net Loan Charge-Off (Recovered) amounts are annualized.

While management believes that the allowance at March 31, 2003, 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.

## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

***Market Risk***

In the normal course of its business activities, the Company is exposed to market risks, including price and liquidity risk. Market risk is the potential of loss from adverse changes in market rates and prices, such as interest rates (interest rate risk). Liquidity risk arises from the possibility that the Company may not be able to satisfy current or future commitments or that the Company may be more reliant on alternative funding sources such as long-term debt. Financial products that expose the Company to market risk includes securities, loans, deposits, debt, and derivative financial instruments.

***Interest Rate Risk***

During periods of changing interest rates, the ability to reprice interest-earning assets and interest-bearing liabilities can influence net interest income, the net interest margin, and consequently, the Company's earnings. Interest rate risk is managed by attempting to control the spread between rates earned on interest-earning assets and the rates paid on interest-bearing liabilities within the constraints imposed by market competition in the Bank's service area. Short-term repricing risk is minimized by controlling the level of floating rate loans and maintaining a downward sloping ladder of bond payments and maturities. Basis risk is managed by the timing and magnitude of changes to interest-bearing deposit rates. Yield curve risk is reduced by keeping the duration of the loan and bond portfolios relatively short. Options risk in the bond portfolio is monitored monthly and actions are recommended when appropriate.

The Bank's management monitors the interest rate "sensitivity" risk to earnings from potential changes in interest rates using various methods, including a maturity/repricing gap analysis. This analysis measures, at specific time intervals, the differences between earning assets and interest-bearing liabilities for which repricing opportunities will occur. A positive difference, or gap, indicates that earning assets will reprice faster than interest-bearing liabilities. This will generally produce a greater net interest margin during periods of rising interest rates, and a lower net interest margin during periods of declining interest rates. Conversely, a negative gap will generally produce a lower net interest margin during periods of rising interest rates and a greater net interest margin during periods of decreasing interest rates.

The interest rates paid on deposit accounts do not always move in unison with the rates charged on loans. In addition, the magnitude of changes in the rates charged on loans is not always proportionate to the magnitude of changes in the rate paid for deposits. Consequently, changes in interest rates do not necessarily result in an increase or decrease in the net interest margin solely as a result of the differences between repricing opportunities of earning assets or interest-bearing liabilities. The fact that the Bank reported a positive gap at March 31, 2003 does not necessarily indicate that, if interest rates decreased, net interest income would increase, or if interest rates increased, net interest income would decrease.

Approximately $1.17 billion, or 66.61%, of the total investment portfolio at March 31, 2003 consisted of securities backed by mortgages. The final maturity of these securities can be affected by the speed at which the underlying mortgages repay. Mortgages tend to repay faster as interest rates fall, and slower as interest rates rise. As a result, the Bank may be subject to a "prepayment risk" resulting from greater funds available for reinvestment at a time when available yields are lower. Conversely, the Bank may be subject to "extension risk" resulting from lesser amounts available for reinvestment at a time when available yields are higher. Prepayment risk includes the risk associated with the payment of an investment's principal faster than originally intended. Extension risk is the risk associated with the payment of an investment's principal over a longer time period than originally anticipated. In addition, there can be greater risk of price volatility for mortgage-backed securities as a result of anticipated prepayment or extension risk.

The Company's management also utilizes the results of a dynamic simulation model to quantify the estimated exposure of net interest income to sustained interest rate changes. The sensitivity of the Company's net interest income is measured over a rolling two-year horizon.

The simulation model estimates the impact of changing interest rates on the interest income from all interest-earning assets and the interest expense paid on all interest-bearing liabilities reflected on the Company's balance sheet. This sensitivity analysis is compared to policy limits, which specify a maximum tolerance level for net interest income exposure over a one-year horizon assuming no balance sheet growth, given both a 200 basis point upward and downward shift in interest rates. A parallel and pro rata shift in rates over a 12-month period is assumed.

The following depicts the Company's net interest income sensitivity analysis as of March 31, 2003:

| Simulated Rate Changes | Estimated Net Interest Income Sensitivity |
|---|---|
| +200 basis points | ( 0.74% ) |
| -100 basis points | ( 3.29% ) |

The estimated sensitivity does not necessarily represent a Company forecast and the results may not be indicative of actual changes to the Company's net interest income. These estimates are based upon a number of assumptions including: the nature and timing of interest rate levels including yield curve shape, prepayments on loans and securities, pricing strategies on loans and deposits, and replacement of asset and liability cashflows. While the assumptions used are based on current economic and local market conditions, there is no assurance as to the predictive nature of these conditions including how customer preferences or competitor influences might change.

***Contractual Obligations and Commitments***

At March 31, 2002, the Bank had commitments to extend credit of approximately $505,305,000 and obligations under letters of credit of $25,028,000. Commitments to extend credit are agreements to lend to customers, provided there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Commitments are generally variable rate, and many of these commitments are expected to expire without being drawn upon. As such, the total commitment amounts do not necessarily represent future cash requirements. The Bank uses the same credit underwriting policies in granting or accepting such commitments or contingent obligations as it does for on-balance-sheet instruments, which consist of evaluating customers' creditworthiness individually.

Standby letters of credit written are conditional commitments issued by the Bank to guarantee the financial performance of a customer to a third party. Those guarantees are primarily issued to support private borrowing arrangements. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. When deemed necessary, the Bank holds appropriate collateral supporting those commitments. Management does not anticipate any material losses as a result of these transactions.

The following table summarizes the commitments by expiration period:

| March 31, 2003 | | Amount of Commitment Expiration Per Period | | | |
|---|---|---|---|---|---|
| | Total Amounts Committed | Less Than One Year | One Year to Three Years | Threes Year to Five Years | After Five Years |
| Commitment to extend credit | $ 505,305,047 | $ 435,956,337 | $ 16,472,527 | $ 31,153,661 | $ 21,722,522 |
| Obligations under letters of credit | 25,027,869 | 14,434,457 | 10,593,412 | | |
| Total | $ 530,332,916 | $ 450,390,794 | $ 27,065,939 | $ 31,153,661 | $ 21,722,522 |

The Bank has available lines of credit totaling $282,000,000 from certain financial institutions, and lease obligations totaling $13,503,148. The following indicates the expiration periods for these items:

| March 31, 2003 | | Amount of Lines of Credit and Leases Expiration Per Period | | | |
|---|---|---|---|---|---|
| | Total Amounts Committed | Less Than One Year | One Year to Three Years | Threes Year to Five Years | After Five Years |
| Available lines of credit | $ 282,000,000 | $ 282,000,000 | $ | $ | $ |
| Leases | 13,503,148 | 2,832,185 | 4,753,201 | 2,821,869 | 3,095,893 |

| Total | | | | | |
|---|---|---|---|---|---|
| | $ 295,503,148 | $ 284,832,185 | $ 4,753,201 | $ 2,821,869 | $ 3,095,893 |

***Liquidity Risk***

Liquidity risk is the risk to earnings or capital resulting from the Bank's inability to meet its obligations when they come due without incurring unacceptable losses. It includes the ability to manage unplanned decreases or changes in funding sources and to recognize or address changes in market conditions that affect the Bank's ability to liquidate assets quickly and with minimum loss of value. Factors considered in liquidity risk management are stability of the deposit base; marketability, maturity, and pledging of investments; and the demand for credit.

In general, liquidity risk is managed daily by controlling the level of fed funds and the use of funds provided by the cash flow from the investment portfolio. To meet unexpected demands, lines of credit are maintained with correspondent banks, the Federal Home Loan Bank and the Federal Reserve Bank. The sale of bonds maturing in the near future can also serve as a contingent source of funds. Increases in deposit rates are considered a last resort as a means of raising funds to increase liquidity.

For the Bank, sources of funds normally include principal payments on loans and investments, other borrowed funds, and growth in deposits. Uses of funds include withdrawal of deposits, interest paid on deposits, increased loan balances, purchases, and other operating expenses.

Net cash provided by operating activities totaled $15.5 million for the first three months of 2003, compared to $4.6 million for the same period last year. The increase was primarily the result of the interest received, offset by cash paid to suppliers and employees.

Net cash used in investing activities totaled $317.4 million for the first three months of 2003, compared to $22.9 million used by investing activities for the same period in 2002. The increase was primarily the result of an increase in the purchase of investment securities and an increase in loans, offset by the proceeds of repayment of investment securities.

Funds provided by financing activities totaled $246.1 million for the first three months of 2003, compared to funds provided by financing activities of $6.1 million for the same period last year. The increase in net cash provided by financing activities was primarily the result of an increase in borrowings during the period.

At March 31, 2003, cash and cash equivalents totaled $109.2 million. This represented an increase of $18.7 million, or 20.70%, from a total of $90.4 million at March 31, 2002.

Since the primary sources and uses of funds for the Bank are loans and deposits, the relationship between gross loans and total deposits provides a useful measure of the Bank's liquidity. Typically, the closer the ratio of loans to deposits is to 100%, the more reliant the Bank is on its loan portfolio to provide for short-term liquidity needs. Since repayment of loans tends to be less predictable than the maturity of investments and other liquid resources, the higher the loans to deposit ratio the less liquid are the Bank's assets. For the first three months of 2003, the Bank's loan to deposit ratio averaged 62.68%, compared to an average ratio of 62.09% for the same period in 2002.

CVB is a company separate and apart from the Bank that must provide for its own liquidity. Substantially all of CVB's revenues are obtained from dividends declared and paid by the Bank. The remaining cashflow is from rents paid by third parties on office space in the Company's corporate headquarters. There are statutory and regulatory provisions that could limit the ability of the Bank to pay dividends to CVB. At March 31, 2003, approximately $88.3 million of the Bank's equity was unrestricted and available to be paid as dividends to CVB. Management of CVB believes that such restrictions will not have an impact on the ability of CVB to meet its ongoing cash obligations.

**ITEM 4. CONTROLS AND PROCEDURES**

The Company maintains controls and procedures designed to ensure that information is recorded and reported in all filings of financial reports. Such information is reported to the Company's management, including its Chief Executive Officer and its Chief Financial Officer to allow timely and accurate disclosure based on the definition of "disclosure controls and procedures" in Rule 13a-14(c). In designing these controls and procedures, management recognizes that they can only provide reasonable assurance of achieving the desired control objectives. Management also evaluated the cost-benefit relationship of possible controls and procedures.

Within 90 days prior to the date of this report, the Company carried out an evaluation of the effectiveness of Company's controls and disclosure procedures under the supervision and with the participation of the Chief Executive Officer, the Chief Financial Officer and other senior management of the Company. Based on the foregoing, the Company's Chief Executive Officer and the Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective.

There have been no significant changes in the Company's internal controls or in other factors that could significantly affect the internal controls subsequent to the date the Company completed its evaluation.

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PART II - OTHER INFORMATION

Item 1 - Legal Proceedings

In May 1998, the Bank received an unfavorable jury judgment as a result of the lawsuit filed against them by MRI Grand Terrace, Inc. ("MRI"). The award to MRI and its joint venture partner, Tri-National Development Corp. was approximately $4,900,000, which included approximately $2,100,000 in compensatory damages, $1,600,000 in punitive damages, and $1,200,000 in prejudgment interest. The lawsuit alleges that the Bank misled MRI in its purchase of a commercial real estate property from the Bank. The Bank subsequently made a motion to the trial judge to vacate the jury verdict, and on August 14, 1998, the motion was denied. The Bank filed an appeal on August 19, 1998. The Court of Appeal has vacated the judgment and remanded the case for retrial. In addition, the Court of Appeal has awarded the Bank the costs of Appeal. MRI petitioned the Supreme Court of the State of California, who refused to hear the case.

On March 14, 2003, the Bank reached a settlement in the MRI litigation. Pursuant to this settlement, the Bank has agreed pay $2 million dollars to the plaintiffs and the plaintiffs have agreed to dismiss this case in its entirety with prejudice. The settlement is contingent upon the approval of the bankruptcy court currently administering the bankruptcy proceedings of the Tri-National Development Corp. as successor to MRI. The amount of this settlement is less than half of the original jury judgment against the Bank, which the Bank was required to accrue for under accounting principles generally accepted in the United States of America.

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

Exhibit 99.1 Certification of D. Linn Wiley pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Exhibit 99.2 Certification of Edward J. Biebrich, Jr. pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

On April 17, 2003, the Company filed a report on Form 8-K reporting its results of operations for the quarter ended March 31, 2003.

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SIGNATURES

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

CVB FINANCIAL CORP.
(Registrant)

Date: May 14, 2003

/s/ Edward J. Biebrich Jr.
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Edward J. Biebrich Jr.
Chief Financial Officer

Certification

I, D. Linn Wiley, certify that:

1. I have reviewed this quarterly report on Form 10-Q of CVB Financial Corp.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
   a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
   b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
   c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
   a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 14, 2003

/s/ D. Linn Wiley
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D. Linn Wiley
Chief Executive Officer

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Certification

I, Edward J. Biebrich, Jr., certify that:

1. I have reviewed this quarterly report on Form 10-Q of CVB Financial Corp.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
   a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
   b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
   c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
   a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 14, 2003

/s/ Edward J. Biebrich, Jr.
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Edward J. Biebrich, Jr.
Chief Financial Officer

Exhibit 99.1

CERTIFICATION

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of CVB Financial Corp. (the "Company") on Form 10-Q for the period ended March 31, 2003, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, D. Linn Wiley, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C.ss.1350, as adopted pursuant to ss.906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: May 14, 2003

/s/ D. Linn Wiley

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D. Linn Wiley
Chief Executive Officer

As signed original of this written statement required by Section 906 has been provided to CVB Financial Corp. and will be retained by CVB Financial Corp. and furnished to the Securities and Exchange Commissioner on its staff upon request.

Exhibit 99.2

CERTIFICATION

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of CVB Financial Corp. (the "Company") on Form 10-Q for the period ended March 31, 2003, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Edward J. Biebrich, Jr., Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C.ss. 1350, as adopted pursuant toss.906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: May 14, 2003

/s/ Edward J. Biebrich Jr.
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Edward J. Biebrich Jr.
Chief Financial Officer

As signed original of this written statement required by Section 906 has been provided to CVB Financial Corp. and will be retained by CVB Financial Corp. and furnished to the Securities and Exchange Commissioner on its staff upon request.