PROVIDENT FINANCIAL HOLDINGS INC
Form 10-K
September 15, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(Mark one)

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

For the fiscal year ended June 30, 2008

OR

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

Commission File Number: 000-28304

PROVIDENT FINANCIAL HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	33-0704889 (I.R.S. Employer Identification Number)
3756 Central Avenue, Riverside, California (Address of principal executive offices)	92506 (Zip Code)

Registrant's telephone number, including area code: (951) 686-6060

Securities registered pursuant to Section 12(b) of the Act:

Common Stock, par value $.01 per share	The NASDAQ Stock Market LLC
(Title of Each Class)	(Name of Each Exchange on Which Registered)

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES NO X .

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES NO X .

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 disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the Registrant's knowledge, in definitive proxy or other information statements incorporated by reference in Part III of this Form 10-K or any amendments to this Form 10-K.
[ ]

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer ____ Accelerated filer X Non-accelerated filer ____ Smaller Reporting Company ___

Indicate by check mark whether the Registrant is a shell company (as defined in Exchange Act Rule 12b-2).
YES NO X .

As of September 5, 2008, there were 6,208,519 shares of the Registrant's common stock issued and outstanding. The Registrant's common stock is listed on the NASDAQ Global Select Market under the symbol "PROV." The aggregate market value of the common stock held by nonaffiliates of the Registrant, based on the closing sales price of the Registrant's common stock as quoted on the NASDAQ Global Select Market on December 31, 2007, was $102.0 million.

DOCUMENTS INCORPORATED BY REFERENCE

1. Portions of the Annual Report to Shareholders are incorporated by reference into Part II.

2. Portions of the definitive Proxy Statement for the fiscal 2008 Annual Meeting of Shareholders ("Proxy Statement") are incorporated by reference into Part III.

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PART I

Item 1. Business

General

Provident Financial Holdings, Inc. (the “Corporation”), a Delaware corporation, was organized in January 1996 for the purpose of becoming the holding company of Provident Savings Bank, F.S.B. (the “Bank”) upon the Bank’s conversion from a federal mutual to a federal stock savings bank (“Conversion”). The Conversion was completed on June 27, 1996. At June 30, 2008, the Corporation had total assets of $1.6 billion, total deposits of $1.0 billion and stockholders’ equity of $124.0 million. The Corporation has not engaged in any significant activity other than holding the stock of the Bank. Accordingly, the information set forth in this Annual Report on Form 10-K (“Form 10-K”), including financial statements and related data, relates primarily to the Bank and its subsidiaries.

The Bank, founded in 1956, is a federally chartered stock savings bank headquartered in Riverside, California. The Bank is regulated by the Office of Thrift Supervision (“OTS”), its primary federal regulator, and the Federal Deposit Insurance Corporation (“FDIC”), the insurer of its deposits. The Bank’s deposits are federally insured up to applicable limits by the FDIC. The Bank has been a member of the Federal Home Loan Bank (“FHLB”) – San Francisco since 1956.

The Bank is a financial services company committed to serving consumers and small to mid-sized businesses in the Inland Empire region of Southern California. The Bank conducts its business operations as Provident Bank, Provident Bank Mortgage (“PBM”), a division of the Bank, and through its subsidiary, Provident Financial Corp. The business activities of the Bank consist of community banking, mortgage banking, investment services and trustee services. Financial information regarding the Corporation’s two operating segments, Provident Bank and PBM, is contained in Note 17 to the Corporation’s audited consolidated financial statements included in Item 8 of this Form 10-K.

The Bank’s community banking operations primarily consist of accepting deposits from customers within the communities surrounding its full service offices and investing those funds in single-family, multi-family, commercial real estate, construction, commercial business, consumer and other loans. Mortgage banking activities primarily consist of the origination and sale of single-family mortgage loans (including second mortgages and equity lines of credit). Through its subsidiary, Provident Financial Corp, the Bank conducts trustee services for the Bank’s real estate transactions and in the past has held real estate for investment. The Bank now offers investment and insurance services directly, rather than through its subsidiary. See “Subsidiary Activities” on page 30 of this Form 10-K. The Bank’s revenues are derived principally from interest earned on its loan and investment portfolios, and fees generated through its community banking and mortgage banking activities.

On June 22, 2006, the Bank established the Provident Savings Bank Charitable Foundation (“Foundation”) in order to further its commitment to the local community. The specific purpose of the Foundation is to promote and provide for the betterment of youth, education, housing and the arts in the Bank’s primary market areas of Riverside and San Bernardino Counties. The Foundation was funded with a $500,000 charitable contribution made by the Bank in the fourth quarter of fiscal 2006. The Bank contributed $40,000 to the Foundation in fiscal 2008, but did not contribute any funds to the Foundation in fiscal 2007.

Subsequent Events:

Cash dividend

On July 31, 2008, the Corporation announced a cash dividend of $0.05 per share on the Corporation's outstanding shares of common stock for shareholders of record at the close of business on August 25, 2008, payable on September 19, 2008.

Market Area

The Bank is headquartered in Riverside, California and operates 12 full-service banking offices in Riverside County and one full-service banking office in San Bernardino County. Management considers Riverside and Western San Bernardino Counties to be the Bank's primary market for deposits. Through the operations of PBM, the Bank has expanded its mortgage lending market to include a large portion of Southern California and a small portion of Northern California. As of June 30, 2008, there were three PBM loan production offices located in southern California (in Los Angeles, Riverside and San Bernardino Counties) and one PBM loan production office in northern California. PBM's loan production offices include two wholesale loan offices through which the Bank maintains a network of loan correspondents. Most of the Bank's business is conducted in the communities surrounding its full-service branches and loan production offices.

The large geographic area encompassing Riverside and San Bernardino Counties is referred to as the "Inland Empire." According to 2000 Census Bureau population statistics, Riverside and San Bernardino Counties have the sixth and fifth largest county populations in California, respectively. The Bank's market area consists primarily of suburban and urban communities. Western Riverside and San Bernardino Counties are relatively densely populated and are within the greater Los Angeles metropolitan area. The Inland Empire has enjoyed economic strength prior to the recent slowdown in real estate market. Many corporations moved their offices and warehouses to the Inland Empire, which offers more affordable sites and more affordable housing for their employees. The recent slowdown in the real estate market have affected property values nationwide, including the Inland Empire. The unemployment rate in the Inland Empire in June 2008 was 8.0%, compared to 6.9% in California and 5.5% nationwide, according to U.S. Department of Labor, Bureau of Labor Statistics.

Competition

The Bank faces significant competition in its market area in originating real estate loans and attracting deposits. The rapid population growth in the Inland Empire has attracted numerous financial institutions to the Bank's market area. The Bank's primary competitors are large regional and super-regional commercial banks as well as other community-oriented banks and savings institutions. The Bank also faces competition from credit unions and a large number of mortgage companies that operate within its market area. Many of these institutions are significantly larger than the Bank and therefore have greater financial and marketing resources than the Bank. The Bank's mortgage banking operations also face strong competition from mortgage bankers, brokers and other financial institutions. This competition may limit the Bank's growth and profitability in the future.

Personnel

As of June 30, 2008, the Bank had 264 full-time equivalent employees, which consisted of 203 full-time, 58 prime-time, 28 part-time and four temporary employees. The employees are not represented by a collective bargaining unit and the Bank believes that its relationship with employees is good.

Segment Reporting

Financial information regarding the Corporation's operating segments is contained in Note 17 to the audited consolidated financial statements included in Item 8 of this report.

Internet Website

The Corporation maintains a website at www.myprovident.com. The information contained on that website is not included as a part of, or incorporated by reference into, this Annual Report on Form 10-K. Other than an investor's own internet access charges, the Corporation makes available free of charge through that website the Corporation's

Annual Report on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, and amendments to these reports, as soon as reasonably practicable after these materials have been electronically filed with, or furnished to, the Securities and Exchange Commission.

Lending Activities

General. The lending activity of the Bank is predominately comprised of the origination of conventional mortgage loans secured by single-family residential properties to be held for investment or sale. The Bank also originates multi-family, commercial real estate, construction, commercial business, consumer and other loans to be held for investment. The Bank’s net loans held for investment were $1.37 billion at June 30, 2008, representing approximately 83.8% of consolidated total assets. This compares to $1.35 billion, or 81.9% of consolidated total assets, at June 30, 2007.

Loans Held For Investment Analysis. The following table sets forth the composition of the Bank's loans held for investment at the dates indicated.

	At June 30,									
	2008		2007		2006		2005		2004	
(Dollars In Thousands)	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent
Mortgage loans:										
Single-family	$ 808,836	58.16%	$ 827,656	59.72%	$ 830,073	61.22%	$ 811,300	65.63%	$ 621,991	65.55
Multi-family	399,733	28.75	330,231	23.83	219,072	16.16	119,715	9.68	68,804	7.25
Commercial real estate	136,176	9.79	147,545	10.65	127,342	9.39	122,354	9.90	99,919	10.53
Construction	32,907	2.37	60,571	4.36	149,517	11.03	155,975	12.62	136,265	14.36
Total mortgage loans	1,377,652	99.07	1,366,003	98.56	1,326,004	97.80	1,209,344	97.83	926,979	97.69
Commercial business loans	8,633	0.62	10,054	0.73	12,911	0.95	15,268	1.24	13,770	1.45
Consumer loans	625	0.04	509	0.04	734	0.05	778	0.06	730	0.08
Other loans	3,728	0.27	9,307	0.67	16,244	1.20	10,767	0.87	7,371	0.78
Total loans held for investment	1,390,638	100.00%	1,385,873	100.00%	1,355,893	100.00%	1,236,157	100.00%	948,850	100.00
Undisbursed loan funds	(7,864)		(25,484)		(84,024)		(95,162)		(78,137)	
Deferred loan costs	5,261		5,152		3,417		2,693		1,340	
Allowance for loan losses	(19,898)		(14,845)		(10,307)		(9,215)		(7,614)	
Total loans held for investment, net	$ 1,368,137		$ 1,350,696		$ 1,264,979		$ 1,134,473		$ 864,439	
Loans held for sale, at lower of cost or market	$ 28,461		$ 1,337		$ 4,713		$ 5,691		$ 20,127	

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Maturity of Loans Held for Investment. The following table sets forth information at June 30, 2008 regarding the dollar amount of principal payments becoming contractually due during the periods indicated for loans held for investment. Demand loans, loans having no stated schedule of principal payments, loans having no stated maturity, and overdrafts are reported as becoming due within one year. The table does not include any estimate of prepayments, which can significantly shorten the average life of loans held for investment and may cause the Bank's actual principal payment experience to differ materially from that shown below.

(In Thousands)	Within One Year	After One Year Through 3 Years	After 3 Years Through 5 Years	After 5 Years Through 10 Years	Beyond 10 Years	Total
Mortgage loans:						
Single-family	$ 1,213	$ 1,070	$ 2,157	$ 3,766	$ 800,630	$ 808,836
Multi-family	-	1,740	1,695	124,328	271,970	399,733
Commercial real estate	2,092	2,137	19,441	100,586	11,920	136,176
Construction (1)	28,065	-	-	-	4,842	32,907
Commercial business loans	3,368	2,489	2,353	423	-	8,633
Consumer loans	625	-	-	-	-	625
Other loans	1,885	1,843	-	-	-	3,728
Total loans held for investment	$ 37,248	$ 9,279	$ 25,646	$ 229,103	$ 1,089,362	$ 1,390,638

(1) The construction loans described in the "Beyond 10 Years" column will be converted to single-family loans upon completion of construction.

The following table sets forth the dollar amount of all loans held for investment due after June 30, 2009 which have fixed and floating or adjustable interest rates.

(In Thousands)	Fixed-Rate	Floating or Adjustable Rate
Mortgage loans:		
Single-family	$ 7,759	$ 799,864
Multi-family	15,237	384,496
Commercial real estate	23,296	110,788
Construction (1)	-	4,842
Commercial business loans	2,327	2,938
Other loans	163	1,680
Total loans held for investment	$ 48,782	$ 1,304,608

(1) The construction loans described will be converted to single-family loans upon completion of construction.

Scheduled contractual principal payments of loans do not reflect the actual life of such assets. The average life of loans is substantially less than their contractual terms because of prepayments. In addition, due-on-sale clauses generally give the Bank the right to declare loans immediately due and payable in the event, among other things, the borrower sells the real property that secures the loan. The average life of mortgage loans tends to increase, however, when current market interest rates are substantially higher than the interest rates on existing loans held for investment and, conversely, decrease when the interest rates on existing loans held for investment are substantially higher than current market interest rates.

Single-Family Mortgage Loans. The Bank's predominant lending activity is the origination by PBM of loans secured by first mortgages on owner-occupied, single-family (one to four units) residences in the communities where the Bank has established full service branches and loan production offices. At June 30, 2008, total single-family loans held for investment decreased to $808.8 million, or 58.2% of the total loans held for investment from $827.7 million, or 59.7% of the total loans held for investment at June 30, 2007. The decrease in the single-family loans in fiscal 2008 was primarily attributable to loan payments, partly offset by $115.2 million of new loan originations.

The Bank's residential mortgage loans are generally underwritten and documented in accordance with guidelines established by major Wall Street firms, institutional loan buyers, Freddie Mac, Fannie Mae and the Federal Housing Administration (collectively, "the secondary market"). All government insured loans are generally underwritten and documented in accordance with the guidelines established by Freddie Mac, Fannie Mae, the Department of Housing and Urban Development ("HUD") and the Veterans' Administration ("VA"). Loans are normally classified as either conforming (meeting agency criteria) or non-conforming (meeting an investor's criteria). These non-conforming loans are additionally classified as "A" or "Alt-A". The "A" loans are typically those that exceed agency loan limits but closely mirror agency underwriting criteria. The "Alt-A" loans are underwritten to expanded guidelines allowing a borrower with good credit a broader range of product choices. The "Alt-A" criteria includes interest-only loans, stated-income loans and greater than 30-year amortization loans. Given the current market environment, the production of "Alt-A" non-conforming loans is expected to significantly decrease.

The Bank previously offered closed-end, fixed-rate home equity loans that are secured by the borrower's primary residence. These loans do not exceed 100% of the appraised value of the residence and have terms of up to 15 years requiring monthly payments of principal and interest. At June 30, 2008, home equity loans amounted to $4.2 million, or 0.5% of single-family loans as compared to $6.6 million, or 0.8% of single-family loans at June 30, 2007. The Bank also offers secured lines of credit, which are generally secured by a second mortgage on the borrower's primary residence. Secured lines of credit have an interest rate that is typically one to two percentage points above the prime lending rate. As of June 30, 2008 and 2007, the outstanding secured lines of credit were $2.0 million and $886,000, respectively.

The Bank offers adjustable rate mortgage ("ARM") loans at rates and terms competitive with market conditions. Substantially all of the ARM loans originated by the Bank meet the underwriting standards of the secondary market. The Bank offers several ARM products, which adjust monthly, semi-annually, or annually after an initial fixed period ranging from one month to five years subject to a limitation on the annual increase of one to two percentage points and an overall limitation of three to six percentage points. The following indexes, plus a margin of 2.00% to 3.25%, are used to calculate the periodic interest rate changes; the London Interbank Offered Rate ("LIBOR"), the FHLB Eleventh District cost of funds ("COFI"), the 12-month average U.S. Treasury ("12 MAT") or the weekly average yield on one year U.S. Treasury securities adjusted to a constant maturity of one year ("CMT"). Loans based on the LIBOR index constitute a majority of the Bank's loans held for investment. The majority of the ARM loans held for investment have three- or five-year fixed periods prior to the first adjustment ("3/1 or 5/1 hybrids"), and do not require principal amortization for up to 120 months. Loans of this type have embedded interest rate risk if interest rates should rise during the initial fixed rate period. To coincide with the Bank's 50th Anniversary, the Bank offered 50-year single-family mortgage loans in fiscal 2006. At June 30, 2008, the Bank had a total of 48 loans for $19.7 million with a 50-year term, compared to a total of 51 loans for $20.7 million at June 30, 2007.

As of June 30, 2008, the Bank had $80.0 million in mortgage loans that are subject to negative amortization, which consist of $45.1 million multi-family loans, $22.0 million commercial real estate loans and $12.9 million single-family loans. This compares to $87.4 million at June 30, 2007, with $12.6 million of single-family loans. Negative amortization involves a greater risk to the Bank. During a period of high interest rates, the loan principal balance may increase by up to 115% of the original loan amount. Borrower demand for ARM loans versus fixed-rate mortgage loans is a function of the level of interest rates, the expectations of changes in the level of interest rates and the difference between the initial interest rates and fees charged for each type of loan. The relative amount of fixed-rate mortgage loans and ARM loans that can be originated at any time is largely determined by the demand for each in a given interest rate and competitive environment.

The retention of ARM loans, rather than fixed-rate loans, helps to reduce the Bank's exposure to changes in interest rates. There are, however, unquantifiable credit risks resulting from the potential of increased interest charges to be paid by the borrower as a result of increases in interest rates or the expiration of interest-only periods. It is possible that, during periods of rising interest rates, the risk of default on ARM loans may increase as a result of the increase in the required payment from the borrower. Furthermore, the risk of default may increase because ARM loans originated by the Bank occasionally provide, as a marketing incentive, for initial rates of interest below those rates that would apply if the adjustment index plus the applicable margin were initially used for pricing. Such loans are subject to increased risks of default or delinquency. Additionally, while ARM loans allow the Bank to decrease the sensitivity of its assets as a result of changes in interest rates, the extent of this interest sensitivity is limited by the periodic and lifetime interest rate adjustment limits. In addition to fully amortizing ARM loans, the Bank has interest-only ARM loans, which typically have a fixed interest rate for the first three to five years, followed by a periodic adjustable interest rate, coupled with an interest only payment of three to ten years, followed by a fully amortizing loan payment for the remaining term. As of June 30, 2008 and 2007, interest-only, first trust deed, ARM loans were $596.1 million and $616.5 million, or 43.1% and 45.2%, respectively, of the loans held for investment. Furthermore, because loan indexes may not respond perfectly to market interest rates, upward adjustments on loans may occur more slowly than increases in the Bank's cost of interest-bearing liabilities, especially during periods of rapidly increasing interest rates. Because of these characteristics, the Bank has no assurance that yields on ARM loans will be sufficient to offset increases in the Bank's cost of funds.

The following table describes certain credit risk characteristics of the Corporation's single-family, first trust deed, mortgage loans held for investment as of June 30, 2008:

(Dollars in Thousands)	Outstanding Balance (1)	Weighted-Average FICO (2)	Weighted-Average LTV (3)	Weighted-Average Seasoning (4)
Interest only	$ 596,103	734	74%	2.39 years
Stated income (5)	$ 431,002	732	73%	2.51 years
FICO less than or equal to 660	$ 22,034	641	72%	3.25 years
Over 30-year amortization	$ 25,524	739	68%	2.80 years

(1) The outstanding balance presented on this table may overlap more than one category.

(2) The FICO score represents the creditworthiness of a borrower based on the borrower's credit history, as reported by an independent third party. A higher FICO score indicates a greater degree of creditworthiness. Bank regulators have issued guidance stating that a FICO score of 660 and below is indicative of a "subprime" borrower.

(3) LTV (loan-to-value) is the ratio calculated by dividing the original loan balance by the lower of the original appraised value or purchase price of the real estate collateral.

(4) Seasoning describes the number of years since the funding date of the loan.

(5) Stated income is defined as the level of income the borrower provided to underwrite the loan, which is not subject to verification during the loan origination process.

The Bank's lending policy generally limits loan amounts for conventional first trust deed loans to 97% of the appraised value or purchase price of a property, whichever is lower. The higher loan-to-value ratios are available on certain government-insured or investor programs. The Bank generally requires borrower paid private mortgage insurance on first trust deed residential loans with loan-to-value ratios exceeding 80% at the time of origination.

During the course of fiscal year 2008, the Bank implemented more conservative underwriting standards commensurate with the deteriorating real estate market conditions. At June 30, 2008, the Bank requires verified documentation of income and assets, has limited the maximum loan-to-value to the lower of 90% of the appraised value or purchase price of the property, requires borrower paid or lender paid mortgage insurance for loan-to-value ratios greater than 75%, eliminated cash-out refinance programs, and limits the loan-to-value on non-owner occupied transactions to the lower of 65% of the appraised value or purchase price of the property.

Multi-Family and Commercial Real Estate Mortgage Loans. At June 30, 2008, multi-family mortgage loans were $399.7 million and commercial real estate loans were $136.2 million, or 28.8% and 9.8%, respectively, of loans held for investment. Consistent with its strategy to diversify the composition of loans held for investment, the

Bank has made the origination and purchase of multi-family and commercial real estate loans a priority. At June 30, 2008, the Bank had 502 multi-family and 178 commercial real estate loans in loans held for investment.

Multi-family mortgage loans originated by the Bank are predominately adjustable rate loans, including 3/1, 5/1 and 10/1 hybrids, with a term to maturity of 10 to 30 years and a 25 to 30 year amortization schedule. Commercial real estate loans originated by the Bank are also predominately adjustable rate loans, including 3/1 and 5/1 hybrids, with a term to maturity of 10 years and a 25 year amortization schedule. Rates on multi-family and commercial real estate ARM loans generally adjust monthly, quarterly, semi-annually or annually at a specific margin over the respective interest rate index, subject to annual payment caps and life-of-loan interest rate caps. At June 30, 2008, $276.1 million, or 69.1%, of the Bank's multi-family loans were secured by five to 36 unit projects and were primarily located in Los Angeles, Orange, Riverside, San Bernardino and San Diego Counties. The Bank's commercial real estate loan portfolio generally consists of loans secured by small office buildings, light industrial centers, mini warehouses and small retail centers, primarily located in Southern California. The Bank originates multi-family and commercial real estate loans in amounts typically ranging from $350,000 to $4.0 million. At June 30, 2008, the Bank had 70 commercial real estate and multi-family loans with principal balances greater than $1.5 million totaling $175.8 million, all of which were performing in accordance with their terms as of June 30, 2008. The Bank obtains appraisals on properties that secure multi-family and commercial real estate loans. Underwriting of multi-family and commercial real estate loans includes, among other considerations, a thorough analysis of the cash flows generated by the property to support the debt service and the financial resources, experience and income level of the borrowers.

Multi-family and commercial real estate loans afford the Bank an opportunity to receive higher interest rates than those generally available from single-family mortgage loans. However, loans secured by such properties are generally greater in amount, more difficult to evaluate and monitor and are more susceptible to default as a result of general economic conditions and, therefore, involve a greater degree of risk than single-family residential mortgage loans. Because payments on loans secured by multi-family and commercial properties are often dependent on the successful operation and management of the properties, repayment of such loans may be impacted by adverse conditions in the real estate market or the economy. The multi-family and commercial real estate loans are primarily located in Los Angeles, Orange, Riverside, San Bernardino and San Diego Counties. At June 30, 2008, the Bank has no non-accrual multi-family loans and has $572,000 of non-accrual commercial real estate loans. The Bank has one commercial real estate loan of $766,000 that was past due 30 to 89 days. These amounts may increase as a result of the general decline in Southern California real estate markets.

Construction Mortgage Loans. The Bank originates two types of residential construction loans: short-term construction loans and construction/permanent loans. At June 30, 2008, the Bank's construction loans (gross of undisbursed loan funds) were $32.9 million, or 2.4% of loans held for investment, a decrease of $27.7 million, or 46%, during fiscal 2008. Undisbursed loan funds at June 30, 2008 and 2007 were $7.6 million and $23.1 million, respectively. The decrease in construction loans was primarily attributable to the management decision to reduce tract construction loan originations (given unfavorable real estate market conditions). The decrease was also attributable to loan payoffs and construction loans converted to permanent loans. Total loan payoffs during fiscal 2008 were $27.5 million and total construction loans (converted to permanent loans) during fiscal 2008 were $5.0 million. Total loan originations declined $1.1 million, or 8%, to $13.2 million in fiscal 2008 from $14.3 million in fiscal 2007.

The composition of the Bank's construction loan portfolio is as follows:

	At June 30,			
	2008		2007	
(Dollars In Thousands)	Amount	Percent	Amount	Percent
Short-term construction	$ 28,065	85.29%	$ 54,251	89.57%
Construction/permanent	4,842	14.71	6,320	10.43

	$ 32,907	100.00%	$ 60,571	100.00%

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Short-term construction loans include three types of loans: custom construction, tract construction, and speculative construction. Additionally, the Bank makes short-term (18 to 36 month) lot loans to facilitate land acquisition prior to the start of construction. The Bank also provides construction financing for multi-family and commercial real estate properties. As of June 30, 2008, total commercial real estate construction loans were $11.8 million with undisbursed loan funds of $4.5 million. The Bank has no multi-family construction loans as of June 30, 2008. Custom construction loans were made to individuals who, at the time of application, have a contract executed with a builder to construct their residence. Custom construction loans are generally originated for a term of 12 months, with adjustable interest rates at the prime lending rate plus a margin and with loan-to-value ratios of up to 80% of the appraised value of the completed property. The owner secures long-term permanent financing at the completion of construction. At June 30, 2008, custom construction loans were $7.2 million, with undisbursed loan funds of $2.2 million. In fiscal 2006, the Bank significantly curtailed its construction loan programs due to its perception that real estate values are unsustainable and the perceived risks associated with these types of loans were excessive.

The custom construction loan balance includes a single-family construction project located in Coachella, California, which was classified non-accrual in December 2006. The Bank believes that the loans were fraudulently obtained and has filed lawsuits alleging loan fraud by the 23 individual borrowers, misrepresentation fraud by the mortgage loan broker and misuse of funds fraud by the contractor, among others. Of the original 23 loans, 14 have been converted to real estate owned (“REO”). As of June 30, 2008, the REO balance outstanding was $734,000 and the loan balance outstanding was $472,000, net of specific loan loss reserves of $1.3 million. Given the number of parties involved, the complexity of the transaction and probable fraud, this matter may not be resolved quickly.

The Bank makes tract construction loans to subdivision builders. These subdivisions are usually financed and built in phases. A thorough analysis of market trends and demand within the area are reviewed for feasibility. Generally, significant presales are required prior to commencement of construction. Tract construction may include the building and financing of model homes under a separate loan. The terms for tract construction loans range from 12 to 18 months with interest rates floating from 1.0% to 2.0% above the prime lending rate. At June 30, 2008, tract construction loans were $13.0 million, with $972,000 of undisbursed loan funds.

Speculative construction loans are made to home builders and are termed “speculative” because the home builder does not have, at the time of loan origination, a signed sale contract with a home buyer who has a commitment for permanent financing with either the Bank or another lender for the finished home. The home buyer may be identified during or after the construction period. The builder may be required to debt service the speculative construction loan for a significant period of time after the completion of construction until the homebuyer is identified. At June 30, 2008, speculative construction loans were $921,000, with $1,000 of undisbursed loan funds.

Construction/permanent loans automatically roll from the construction to the permanent phase. The construction phase of a construction/permanent loan generally lasts nine to 12 months and the interest rate charged is generally floating at prime or above and with a loan-to-value ratio of up to 80% of the appraised value of the completed property.

Construction loans under $1.0 million are approved by Bank personnel specifically designated to approve construction loans. The Bank’s Loan Committee, comprised of the Chief Executive Officer, Chief Lending Officer, Chief Financial Officer, Senior Vice President – PBM, Vice President – Loan Administration and Vice President – Business Banking Manager, approves all construction loans over $1.0 million. Prior to approval of any construction loan, an independent fee appraiser inspects the site and the Bank reviews the existing or proposed improvements, identifies the market for the proposed project, and analyzes the pro forma data and assumptions on the project. In the case of a tract or speculative construction loan, the Bank reviews the experience and expertise of the builder. The Bank obtains credit reports, financial statements and tax returns on the borrowers and guarantors, an independent appraisal of the project, and any other expert report necessary to evaluate the proposed project. In the event of cost overruns, the Bank requires the borrower to deposit their own funds into a loan-in-process account, which the Bank disburses consistent with the completion of the subject property pursuant to a revised disbursement schedule.

The construction loan documents require that construction loan proceeds be disbursed in increments as construction progresses. Disbursements are based on periodic on-site inspections by independent fee inspectors and Bank personnel. At inception, the Bank also requires borrowers to deposit funds into the loan-in-process account covering the difference between the actual cost of construction and the loan amount. The Bank regularly monitors the construction loan portfolio, economic conditions and housing inventory. The Bank's property inspectors perform periodic inspections. The Bank believes that the internal monitoring system helps reduce many of the risks inherent in its construction loans.

Construction loans afford the Bank the opportunity to achieve higher interest rates and fees with shorter terms to maturity than its single-family mortgage loans. Construction loans, however, are generally considered to involve a higher degree of risk than single-family mortgage loans because of the inherent difficulty in estimating both a property's value at completion of the project and the cost of the project. The nature of these loans is such that they are generally more difficult to evaluate and monitor. If the estimate of construction costs proves to be inaccurate, the Bank may be required to advance funds beyond the amount originally committed to permit completion of the project. If the estimate of value upon completion proves to be inaccurate, the Bank may be confronted with a project whose value is insufficient to assure full repayment. Projects may also be jeopardized by disagreements between borrowers and builders and by the failure of builders to pay subcontractors. Loans to builders to construct homes for which no purchaser has been identified carry additional risk because the payoff for the loan depends on the builder's ability to sell the property prior to the time that the construction loan matures. The Bank has sought to address these risks by adhering to strict underwriting policies, disbursement procedures and monitoring practices. In addition, because the Bank's construction lending is in its primary market area, changes in the local or regional economy and real estate market could adversely affect the Bank's construction loans held for investment.

Participation Loan Purchases and Sales. In an effort to expand production and diversify risk, the Bank purchases loan participations, with collateral primarily in California, which allows for greater geographic distribution of the Bank's loans and increases loan production volume. The Bank solicits other lenders to purchase participating interests in multi-family and commercial real estate loans. The Bank generally purchases between 50% and 100% of the total loan amount. When the Bank purchases a participation loan, the lead lender will usually retain a servicing fee, thereby decreasing the loan yield. This servicing fee is primarily offset by a reduction in the Bank's operating expenses. As of June 30, 2008, total loans serviced by other financial institutions were $146.5 million, with $107.4 million serviced by a single financial institution. All properties serving as collateral for loan participations are inspected by an employee of the Bank or a third party inspection service prior to being approved by the Loan Committee and the Bank relies upon the same underwriting criteria required for those loans originated by the Bank. As of June 30, 2008, all loans serviced by others are performing according to their contractual agreements, except three loans, totaling $9.2 million, which are classified as special mention.

The Bank also sells participating interests in loans when it has been determined that it is beneficial to diversify the Bank's risk. Participation sales enable the Bank to maintain acceptable loan concentrations and comply with the Bank's loans to one borrower policy. Generally, selling a participating interest in a loan increases the yield to the Bank on the portion of the loan that is retained. The Bank sold $2.0 million participation loans in fiscal 2008, while the Bank did not sell any participation loans in fiscal 2007.

Commercial Business Loans. The Bank has a Business Banking Department that primarily serves businesses located within the Inland Empire. Commercial business loans allow the Bank to diversify its lending and increase the average loan yield. As of June 30, 2008, commercial business loans were $8.6 million, or 0.6% of loans held for investment. These loans represent unsecured lines of credit and term loans secured by business assets.

Commercial business loans are generally made to customers who are well known to the Bank and are generally secured by accounts receivable, inventory, business equipment and/or other assets. The Bank's commercial business loans may be structured as term loans or as lines of credit. Lines of credit are made at variable rates of interest equal to a negotiated margin above the prime rate and term loans are at a fixed or variable rate. The Bank may also obtain personal guarantees from financially capable parties based on a review of personal financial statements. Commercial business term loans are generally made to finance the purchase of assets and have maturities of five years or less. Commercial lines of credit are typically made for the purpose of providing working capital and are usually approved with a term of one year or less.

Commercial business loans involve greater risk than residential mortgage loans and involve risks that are different from those associated with residential and commercial real estate loans. Real estate loans are generally considered to be collateral based lending with loan amounts based on predetermined loan to collateral values and liquidation of the underlying real estate collateral is viewed as the primary source of repayment in the event of borrower default. Although commercial business loans are often collateralized by equipment, inventory, accounts receivable or other business assets including real estate, the liquidation of collateral in the event of a borrower default is often an insufficient source of repayment because accounts receivable may not be collectible and inventories and equipment may be obsolete or of limited use, among other things. Accordingly, the repayment of a commercial business loan depends primarily on the creditworthiness of the borrower (and any guarantors), while liquidation of collateral is secondary and oftentimes an insufficient source of repayment. During fiscal 2008, the Bank did not have any charge-offs on commercial business loans.

Consumer and Other Loans. At June 30, 2008, the Bank's consumer loans were $625,000, or less than 0.1%, of the Bank's loans held for investment, an increase of $116,000, or 23%, during fiscal 2008. The Bank offers open-ended lines of credit on either a secured or unsecured basis. The Bank offers secured savings lines of credit which have an interest rate that is four percentage points above the FHLB Eleventh District COFI, which adjusts monthly. Secured savings lines of credit at June 30, 2008 and 2007 were $393,000 and $302,000, respectively, and are included in consumer loans.

Consumer loans potentially have a greater risk than residential mortgage loans, particularly in the case of loans that are unsecured. Consumer loan collections are dependent on the borrower's ongoing financial stability, and thus are more likely to be adversely affected by job loss, illness or personal bankruptcy. Furthermore, the application of various federal and state laws, including federal and state bankruptcy and insolvency laws, may limit the amount that can be recovered on such loans. At June 30, 2008, the Bank had no consumer loans accounted for on a non-accrual basis.

Other loans, which primarily consist of land loans, were $3.7 million, or 0.3%, of the Bank's loans held for investment, a decrease of $5.6 million, or 60%, during fiscal 2008. The Bank makes land loans, primarily lot loans, to accommodate borrowers who intend to build on the land within a specified period of time. The majority of these land loans are for the construction of single-family residences; however, the Bank may make short-term loans on a limited basis for the construction of commercial properties. The terms generally require a fixed rate with maturity between 18 to 36 months.

Mortgage Banking Activities

General. Mortgage banking involves the origination and sale of single-family mortgage and consumer loans (second mortgages and equity lines of credit) by PBM for the purpose of generating gains on sale of loans and fee income on the origination of loans. PBM also originates single-family and consumer loans to be held for investment. Given current pricing in the mortgage markets, the Bank sells the majority of its loans on a servicing-released basis. Generally, the level of loan sale activity and, therefore, its contribution to the Bank's profitability depends on maintaining a sufficient volume of loan originations. Changes in the level of interest rates and the local economy affect the number of loans originated by PBM and, thus, the amount of loan sales, net interest income and loan fees earned. Originations of loans during fiscal 2008, 2007 and 2006 were $514.9 million, $1.31 billion and $1.53 billion, respectively. PBM originated $119.3 million, $205.6 million and $326.9 million in fiscal 2008, 2007 and 2006, respectively, of loans held for investment. The decline in loan originations in fiscal 2008 was primarily due to the adverse conditions in the real estate market.

Loan Solicitation and Processing. The Bank's mortgage banking operations consist of both wholesale and retail loan originations. The Bank's wholesale loan production utilizes a network of approximately 1,087 loan brokers approved by the Bank who originate and submit loans at a markup over the Bank's daily published price. Wholesale loans originated for sale in fiscal 2008, 2007 and 2006 were $260.1 million, $816.9 million and $840.5 million, respectively. Due to uncertainty in the mortgage market, PBM closed its wholesale office in San Diego, California in November 2007, while maintaining regional wholesale lending offices in Pleasanton and Rancho Cucamonga, California.

PBM's retail loan production utilizes loan officers, underwriters and processors. PBM's loan officers generate retail loan originations primarily through referrals from realtors, builders, employees and customers. As of June 30, 2008, PBM operated stand-alone retail loan production offices in Glendora and Riverside, California. During fiscal 2008, the Bank closed retail loan production offices in Diamond Bar, La Quinta, Temecula, Torrance and Vista, California and consolidated other facilities. Generally, the cost of retail operations exceeds the cost of wholesale operations as a result of the additional employees needed for retail operations. However, the revenue per mortgage for retail originations is generally higher since the origination fees are retained by the Bank. Retail loans originated for sale in fiscal 2008, 2007 and 2006 were $135.5 million, $290.2 million and $363.6 million, respectively. The decrease in retail loan originations during fiscal 2008 was primarily attributable to a decline in refinance transactions and the adverse conditions in the real estate market.

The Bank requires evidence of marketable title, lien position, loan-to-value, title insurance and appraisals on all properties. The Bank also requires evidence of fire and casualty insurance on the value of improvements. As stipulated by federal regulations, the Bank requires flood insurance to protect the property securing its interest if such property is located in a designated flood area.

Loan Commitments and Rate Locks. The Bank issues commitments for residential mortgage loans conditioned upon the occurrence of certain events. Such commitments are made with specified terms and conditions. Interest rate locks are generally offered to prospective borrowers for up to a 60-day period. The borrower may lock in the rate at any time from application until the time they wish to close the loan. Occasionally, borrowers obtaining financing on new home developments are offered rate locks for up to 120 days from application. The Bank's outstanding commitments to originate loans to be held for sale were $23.2 million at June 30, 2008 (see Note 15 of the Notes to Consolidated Financial Statements contained in Item 8 of this Form 10-K). When the Bank issues a commitment to a borrower, there is a risk to the Bank that a rise in interest rates will reduce the value of the mortgage before it can be closed and sold. To control the interest rate risk caused by mortgage banking activities, the Bank uses forward loan sale agreements, forward commitments to purchase MBS and over-the-counter put and call option contracts related to mortgage-backed securities. If the Bank is unable to reasonably predict the amount of loan commitments which may not fund (fallout), the Bank may enter into "best-efforts" loan sale agreements (see "Derivative Activities" on page 14 of this Form 10-K).

Loan Origination and Other Fees. The Bank may receive origination points and loan fees. Origination points are a percentage of the principal amount of the mortgage loan, which is charged to a borrower for funding a loan. The amount of points charged by the Bank ranges from 0% to 2%. Current accounting standards require points and fees received for originating loans held for investment (net of certain loan origination costs) to be deferred and amortized into interest income over the contractual life of the loan. Origination fees and costs for loans originated for sale are deferred until the related loans are sold. Net deferred fees or costs associated with loans that are prepaid or sold are recognized as income or expense at the time of prepayment or sale. At June 30, 2008, the Bank had $5.3 million of unamortized deferred loan origination costs (net) in loans held for investment.

Loan Originations, Sales and Purchases. The Bank's mortgage originations include conventional loans as well as loans insured by the FHA and VA. Except for loans originated as held for investment, loans originated through mortgage banking activities are intended for eventual sale into the secondary market. As such, these loans must meet the origination and underwriting criteria established by the final investors. The Bank sells a large percentage of the mortgage loans that it originates as whole loans to institutional investors. The Bank also sells conventional whole loans to Fannie Mae, Freddie Mac, and previously to the FHLB – San Francisco through their purchase programs (see "Derivative Activities" on page 14 of this Form 10-K).

The following table shows the Bank's loan originations, purchases, sales and principal repayments during the periods indicated.

	Year Ended June 30, 2008	2007	2006
(In Thousands)			
Loans originated for sale:			
Retail originations	$ 135,470	$ 296,356	$ 380,409
Wholesale originations	263,256	830,260	857,397
Total loans originated for sale (1)	398,726	1,126,616	1,237,806
Loans sold:			
Servicing released	(368,925)	(1,119,330)	(1,242,093)
Servicing retained	(4,534)	(4,108)	(19,348)
Total loans sold (2)	(373,459)	(1,123,438)	(1,261,441)
Loans originated for investment:			
Mortgage loans:			
Single-family	115,175	204,376	330,092
Multi-family	36,950	23,633	28,868
Commercial real estate	14,993	48,558	32,630
Construction	13,157	14,328	104,923
Commercial business loans	1,214	3,818	1,930
Consumer loans	249	7	-
Other loans	1,708	2,084	14,324
Total loans originated for investment (3)	183,446	296,804	512,767
Loans purchased for investment:			
Mortgage loans:			
Multi-family	96,402	119,625	93,605
Commercial real estate	1,996	-	-
Construction	400	-	14,964
Commercial business loans	-	-	900
Other loans	1,000	-	2,250
Total loans purchased for investment	99,798	119,625	111,719
Mortgage loan principal repayments	(253,059)	(379,420)	(476,228)
Real estate acquired in the settlement of loans	(28,006)	(5,902)	(411)
Increase in other items, net (4)	17,119	48,056	5,316
Net increase in loans held for investment and loans held for sale	$ 44,565	$ 82,341	$ 129,528

(1) Primarily comprised of PBM loans originated for sale, totaling $395.6 million, $1.11 billion and $1.20 billion, respectively.

(2) Primarily comprised of PBM loans sold, totaling $368.3 million, $1.10 billion and $1.22 billion, respectively.

(3) Primarily comprised of PBM loans originated for investment, totaling $119.3 million, $205.6 million and $326.9 million, respectively.

(4) Includes net changes in undisbursed loan funds, deferred loan fees or costs and allowance for loan losses.

Mortgage loans sold to institutional investors generally are sold without recourse other than standard representations and warranties. Most mortgage loans sold to Fannie Mae and Freddie Mac are sold on a non-recourse basis and foreclosure losses are generally the responsibility of the purchaser and not the Bank, except in the case of FHA and

VA loans used to form Government National Mortgage Association ("GNMA") pools, which are subject to limitations on the FHA's and VA's loan guarantees.

Loans previously sold by the Bank to the FHLB – San Francisco under its Mortgage Partnership Finance ("MPF") program also have a recourse provision. The FHLB – San Francisco absorbs the first four basis points of loss, and a credit scoring process is used to calculate the recourse amount to the Bank. All losses above this calculated recourse amount are the responsibility of the FHLB – San Francisco in addition to the first four basis points of loss. The FHLB – San Francisco pays the Bank a credit enhancement fee on a monthly basis to compensate the Bank for accepting the recourse obligation. As of June 30, 2008, the Bank serviced $150.9 million of loans under this program and has established a recourse reserve of $166,000. To date, no losses have been experienced. FHLB – San Francisco discontinued the MPF program on October 6, 2006.

Occasionally, the Bank is required to repurchase loans sold to Fannie Mae, Freddie Mac or institutional investors if it is determined that such loans do not meet the credit requirements of the investor, or if one of the parties involved in the loan misrepresented pertinent facts, committed fraud, or if such loans were 30 days past due within 120 days of the loan funding date. During fiscal 2008, the Bank repurchased $4.5 million of single-family mortgage loans as compared to $14.6 million in fiscal 2007 and $2.0 million in fiscal 2006.

Derivative Activities. Mortgage banking involves the risk that a rise in interest rates will reduce the value of a mortgage before it can be sold. This type of risk occurs when the Bank commits to an interest rate lock on a borrower's application during the origination process and interest rates increase before the loan can be sold. Such interest rate risk also arises when mortgages are placed in the warehouse (i.e., held for sale) without locking in an interest rate for their eventual sale in the secondary market. The Bank seeks to control or limit the interest rate risk caused by mortgage banking activities. The two methods used by the Bank to help reduce interest rate risk from its mortgage banking activities are forward loan sale agreements and the purchase of over-the-counter put option contracts related to mortgage-backed securities. At various times, depending on loan origination volume and management's assessment of projected loan fallout, the Bank may reduce or increase its derivative positions. If the Bank is unable to reasonably predict the amount of loan commitments which may not fund (fallout), the Bank may enter into "best-efforts" loan sale agreements.

Under forward loan sale agreements, usually with Fannie Mae, Freddie Mac or institutional investors, the Bank is obligated to sell certain dollar amounts of mortgage loans that meet specific underwriting and legal criteria before the expiration of the commitment period. These terms include the maturity of the individual loans, the yield to the purchaser, the servicing spread to the Bank (if servicing is retained) and the maximum principal amount of the individual loans. Forward loan sales protect loan sale prices from interest rate fluctuations that may occur from the time the interest rate of the loan is established to the time of its sale. The amount of and delivery date of the forward loan sale commitments are based upon management's estimates as to the volume of loans that will close and the length of the origination commitments. Forward loan sales do not provide complete interest-rate protection, however, because of the possibility of fallout (i.e., the failure to fund) during the origination process. Differences between the estimated volume and timing of loan originations and the actual volume and timing of loan originations can expose the Bank to significant losses. If the Bank is not able to deliver the mortgage loans during the appropriate delivery period, the Bank may be required to pay a non-delivery fee or repurchase the delivery commitments at current market prices. Similarly, if the Bank has too many loans to deliver, the Bank must execute additional forward loan sale commitments at current market prices, which may be unfavorable to the Bank. Generally, the Bank seeks to maintain forward loan sale agreements equal to the closed loans held for sale plus those applications that the Bank has rate locked and/or committed to close, adjusted by the projected fallout. The ultimate accuracy of such projections will directly bear upon the amount of interest rate risk incurred by the Bank.

In order to reduce the interest rate risk associated with commitments to originate loans that are in excess of forward loan sale commitments, the Bank purchases over-the-counter put or call option contracts on government sponsored enterprise mortgage-backed securities.

The activities described above are managed continually as markets change; however, there can be no assurance that the Bank will be successful in its effort to eliminate the risk of interest rate fluctuations between the time origination commitments are issued and the ultimate sale of the loan. The Bank completes a daily analysis, which reports the

Bank's interest rate risk position with respect to its loan origination and sale activities. The Bank's interest rate risk management activities are conducted in accordance with a written policy that has been approved by the Bank's Board of Directors which covers objectives, functions, instruments to be used, monitoring and internal controls. The Bank does not enter into option positions for trading or speculative purposes and does not enter into option contracts that could generate a financial obligation beyond the initial premium paid. The Bank does not apply hedge accounting to its derivative financial instruments; therefore, all changes in fair value are recorded in earnings.

At June 30, 2008, the Bank had no forward commitments to purchase MBS, put option contracts or call option contracts outstanding. The Bank has employed a "best-efforts" forward loan sale commitments strategy since March 2008. At June 30, 2008, the Bank had outstanding "best-efforts" commitments to sell loans of $51.7 million and commitments to originate loans to be held for sale of $23.2 million (see Note 15 of the Notes to Consolidated Financial Statements contained in Item 8 of this Form 10-K). Additionally, as of June 30, 2008, the Bank's loans held for sale were $28.5 million, which are also covered by the "best-efforts" commitments to sell loans described above. For fiscal 2008, the Bank had a net loss of $317,000 attributable to the underlying derivative financial instruments used to mitigate the interest rate risk of its mortgage banking activities.

Loan Servicing

The Bank receives fees from a variety of institutional investors in return for performing the traditional services of collecting individual loan payments. At June 30, 2008, the Bank was servicing $181.0 million of loans for others, a decline from $205.8 million at June 30, 2007. The decrease was primarily attributable to loan prepayments, which were larger than new loans sold on a servicing-retained basis. Loan servicing includes processing payments, accounting for loan funds and collecting and paying real estate taxes, hazard insurance and other loan-related items such as private mortgage insurance. After the Bank receives the gross mortgage payment from individual borrowers, it remits to the investor a predetermined net amount based on the loan sale agreement for that mortgage.

Servicing assets are amortized in proportion to and over the period of the estimated net servicing income and are carried at the lower of cost or fair value. The fair value of servicing assets is determined by calculating the present value of the estimated net future cash flows consistent with contractually specified servicing fees. The Bank periodically evaluates servicing assets for impairment, which is measured as the excess of cost over fair value. This review is performed on a disaggregated basis, based on loan type and interest rate. Generally, loan servicing becomes more valuable when interest rates rise (as prepayments typically decrease) and less valuable when interest rates decline (as prepayments typically increase). In estimating fair values at June 30, 2008 and 2007, the Bank used a weighted average Constant Prepayment Rate ("CPR") of 8.58% and 3.53%, respectively, and a weighted-average discount rate of 9.00% and 9.00%, respectively. At June 30, 2008 and 2007, there were no required impairment reserves against the servicing assets. In aggregate, servicing assets had a carrying value of $673,000 and a fair value of $1.4 million at June 30, 2008, compared to a carrying value of $991,000 and a fair value of $2.0 million at June 30, 2007.

Rights to future income from serviced loans that exceed contractually specified servicing fees are recorded as interest-only strips. Interest-only strips are carried at fair value, utilizing the same assumptions used to calculate the value of the underlying servicing assets, with any unrealized gain or loss, net of tax, recorded as a component of accumulated other comprehensive income. Interest-only strips had a fair value of $419,000, gross unrealized gains of $286,000 and an amortized cost of $133,000 at June 30, 2008, compared to a fair value of $603,000, gross unrealized gains of $378,000 and an amortized cost of $225,000 at June 30, 2007.

Delinquencies and Classified Assets

Delinquent Loans. When a mortgage loan borrower fails to make a required payment when due, the Bank initiates collection procedures. In most cases, delinquencies are cured promptly; however, if by the 90th day of delinquency, or sooner if the borrower is chronically delinquent, and all reasonable means of obtaining the payment have been exhausted, foreclosure proceedings, according to the terms of the security instrument and applicable law, are initiated. Interest income is reduced by the full amount of accrued and uncollected interest on such loans.

A loan is placed on non-accrual status when its contractual payments are more than 90 days delinquent or if the loan is deemed impaired. In addition, interest income is not recognized on any loan where management has determined that collection is not reasonably assured. A non-accrual loan may be restored to accrual status when delinquent principal and interest payments are brought current and future monthly principal and interest payments are expected to be collected.

The following table sets forth delinquencies in the Bank's loans held for investment as of the dates indicated.

	At June 30,											
	2008				2007				2006			
	30 – 89 Days		Non-performing		30 - 89 Days		Non-performing		30 - 89 Days		Non-performing	
(Dollars in Thousands)	Number of Loans	Principal Balance of Loans	Number of Loans	Principal Balance of Loans	Number of Loans	Principal Balance of Loans	Number of Loans	Principal Balance of Loans	Number of Loans	Principal Balance of Loans	Number of Loans	Principal Balance of Loans
Mortgage loans:												
Single-family	16	$ 6,600	64	$ 22,519	5	$ 1,431	47	$ 14,076	-	$ -	5	$ 1,320
Commercial real estate	1	766	1	572	-	-	-	-	-	-	-	-
Construction	-	-	12	6,141	-	-	23	4,981	-	-	1	1,313
Commercial business loans	-	-	2	58	1	62	3	252	-	-	-	-
Consumer loans	3	1	3	1	-	-	-	-	-	-	-	-
Other loans	-	-	2	590	-	-	1	108	-	-	-	-
Total	20	$ 7,367	84	$ 29,881	6	$ 1,493	74	$ 19,417	-	$ -	6	$ 2,633

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The following table sets forth information with respect to the Bank's non-performing assets and restructured loans, net of specific loan loss reserves, within the meaning of Statement of Financial Accounting Standards ("SFAS" or "Statement") No. 15, "Accounting by Debtors and Creditors for Troubled Debt Restructurings," at the dates indicated.

	At June 30,				
(Dollars In Thousands)	2008	2007	2006	2005	2004
Loans accounted for on a non-accrual basis:					
Mortgage loans:					
Single-family	$ 17,330	$ 13,271	$ 1,215	$ 590	$ 1,044
Commercial real estate	572	-	-	-	-
Construction	4,716	2,357	1,313	-	-
Commercial business loans	-	171	-	-	41
Other loans	575	108	-	-	-
Total	23,193	15,907	2,528	590	1,085
Accruing loans which are contractually past due 90 days or more	-	-	-	-	-
Total of non-accrual and 90 days past due loans	23,193	15,907	2,528	590	1,085
Real estate owned, net	9,355	3,804	-	-	-
Total non-performing assets	$ 32,548	$ 19,711	$ 2,528	$ 590	$ 1,085
Restructured loans (1)	$ 10,484	$ -	$ -	$ -	$ -
Non-accrual and 90 days or more past due loans as a percentage of loans held for investment, net	1.70%	1.18%	0.20%	0.05%	0.13%
Non-accrual and 90 days or more past due loans as a percentage of total assets	1.42%	0.96%	0.16%	0.04%	0.08%
Non-performing assets as a percentage of total assets	1.99%	1.20%	0.16%	0.04%	0.08%

(1) Includes $1.4 million of non-performing loans at June 30, 2008.

The Bank assesses loans individually and identifies impairment when the accrual of interest has been discontinued, loans have been restructured or management has serious doubts about the future collectibility of principal and interest, even though the loans are currently performing. Factors considered in determining impairment include, but are not limited to, expected future cash flows, the financial condition of the borrower and current economic conditions. The Bank measures each impaired loan based on the fair value of its collateral and charges off those loans or portions of loans deemed uncollectible.

During fiscal year ended June 30, 2008, 32 loans for $10.5 million were modified from their original terms, were re-underwritten at current market interest rates and were identified in our asset quality reports as restructured loans. As of June 30, 2008, these restructured loans were classified as follows: six are classified as pass ($2.3 million); 13 are classified as special mention and remain on accrual status ($4.0 million); eight are classified as substandard and remain on accrual status ($2.8 million); and five are classified as substandard on non-accrual status ($1.4 million).

The following table shows the restructured loans by type, net of specific allowances, at June 30, 2008:

	June 30, 2008		
(In Thousands)	Recorded Investment	Allowance For Loan Losses	Net Investment
Mortgage loans:			
Single-family:			
With a related allowance	$ 1,900	$ (545)	$ 1,355
Without a related allowance	9,101	-	9,101
Total single-family loans	11,001	(545)	10,456
Other loans:			
Without a related allowance	28	-	28
Total other loans	28	-	28
Total restructured loans	$ 11,029	$ (545)	$ 10,484

As of June 30, 2008, total non-performing assets were $32.5 million, or 1.99% of total assets, which was primarily comprised of 52 single-family loans originated for investment ($15.4 million), 12 construction loans originated for investment ($4.7 million), 12 single-family loans repurchased from, or unable to sell to investors ($1.9 million) and 45 real estate owned properties ($9.4 million). Compared to June 30, 2007, total non-performing assets increased $12.8 million, or 65%, primarily due to the weakness in the California real estate market and increases in interest rates on mortgages.

Foregone interest income, which would have been recorded for the fiscal year June 30, 2008 had the impaired loans been current in accordance with their original terms, amounted to $1.9 million and was not included in the results of operations for the fiscal year June 30, 2008.

Foreclosed Real Estate. Real estate acquired by the Bank as a result of foreclosure or by deed-in-lieu of foreclosure is classified as real estate owned until it is sold. When a property is acquired, it is recorded at the lower of its cost, which is the unpaid principal balance of the related loan plus foreclosure costs or its market value less the cost of sale. Subsequent declines in value are charged to operations. At June 30, 2008, the Bank had $9.4 million in real estate owned, comprised of 30 single-family properties, one multi-family property and 14 undeveloped lots. The 14 undeveloped lots are located in Coachella, California.

Asset Classification. The OTS has adopted various regulations regarding the problem assets of savings institutions. The regulations require that each institution review and classify its assets on a regular basis. In addition, in connection with examinations of institutions, OTS examiners have the authority to identify problem assets and, if appropriate, require them to be classified. There are three classifications for problem assets: substandard, doubtful and loss. Substandard assets have one or more defined weaknesses and are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected. Doubtful assets have the weaknesses of substandard assets with the additional characteristic that the weaknesses make collection or liquidation in full on the basis of currently existing facts, conditions and values questionable, and there is a high possibility of loss. An asset classified as a loss is considered uncollectible and of such little value that continuance as an asset of the institution is not warranted. If an asset or portion thereof is classified as loss, the institution establishes a specific loss allowance for the full amount or for the portion of the asset classified as loss. All or a portion of general allowances for loan losses established to cover probable losses related to assets classified substandard or doubtful may be included in determining an institution’s regulatory capital, while specific valuation allowances for loan losses generally do not qualify as regulatory capital. Assets that do not currently expose the institution to sufficient risk to warrant classification in one of the aforementioned categories but possess weaknesses are designated as special mention and are monitored by the Bank.

The aggregate amounts of the Bank's classified assets, including assets designated as special mention, were as follows at the dates indicated:

(Dollars In Thousands)	At June 30, 2008	2007
Special mention assets	$ 29,467	$ 13,299
Substandard assets	29,781	18,990
Total classified loans	59,248	32,289
Real estate owned, net	9,355	3,804
Total classified assets	$ 68,603	$ 36,093
Total classified assets as a percentage of total assets	4.20%	2.19%

The Bank's classified assets increased $32.5 million, or 90%, to $68.6 million at June 30, 2008 from $36.1 million at June 30, 2007. This increase was primarily attributable to the decline in real estate market values, increases in mortgage interest rates and a slower economy. As of June 30, 2008, special mention assets were comprised of 33 single-family loans ($11.8 million), two construction loans ($8.1 million), six multi-family loans ($8.0 million), two commercial real estate loans ($1.4 million), one consumer loan ($20,000), one commercial business loan ($100,000) and one land loan ($28,000); substandard assets were comprised of 79 single-family loans ($23.6 million), 12 construction loans ($4.7 million), two land loans ($575,000), one commercial real estate loan ($572,000) and one multi-family loan ($367,000). These classified assets are primarily located in Southern California.

As set forth below, assets classified as special mention and substandard as of June 30, 2008 were comprised of 143 loans totaling $59.2 million.

(Dollars In Thousands)	Number of Loans	Special Mention	Substandard	Total
Mortgage loans:				
Single-family	112	$ 11,772	$ 23,552	$ 35,324
Multi-family	7	8,026	367	8,393
Commercial real estate	3	1,388	572	1,960
Construction	14	8,133	4,715	12,848
Commercial business loans	3	100	-	100
Consumer loans	1	20	-	20
Other loans	3	28	575	603
Total	143	$ 29,467	$ 29,781	$ 59,248

Not all of the Bank's classified assets are delinquent or non-performing. In determining whether the Bank's assets expose the Bank to sufficient risk to warrant classification, the Bank may consider various factors, including the payment history of the borrower, the loan-to-value ratio, and the debt coverage ratio of the property securing the loan. After consideration of these factors, the Bank may determine that the asset in question, though not currently delinquent, presents a risk of loss that requires it to be classified or designated as special mention. In addition, the Bank's loans held for investment may include commercial and multi-family real estate loans with a balance exceeding the current market value of the collateral which are not classified because they are performing and have borrowers who have sufficient resources to support the repayment of the loan.

The Bank's market area continues to experience difficult economic conditions. The Bank anticipates that delinquent loans and net charge-offs will continue to occur during the rest of calendar 2008 and well into 2009.

Allowance for Loan Losses. The allowance for loan losses is maintained to cover losses inherent in the loans held for investment. In originating loans, the Bank recognizes that losses will be experienced and that the risk of loss will vary with, among other things, the type of loan being made, the creditworthiness of the borrower over the term of the loan, general economic conditions and, in the case of a secured loan, the quality of the collateral securing the loan. The responsibility for the review of the Bank’s assets and the determination of the adequacy of the allowance lies with the Internal Asset Review Committee (“IAR Committee”). The Bank adjusts its allowance for loan losses by charging or crediting its provision for loan losses against the Bank’s operations.

The Bank has established a methodology for the determination of the provision for loan losses. The methodology is set forth in a formal policy and takes into consideration the need for an overall allowance for loan losses as well as specific allowances that are tied to individual loans. The Bank’s methodology for assessing the appropriateness of the allowance consists of several key elements, which include the formula allowance and specific allowance for identified problem loans.

The formula allowance is calculated by applying loss factors to the loans held for investment. The loss factors are applied according to loan program type and loan classification. The loss factors for each program type and loan classification are established based on an evaluation of the historical loss experience, prevailing market conditions, concentration in loan types and other relevant factors. Homogeneous loans, such as residential mortgage, home equity and consumer installment loans are considered on a pooled loan basis. A factor is assigned to each pool based upon expected charge-offs for one year. The factors for larger, less homogeneous loans, such as construction, multi-family and commercial real estate loans, are based upon loss experience tracked over business cycles considered appropriate for the loan type.

Specific valuation allowances are established to absorb losses on loans for which full collectibility may not be reasonably assured as prescribed in SFAS No. 114, “Accounting by Creditors for Impairment of A Loan,” (as amended by SFAS No. 118). The amount of the specific allowance is based on the estimated value of the collateral securing the loan and other analyses pertinent to each situation. Estimates of identifiable losses are reviewed continually and, generally, a provision for losses is charged against operations on a monthly basis as necessary to maintain the allowance at an appropriate level. Management presents the minutes of the IAR Committee to the Bank’s Board of Directors on a quarterly basis, which summarizes the actions of the Committee.

The IAR Committee meets quarterly to review and monitor conditions in the portfolio and to determine the appropriate allowance for loan losses. To the extent that any of these conditions are apparent by identifiable problem credits or portfolio segments as of the evaluation date, the IAR Committee’s estimate of the effect of such conditions may be reflected as a specific allowance applicable to such credits or portfolio segments. Where any of these conditions is not apparent by specifically identifiable problem credits or portfolio segments as of the evaluation date, the IAR Committee’s evaluation of the probable loss related to such condition is reflected in the general allowance. The intent of the Committee is to reduce the differences between estimated and actual losses. Pooled loan factors are adjusted to reflect current estimates of charge-offs for the subsequent 12 months. Loss activity is reviewed for non-pooled loans and the loss factors adjusted, if necessary. By assessing the probable estimated losses inherent in the loans held for investment on a quarterly basis, the Bank is able to adjust specific and inherent loss estimates based upon the most recent information that has become available.

At June 30, 2008, the Bank had an allowance for loan losses of $19.9 million, or 1.43% of gross loans held for investment, compared to an allowance for loan losses at June 30, 2007 of $14.8 million, or 1.09% of gross loans held for investment. A $13.1 million provision for loan losses was recorded in fiscal 2008, compared to $5.1 million in fiscal 2007. The Bank’s current business strategy of expanding its investment in multi-family, commercial real estate, construction and commercial business loans, as well as rising delinquencies and defaults in single-family mortgage loans, may lead to increased levels of charge-offs. Although management believes the best information available is used to make such determinations, future adjustments to the allowance for loan losses may be necessary and results of operations could be significantly and adversely affected if circumstances differ substantially from the assumptions used in making the determinations.

As a result of the decline in real estate values and the significant losses experienced by many financial institutions, there has been a higher level of scrutiny by regulatory authorities of the loan portfolio of financial institutions undertaken as a part of the examinations of such institutions. While the Bank believes that it has established its existing allowance for loan losses in accordance with accounting principles generally accepted in the United States of America, there can be no assurance that regulators, in reviewing the Bank's loan portfolio, will not recommend that the Bank significantly increase its allowance for loan losses. In addition, because future events affecting borrowers and collateral cannot be predicted with certainty, there can be no assurance that the existing allowance for loan losses is adequate or that substantial increases will not be necessary should the quality of any loans deteriorate as a result of the factors discussed above. Any material increase in the allowance for loan losses may adversely affect the Bank's financial condition and results of operations.

During the course of fiscal year 2008, the Bank implemented more conservative underwriting standards commensurate with the deteriorating real estate market conditions. At June 30, 2008, the Bank requires verified documentation of income and assets, has limited the maximum loan-to-value to the lower of 90% of the appraised value or purchase price of the property, requires borrower paid or lender paid mortgage insurance when the loan-to-value ratio exceeds 75%, eliminated cash-out refinance programs, and limits the loan-to-value on non-owner occupied transactions to the lower of 65% of the appraised value or purchase price of the property.

The following table sets forth an analysis of the Bank's allowance for loan losses for the periods indicated. Where specific loan loss reserves have been established, any differences between the loss allowances and the amount of loss realized has been charged or credited to current operations.

	Year Ended June 30,				
	2008	2007	2006	2005	2004
(Dollars In Thousands)					
Allowance at beginning of period	$ 14,845	$ 10,307	$ 9,215	$ 7,614	$ 7,218
Provision for loan losses	13,108	5,078	1,134	1,641	819
Recoveries:					
Mortgage Loans:					
Single-family	188	-	-	-	-
Construction	32	-	-	-	-
Consumer loans	3	1	2	2	1
Total recoveries	223	1	2	2	1
Charge-offs:					
Mortgage loans:					
Single-family	(6,028)	(535)	-	-	-
Multi-family	(335)	-	-	-	-
Construction	(1,911)	-	-	-	-
Commercial business loans	-	-	(41)	(32)	(415)
Consumer loans	(4)	(6)	(3)	(10)	(9)
Total charge-offs	(8,278)	(541)	(44)	(42)	(424)
Net charge-offs	(8,055)	(540)	(42)	(40)	(423)
Allowance at end of period	$ 19,898	$ 14,845	$ 10,307	$ 9,215	$ 7,614
Allowance for loan losses as a percentage of gross loans held for investment	1.43%	1.09%	0.81%	0.81%	0.87%
Net charge-offs as a percentage of average loans receivable, net, during the period	0.58%	0.04%	-	-	0.05%
Allowance for loan losses as a percentage of					

non-performing loans at the end of the period	85.79%	93.32%	407.71%	1,561.86%	701.75%

The following table sets forth the breakdown of the allowance for loan losses by loan category at the periods indicated. Management believes that the allowance can be allocated by category only on an approximate basis. The allocation of the allowance is based upon an asset classification matrix. The allocation of the allowance to each category is not necessarily indicative of future losses and does not restrict the use of the allowance to absorb losses in any other categories.

	At June 30, 2008		2007		2006		2005	
(Dollars In Thousands)	Amount	% of Loans in Each Category to Total Loans	Amount	% of Loans in Each Category to Total Loans	Amount	% of Loans in Each Category to Total Loans	Amount	% of Loans in Each Category to Total Loans
Mortgage loans:								
Single-family	$ 8,779	58.16 %	$ 2,893	59.72 %	$ 2,382	61.22 %	$ 1,924	65.63%
Multi-family	5,100	28.75	4,255	23.83	2,819	16.16	1,936	9.68
Commercial real estate	3,627	9.79	4,000	10.65	3,476	9.39	3,663	9.90
Construction	1,926	2.37	2,973	4.36	788	11.03	426	12.62
Commercial business loans	343	0.62	449	0.73	525	0.95	1,040	1.24
Consumer loans	16	0.04	14	0.04	16	0.05	16	0.06
Other loans	107	0.27	261	0.67	301	1.20	210	0.87
Total allowance for loan losses	$ 19,898	100.00 %	$ 14,845	100.00 %	$ 10,307	100.00 %	$ 9,215	100.00%

Investment Securities Activities

Federally chartered savings institutions are permitted under federal and state laws to invest in various types of liquid assets, including U.S. Treasury obligations, securities of various federal agencies and government sponsored enterprises and of state and municipal governments, deposits at the FHLB, certificates of deposit of federally insured institutions, certain bankers' acceptances, mortgage-backed securities and federal funds. Subject to various restrictions, federally chartered savings institutions may also invest a portion of their assets in commercial paper and corporate debt securities. Savings institutions such as the Bank are also required to maintain an investment in FHLB – San Francisco stock.

The investment policy of the Bank, established by the Board of Directors and implemented by the Bank's Asset-Liability Committee ("ALCO"), seeks to provide and maintain adequate liquidity, complement the Bank's lending activities, and generate a favorable return on investments without incurring undue interest rate risk or credit risk. Investments are made based on certain considerations, such as yield, credit quality, maturity, liquidity and marketability. The Bank also considers the effect that the proposed investment would have on the Bank's risk-based capital requirements and interest rate risk sensitivity.

At June 30, 2008, the Bank's investment securities portfolio was $153.1 million, which primarily consisted of federal agency and government sponsored enterprise obligations. The Bank's investment securities portfolio was classified as available for sale.

The following table sets forth the composition of the Bank's investment portfolio at the dates indicated.

	At June 30,								
	2008			2007			2006		
(Dollars In Thousands)	Amortized Cost	Estimated Fair Value	Percent	Amortized Cost	Estimated Fair Value	Percent	Amortized Cost	Estimated Fair Value	Percent
Held to maturity securities:									
U.S. government sponsored enterprise debt securities	$ -	$ -	- %	$ 19,000	$ 18,836	12.50%	$ 51,028	$ 49,911	28.35%
U.S. government agency MBS (1)	-	-	-	1	1	-	3	3	-
Total held to	-	-	-	19,001	18,837	12.50	51,031	49,914	28.35

maturity									
Available for sale securities:									
U.S. government sponsored enterprise debt securities	5,250	5,111	3.34	9,849	9,683	6.43	21,846	21,264	12.08
U.S. government agency MBS	90,960	90,938	59.39	57,555	57,539	38.18	38,143	37,365	21.22
U.S. government sponsored enterprise MBS	53,847	54,254	35.44	58,861	59,066	39.20	61,455	61,249	34.79
Private issue CMO (2)	2,275	2,225	1.45	4,627	4,641	3.08	5,557	5,412	3.07
Freddie Mac common stock	6	98	0.06	6	364	0.24	6	342	0.19
Fannie Mae common stock	1	8	0.01	1	26	0.02	1	19	0.01
Other common stock	118	468	0.31	118	523	0.35	118	507	0.29
Total available for sale	152,457	153,102	100.00	131,017	131,842	87.50	127,126	126,158	71.65
Total investment securities	$ 152,457	$ 153,102	100.00%	$ 150,018	$ 150,679	100.00%	$ 178,157	$ 176,072	100.00%

(1) Mortgage-backed securities ("MBS")
(2) Collateralized mortgage obligations ("CMO")

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As of June 30, 2008, the Corporation held investments in a continuous unrealized loss position totaling $473,000, consisting of the following:

(In Thousands)	Unrealized Holding Losses Less Than 12 Months		Unrealized Holding Losses 12 Months or More		Unrealized Holding Losses Total	
Description of Securities	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses
U.S. government sponsored enterprise debt securities:						
Fannie Mae	$ 1,940	$ 60	$ -	$ -	$ 1,940	$ 60
FHLB	3,171	79	-	-	3,171	79
U.S. government agency MBS:						
GNMA	47,048	269	-	-	47,048	269
U.S. government sponsored enterprise MBS:						
Freddie Mac	8,770	15	-	-	8,770	15
Private issue CMO:						
Other institutions	1,836	49	389	1	2,225	50
Total	$ 62,765	$ 472	$ 389	$ 1	$ 63,154	$ 473

As of June 30, 2008, the unrealized holding losses relate to a total of 15 investment securities, which consist of 11 adjustable-rate MBS (primarily U.S. government agency MBS), two adjustable-rate private issue CMO and two fixed-rate government sponsored enterprise debt obligations, ranging from a de minimus percentage to 3.1% of cost. Of these unrealized losses in investment securities, only one has been in an unrealized position for more than 12 months. Such unrealized holding losses are the result of fluctuations in interest rates during fiscal 2008 and are not the result of credit or principal risk. Based on the nature of the investments, the Bank’s ability and intent to hold the investments until recovery, and other considerations discussed above, management concluded that such unrealized losses were not other than temporary as of June 30, 2008.

The following table sets forth the outstanding balance, maturity and weighted average yield of the investment securities at June 30, 2008:

	Due in One Year or Less		Due After One to Five Years		Due After Five to Ten Years		Due After Ten Years		No Stated Maturity		Total	
(Dollars in Thousands)	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
Available for sale securities:												
U.S. government sponsored enterprise debt securities	$ -	- %	$ -	- %	$ 5,111	4.00%	$ -	- %	$ -	- %	$ 5,111	4.00%
U.S. government agency MBS	-	-	-	-	-	-	90,938	5.09%	-	-	90,938	5.09%
U.S. government sponsored enterprise MBS	-	-	-	-	-	-	54,254	5.38%	-	-	54,254	5.38%
Private issue CMO	-	-	-	-	-	-	2,225	4.77%	-	-	2,225	4.77%
Freddie Mac common stock	-	-	-	-	-	-	-	-	98	-	98	-
Fannie Mae common stock	-	-	-	-	-	-	-	-	8	-	8	-
Other common stock	-	-	-	-	-	-	-	-	468	-	468	-
Total available for sale	-	- %	-	- %	5,111	4.00%	147,417	5.19%	574	- %	153,102	5.13%
Total investment securities	$ -	- %	$ -	- %	$ 5,111	4.00%	$ 147,417	5.19%	$ 574	- %	$ 153,102	5.13%

Deposit Activities and Other Sources of Funds

General. Deposits, the proceeds from loan sales and loan repayments are the major sources of the Bank's funds for lending and other investment purposes. Scheduled loan repayments are a relatively stable source of funds, while deposit inflows and outflows are influenced significantly by general interest rates and money market conditions. Loan sales are also influenced significantly by general interest rates. Borrowings through the FHLB – San Francisco and repurchase agreements may be used to compensate for declines in the availability of funds from other sources.

Deposit Accounts. Substantially all of the Bank's depositors are residents of the State of California. Deposits are attracted from within the Bank's market area by offering a broad selection of deposit instruments, including checking, savings, money market and time deposits. Deposit account terms vary, differentiated by the minimum balance required, the time periods that the funds must remain on deposit and the interest rate, among other factors. In determining the terms of its deposit accounts, the Bank considers current interest rates, profitability to the Bank, interest rate risk characteristics, competition and its customer's preferences and concerns. Generally, the Bank's deposit rates are commensurate with the median rates of its competitors within a given market. The Bank may occasionally pay above-market interest rates to attract or retain deposits when less expensive sources of funds are not available. The Bank may also pay above-market interest rates in specific markets in order to increase the deposit base of a particular office or group of offices. Currently, the Bank does not accept brokered deposits. The Bank reviews its deposit composition and pricing on a weekly basis.

The Bank generally offers time deposits for terms not exceeding five years. As illustrated in the following table, time deposits represented 66% of the Bank's deposit portfolio at June 30, 2008, compared to 65% at June 30, 2007. At June 30, 2008, the Bank has a single depositor with an aggregate balance of $100.3 million in time deposits and the Bank does not know the likelihood of renewal by the depositor. The Bank attempts to reduce the overall cost of its deposit portfolio and to increase its franchise value by emphasizing transaction accounts which are subject to a heightened degree of competition (see Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 50 of this Form 10-K).

The following table sets forth information concerning the Bank's weighted-average interest rate of deposits at June 30, 2008.

Weighted Average Interest Rate	Term	Deposit Account Type	Minimum Amount	Balance (In Thousands)	Percentage of Total Deposits
		Transaction accounts:			
0.00%	N/A	Checking accounts – non interest-bearing	$ -	$ 48,056	4.74%
0.63	N/A	Checking accounts – interest-bearing	-	122,065	12.05
1.61	N/A	Savings accounts	10	144,883	14.31
1.93	N/A	Money market accounts	-	33,675	3.33
		Time deposits:			
3.11	12 to 36 months	Fixed-term, variable rate	1,000	1,271	0.13
0.83	30 days or less	Fixed-term, fixed rate	1,000	23	-
2.02	31 to 90 days	Fixed-term, fixed rate	1,000	4,832	0.48

1.98	91 to 180 days	Fixed-term, fixed rate	1,000	125,904	12.44
3.95	181 to 365 days	Fixed-term, fixed rate	1,000	256,043	25.29
4.91	Over 1 to 2 years	Fixed-term, fixed rate	1,000	155,850	15.39
4.98	Over 2 to 3 years	Fixed-term, fixed rate	1,000	91,129	9.00
4.13	Over 3 to 5 years	Fixed-term, fixed rate	1,000	28,607	2.83
0.40	Over 5 years	Fixed-term, fixed rate	1,000	72	0.01
2.95%				$ 1,012,410	100.00%

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The following table indicates the aggregate dollar amount of the Bank’s time deposits with balances of $100,000 or more differentiated by time remaining until maturity as of June 30, 2008.

Maturity Period (In Thousands)	Amount
Three months or less	$ 134,559
Over three to six months	86,389
Over six to twelve months	108,355
Over twelve months	33,960
Total	$ 363,263

Deposit Flows. The following table sets forth the balances (inclusive of interest credited) and changes in the dollar amount of deposits in the various types of accounts offered by the Bank at and between the dates indicated.

	At June 30, 2008			2007		
(Dollars in Thousands)	Amount	Percent of Total	Increase (Decrease)	Amount	Percent of Total	Increase (Decrease)
Checking accounts – non interest-bearing	$ 48,056	4.75%	$ 2,944	$ 45,112	4.51%	$ (5,379)
Checking accounts – interest-bearing	122,065	12.06	(523)	122,588	12.24	(8,677)
Savings accounts	144,883	14.31	(8,153)	153,036	15.28	(28,770)
Money market accounts	33,675	3.32	1,621	32,054	3.20	798
Time deposits:						
Fixed-term, fixed rate which mature:						
Within one year	589,027	58.18	155,735	433,292	43.27	128,533
Over one to two years	59,440	5.87	(103,125)	162,565	16.23	33,824
Over two to five years	13,935	1.38	(37,448)	51,383	5.13	(39,826)
Over five years	58	0.01	58	-	-	-
Fixed-term, variable rate	1,271	0.12	(96)	1,367	0.14	(385)
Total	$ 1,012,410	100.00%	$ 11,013	$ 1,001,397	100.00%	$ 80,118

Time Deposits by Rates. The following table sets forth the aggregate balance of time deposits categorized by interest rates at the dates indicated.

	At June 30, 2008	2007	2006
(In Thousands)			
Below 1.00%	$ 118	$ 49	$ 151
1.00 to 1.99%	51,088	-	384
2.00 to 2.99%	155,100	8,808	31,707
3.00 to 3.99%	88,723	81,052	175,831
4.00 to 4.99%	153,575	119,862	278,574
5.00 to 5.99%	215,127	438,836	39,814

Total	$ 663,731	$ 648,607	$ 526,461

Time Deposits by Maturities. The following table sets forth the aggregate dollar amount of time deposits at June 30, 2008 differentiated by interest rates and maturity.

(In Thousands)	One Year or Less	Over One to Two Years	Over Two to Three Years	Over Three to Four Years	After Four Years	Total
Below 1.00%	$ 47	$ 10	$ -	$ 2	$ 59	$ 118
1.00 to 1.99%	51,088	-	-	-	-	51,088
2.00 to 2.99%	146,052	8,853	195	-	-	155,100
3.00 to 3.99%	72,173	6,487	6,047	885	3,131	88,723
4.00 to 4.99%	145,562	4,144	778	1,543	1,548	153,575
5.00 to 5.99%	174,462	40,665	-	-	-	215,127
Total	$ 589,384	$ 60,159	$ 7,020	$ 2,430	$ 4,738	$ 663,731

Deposit Activity. The following table sets forth the deposit activity of the Bank at and for the periods indicated.

	At or For the Year Ended June 30,		
(In Thousands)	2008	2007	2006
Beginning balance	$ 1,001,397	$ 921,279	$ 923,670
Net (withdrawals) deposits before interest credited	(23,563)	48,895	(24,522)
Interest credited	34,576	31,223	22,131
Net increase (decrease) in deposits	11,013	80,118	(2,391)
Ending balance	$ 1,012,410	$ 1,001,397	$ 921,279

Borrowings. The FHLB – San Francisco functions as a central reserve bank providing credit for member financial institutions. As a member, the Bank is required to own capital stock in the FHLB – San Francisco and is authorized to apply for advances using such stock and certain of its mortgage loans and other assets (principally investment securities) as collateral, provided certain creditworthiness standards have been met. Advances are made pursuant to several different credit programs. Each credit program has its own interest rate, maturity, terms and conditions. Depending on the program, limitations on the amount of advances are based on the financial condition of the member institution and the adequacy of collateral pledged to secure the credit. The Bank utilizes advances from the FHLB – San Francisco as an alternative to deposits to supplement its supply of lendable funds, to meet deposit withdrawal requirements and to help manage interest rate risk. The FHLB – San Francisco has, from time to time, served as the Bank's primary borrowing source. As of June 30, 2008, the FHLB – San Francisco borrowing capacity is limited to 50% of total assets. Advances from the FHLB – San Francisco are typically secured by the Bank's single-family residential mortgages, multi-family and commercial real estate loans. Total mortgage loans pledged to the FHLB – San Francisco were $899.3 million at June 30, 2008 as compared to $875.2 million at June 30, 2007. In addition, the Bank pledged investment securities totaling $26.4 million at June 30, 2008 as compared to $24.9 million at June 30, 2007 to collateralize its FHLB – San Francisco advances under the Securities-Backed Credit (“SBC”) facility. At June 30, 2008, the Bank had $479.3 million of borrowings from the FHLB – San Francisco with a weighted-average rate of 3.81%, $13.0 million was under the SBC facility. Such borrowings mature between 2008 and 2021 with a weighted maturity of 23 months. As of June 30, 2008 and 2007, the remaining borrowing facility was $352.7 million and $370.9 million, respectively, with remaining collateral of $439.9 million and $391.9 million, respectively.

In addition, the Bank has a borrowing arrangement in the form of a federal funds facility with its correspondent bank in the amount of $25.0 million. As of June 30, 2008 and 2007, the Bank had no outstanding correspondent bank advances.

The following table sets forth certain information regarding borrowings by the Bank at the dates and for the periods indicated:

	At or For the Year Ended June 30,		
(Dollars In Thousands)	2008	2007	2006
Balance outstanding at the end of period:			
FHLB – San Francisco advances	$ 479,335	$ 502,774	$ 546,211
Correspondent bank advances	$ -	$ -	$ -
Weighted average rate at the end of period:			
FHLB – San Francisco advances	3.81%	4.55%	4.53%
Correspondent bank advances	-	-	-
Maximum amount of borrowings outstanding at any month end:			
FHLB – San Francisco advances	$ 499,744	$ 689,443	$ 572,342
Correspondent bank advances	$ -	$ 1,000	$ -
Average short-term borrowings during the period (1) With respect to:			
FHLB – San Francisco advances	$ 188,390	$ 281,267	$ 121,950
Correspondent bank advances	$ 143	$ 168	$ 205
Weighted average short-term borrowing rate during the period (1) With respect to:			
FHLB – San Francisco advances	3.76%	4.89%	4.11%
Correspondent bank advances	5.36%	5.34%	3.46%

(1) Borrowings with a remaining term of 12 months or less.

As a member of the FHLB – San Francisco, the Bank is required to maintain a minimum investment in FHLB – San Francisco stock. The Bank held the required investment of $30.0 million and an excess investment of $2.1 million at June 30, 2008, as compared to the required investment of $32.2 million and an excess investment of $11.7 million at June 30, 2007. Any excess may be redeemed at par by the Bank or returned by FHLB – San Francisco.

Subsidiary Activities

Federal savings institutions generally may invest up to 3% of their assets in service corporations, provided that at least one-half of any amount in excess of 1% is used primarily for community, inner-city and community development projects. The Bank's investment in its service corporations did not exceed these limits at June 30, 2008.

The Bank has three wholly owned subsidiaries; Provident Financial Corp ("PFC"), Profed Mortgage, Inc., and First Service Corporation. PFC's current activities include: (i) acting as trustee for the Bank's real estate transactions and (ii) holding real estate for investment, if any. Profed Mortgage, Inc., which formerly conducted the Bank's mortgage banking activities, and First Service Corporation are currently inactive. At June 30, 2008, the Bank's investment in its subsidiaries was $305,000.

REGULATION

The following is a brief description of certain laws and regulations which are applicable to the Corporation and the Bank. The description of these laws and regulations, as well as descriptions of laws and regulations contained elsewhere herein, does not purport to be complete and is qualified in its entirety by reference to the applicable laws and regulations.

Legislation is introduced from time to time in the United States Congress that may affect the Corporation's and the Bank's operations. In addition, the regulations governing the Corporation and the Bank may be amended from time to time by the OTS. Any such legislation or regulatory changes could adversely affect the Corporation and the Bank and no prediction can be made as to whether any such changes may occur.

General

The Bank, as a federally chartered savings institution, is subject to extensive regulation, examination and supervision by the OTS, as its primary federal regulator, and the FDIC, as its insurer of deposits. The Bank is a member of the FHLB System and its deposits are insured up to applicable limits by the FDIC. The Bank must file reports with the OTS and the FDIC concerning its activities and financial condition in addition to obtaining regulatory approvals prior to entering into certain transactions such as mergers with, or acquisitions of, other financial institutions. There are periodic examinations by the OTS to evaluate the Bank's safety and soundness and compliance with various regulatory requirements. Under certain circumstances, the FDIC may also examine the Bank. This regulatory structure is intended primarily for the protection of the insurance fund and depositors. The regulatory structure also gives the regulatory authorities extensive discretion in connection with their supervisory and enforcement activities and examination policies, including policies with respect to the classification of assets and the establishment of adequate loan loss reserves for regulatory purposes. Any change in such policies, whether by the OTS, the FDIC or Congress, could have a material adverse impact on the Corporation and the Bank and their operations. The Corporation, as a savings and loan holding company, is required to file certain reports with, is subject to examination by, and otherwise must comply with the rules and regulations of the OTS. The Corporation is also subject to the rules and regulations of the Securities and Exchange Commission ("SEC") under the federal securities laws. See "Savings and Loan Holding Company Regulations" on page 36.

Federal Regulation of Savings Institutions

Office of Thrift Supervision. The OTS has extensive authority over the operations of savings institutions. As part of this authority, the Bank is required to file periodic reports with the OTS and is subject to periodic examinations by the OTS and the FDIC. The OTS also has extensive enforcement authority over all savings institutions and their holding companies, including the Bank and the Corporation. This enforcement authority includes, among other things, the ability to assess civil money penalties, issue cease-and-desist or removal orders and initiate injunctive actions. In general, these enforcement actions may be initiated for violations of laws and regulations and unsafe or unsound practices. Other actions or inaction may provide the basis for enforcement action, including misleading or untimely reports filed with the OTS. Except under certain circumstances, public disclosure of final enforcement actions by the OTS is required.

In addition, the investment, lending and branching authority of the Bank is prescribed by federal laws and it is prohibited from engaging in any activities not permitted by these laws. For example, no savings institution may invest in non-investment grade corporate debt securities. In addition, the permissible level of investment by federal institutions in loans secured by non-residential real property may not exceed 400% of total capital, except with the approval of the OTS. Federal savings institutions are also generally authorized to branch nationwide. The Bank is in compliance with the noted restrictions.

All savings institutions are required to pay assessments to the OTS to fund the agency's operations. The general assessments, paid on a semi-annual basis, are determined based on the savings institution's total assets, including consolidated subsidiaries. The Bank's annual OTS assessment for the fiscal year ended June 30, 2008 was $338,000.

Federal law provides that savings institutions are generally subject to the national bank limit on loans to one borrower. A savings institution may not make a loan or extend credit to a single or related group of borrowers in excess of 15% of its unimpaired capital and surplus. An additional amount may be lent, equal to 10% of unimpaired capital and surplus, if secured by specified readily marketable collateral. At June 30, 2008, the Bank's limit on loans to one borrower was $19.5 million. At June 30, 2008, the Bank's single largest loan commitment to a single borrower was $8.5 million in the form of a condominium construction loan located in Southern California. As of June 30, 2008, this loan is classified as special mention since the primary source of loan repayment is the sale of the 65 condominiums, which has been delayed given the current real estate market conditions. The Bank also monitors multiple loans to a single borrower and/or guarantor. At June 30, 2008, one such borrower had a total of $7.5 million of loans outstanding, primarily commercial real estate loans, all of which are performing according to their original terms.

The OTS, as well as the other federal banking agencies, has adopted guidelines establishing safety and soundness standards on such matters as loan underwriting and documentation, asset quality, earnings, internal controls and audit systems, interest rate risk exposure and compensation and other employee benefits. Any institution that fails to comply with these standards must submit a compliance plan.

Federal Home Loan Bank System. The Bank is a member of the FHLB – San Francisco, which is one of 12 regional FHLBs that administer the home financing credit function of member financial institutions. Each FHLB serves as a reserve or central bank for its members within its assigned region. It is funded primarily from proceeds derived from the sale of consolidated obligations of the FHLB System. It makes loans or advances to members in accordance with policies and procedures, established by the Board of Directors of the FHLB, which are subject to the oversight of the Federal Housing Finance Board. All advances from the FHLB are required to be fully secured by sufficient collateral as determined by the FHLB. In addition, all long-term advances are required to provide funds for residential home financing. At June 30, 2008, the Bank had $479.3 million of outstanding advances from the FHLB – San Francisco under an available credit facility of $837.1 million, based on 50% of total assets, which is limited to available collateral. See "Business – Deposit Activities and Other Sources of Funds – Borrowings" on page 29.

As a member, the Bank is required to purchase and maintain stock in the FHLB – San Francisco. At June 30, 2008, the Bank had $32.1 million in FHLB – San Francisco stock, which was in compliance with this requirement. In past years, the Bank has received substantial dividends on its FHLB – San Francisco stock. The average dividend yield for fiscal 2008, 2007 and 2006 was 5.65%, 5.35% and 4.78%, respectively. There is no guarantee that the FHLB – San Francisco will maintain its dividend at these levels.

Under federal law, the FHLB is required to provide funds for the resolution of troubled savings institutions and to contribute to low and moderately priced housing programs through direct loans or interest subsidies on advances targeted for community investment and low and moderate income housing projects. These contributions have adversely affected the level of FHLB dividends paid and could continue to do so in the future. These contributions also could have an adverse effect on the value of FHLB stock in the future. A reduction in value of the Bank's FHLB stock may result in a corresponding reduction in the Bank's capital.

Insurance of Accounts and Regulation by the FDIC. The Bank's deposits are insured up to applicable limits by the DIF of the FDIC. The DIF is the successor to the Bank Insurance Fund and the Savings Association Insurance Fund, which were merged effective March 31, 2006. As insurer, the FDIC imposes deposit insurance premiums and is authorized to conduct examinations of and to require reporting by FDIC insured institutions. It also may prohibit any FDIC insured institution from engaging in any activity the FDIC determines by regulation or order to pose a serious risk to the insurance fund. The FDIC also has the authority to initiate enforcement actions against savings institutions, after giving the Office of Thrift Supervision an opportunity to take such action, and may terminate the deposit insurance if it determines that the institution has engaged in unsafe or unsound practices or is in an unsafe or unsound condition.

The FDIC amended its risk-based assessment system for 2007 to implement authority granted by the Federal Deposit Insurance Reform Act of 2005, which was enacted in 2006 ("Reform Act"). Under the revised system, insured institutions are assigned to one of four risk categories based on supervisory evaluations, regulatory capital levels and certain other factors. An institution's assessment rate depends upon the category to which it is assigned.

Risk Category I, which contains those depository institutions that pose the smallest risk, is expected to include more than 90% of all institutions. Unlike the other categories, Risk Category I contains further risk differentiation based on the FDIC's analysis of financial ratios, examination component ratings and other information. Assessment rates are determined by the FDIC and currently range from five to seven basis points for the healthiest institutions (Risk Category I) to 43 basis points of assessable deposits for those that pose the highest risk (Risk Category IV). The FDIC may adjust rates uniformly from one quarter to the next, except that no single adjustment can exceed three basis points. No institution may pay a dividend if in default of the FDIC assessment.

The Reform Act also provided for a one-time credit for eligible institutions based on their assessment base as of December 31, 1996. Subject to certain limitations with respect to institutions that are exhibiting weaknesses, credits can be used to offset assessments until exhausted. The Bank's one-time credit was $695,000 and was exhausted in the quarter ended March 31, 2008. The Reform Act also provided for the possibility that the FDIC may pay dividends to insured institutions once the DIF reserve ratio equals or exceeds 1.35% of estimated insured deposits.

In addition to the assessment for deposit insurance, institutions are required to make payments on bonds issued in the late 1980s by the Financing Corporation to recapitalize a predecessor deposit insurance fund. For the quarter ended March 31, 2008, which is the most recent information available, this payment was established at 1.12 basis points (annualized) of assessable deposits.

The Reform Act provided the FDIC with authority to adjust the DIF ratio to insured deposits within a range of 1.15% and 1.50%, in contrast to the prior statutorily fixed ratio of 1.25%. The ratio, which is viewed by the FDIC as the level that the fund should achieve, was established by the agency at 1.25% for 2008.

The FDIC has authority to increase insurance assessments. A significant increase in insurance premiums would likely have an adverse effect on the operating expenses and results of operations of the Bank. There can be no prediction as to what insurance assessment rates will be in the future. Insurance of deposits may be terminated by the FDIC upon a finding that the institution has engaged in unsafe or unsound practices, is in an unsafe or unsound condition to continue operations or has violated any applicable law, regulation, rule, order or condition imposed by the FDIC or the Office of Thrift Supervision. Management of the Bank is not aware of any practice, condition or violation that might lead to termination of the Bank's deposit insurance.

Prompt Corrective Action. The OTS is required to take certain supervisory actions against undercapitalized savings institutions, the severity of which depends upon the institution's degree of undercapitalization. Generally, an institution is considered to be "undercapitalized" if it has a core capital ratio of less than 4.0% (3.0% or less for institutions with the highest examination rating), a ratio of total capital to risk-weighted assets of less than 8.0%, or a ratio of Tier 1 capital to risk-weighted assets of less than 4.0%. An institution that has a core capital ratio that is less than 3.0%, a total risk-based capital ratio less than 6.0%, and a Tier 1 risk-based capital ratio of less than 3.0% is considered to be "significantly undercapitalized" and an institution that has a tangible capital ratio equal to or less than 2.0% is deemed to be "critically undercapitalized." Subject to a narrow exception, the OTS is required to appoint a receiver or conservator for a savings institution that is "critically undercapitalized." OTS regulations also require that a capital restoration plan be filed with the OTS within 45 days of the date a savings institution receives notice that it is "undercapitalized," "significantly undercapitalized" or "critically undercapitalized." In addition, numerous mandatory supervisory actions become immediately applicable to an undercapitalized institution, including, but not limited to, increased monitoring by regulators and restrictions on growth, capital distributions and expansion. "Significantly undercapitalized" and "critically undercapitalized" institutions are subject to more extensive mandatory regulatory actions. The OTS also could take any one of a number of discretionary supervisory actions, including the issuance of a capital directive and the replacement of senior executive officers and directors.

At June 30, 2008, the Bank was categorized as "well capitalized" under the prompt corrective action regulations of the OTS.

Qualified Thrift Lender Test. All savings institutions, including the Bank, are required to meet a qualified thrift lender ("QTL") test to avoid certain restrictions on their operations. This test requires a savings institution to have at least 65% of its total assets as defined by regulation, in qualified thrift investments on a monthly average for nine out of every 12 months on a rolling basis. As an alternative, the savings institution may maintain 60% of its assets in those assets specified in Section 7701(a)(19) of the Internal Revenue Code ("Code"). Under either test, such assets primarily consist of residential housing related loans and investments.

A savings institution that fails to meet the QTL is subject to certain operating restrictions and may be required to convert to a national bank charter. Recent legislation has expanded the extent to which education loans, credit card loans and small business loans may be considered “qualified thrift investments.” As of June 30, 2008, the Bank maintained 83.65% of its portfolio assets in qualified thrift investments and, therefore, met the qualified thrift lender test.

Capital Requirements. The OTS’s capital regulations require federal savings institutions to meet three minimum capital standards: a 1.5% tangible capital ratio, a 4% core capital ratio (3% for institutions receiving the highest rating on the CAMELS examination rating system) and an 8% risk-based capital ratio. In addition, the prompt corrective action standards discussed above also establish, in effect, a minimum ratio of 2% tangible capital, 4% core capital (3% for institutions receiving the highest rating on the CAMELS system), 8% risk-based capital, and 4% Tier 1 risk-based capital. The OTS regulations also require that, in meeting the tangible, core and risk-based capital ratios, institutions must generally deduct investments in and loans to subsidiaries engaged in activities as principal that are not permissible for a national bank.

The risk-based capital standard requires federal savings institutions to maintain Tier 1 and total capital (which is defined as core capital and supplementary capital) to risk-weighted assets of at least 4% and 8%, respectively. In determining the amount of risk-weighted assets, all assets, including certain off-balance sheet assets, recourse obligations, residual interests and direct credit substitutes, are multiplied by a risk-weight factor of 0% to 100%, assigned by the OTS capital regulation based on the risks believed inherent in the type of asset. Core capital is defined as common stockholders’ equity (including retained earnings), certain noncumulative perpetual preferred stock and related surplus and minority interests in equity accounts of consolidated subsidiaries, less intangibles other than certain mortgage servicing rights and credit card relationships. The components of supplementary capital currently include cumulative preferred stock, long-term perpetual preferred stock, mandatory convertible securities, subordinated debt and intermediate preferred stock, the allowance for loan and lease losses limited to a maximum of 1.25% of risk-weighted assets and up to 45% of unrealized gains on available-for-sale equity securities with readily determinable fair market values. Overall, the amount of supplementary capital included as part of total capital cannot exceed 100% of core capital.

The OTS also has authority to establish individual minimum capital requirements in appropriate cases upon a determination that an institution’s capital level is or may become inadequate in light of the particular circumstances. At June 30, 2008, the Bank met each of these capital requirements. For additional information, including the capital levels of the Bank, see Note 10 of the Notes to Consolidated Financial Statements included in Item 8 of this Form 10-K.

Limitations on Capital Distributions. OTS regulations impose various restrictions on savings institutions with respect to their ability to make distributions of capital, which include dividends, stock redemptions or repurchases, cash-out mergers and other transactions charged to the capital account. Generally, savings institutions, such as the Bank, that before and after the proposed distribution are well-capitalized, may make capital distributions during any calendar year up to 100% of net income for the year-to-date plus retained net income for the two preceding years. However, an institution deemed to be in need of more than normal supervision by the OTS may have its dividend authority restricted by the OTS. The Bank may pay dividends to the Corporation in accordance with this general authority.

Savings institutions proposing to make any capital distribution need not submit written notice to the OTS prior to such distribution unless they are a subsidiary of a holding company or would not remain well-capitalized following the distribution. Savings institutions that do not, or would not meet their current minimum capital requirements following a proposed capital distribution or propose to exceed these net income limitations, must obtain OTS approval prior to making such distribution. The OTS may object to the distribution during that 30-day period based on safety and soundness concerns.

Activities of Associations and Their Subsidiaries. When a savings institution establishes or acquires a subsidiary or elects to conduct any new activity through a subsidiary that the association controls, the savings institution must notify the FDIC and the OTS 30 days in advance and provide the information each agency may, by regulation, require. Savings institutions also must conduct the activities of subsidiaries in accordance with existing regulations and orders.

The OTS may determine that the continuation by a savings institution of its ownership, control of, or its relationship to, the subsidiary constitutes a serious risk to the safety, soundness or stability of the savings institution or is inconsistent with sound banking practices or with the purposes of the Federal Deposit Insurance Act. Based upon that determination, the FDIC or the OTS has the authority to order the savings institution to divest itself of control of the subsidiary. The FDIC also may determine by regulation or order that any specific activity poses a serious threat to the DIF. If so, it may require that no DIF member engage in that activity directly.

Transactions with Affiliates. The Bank's authority to engage in transactions with "affiliates" is limited by OTS regulations and by Sections 23A and 23B of the Federal Reserve Act as implemented by the Federal Reserve Board's Regulation W. The term "affiliates" for these purposes generally means any company that controls or is under common control with an institution. The Corporation and its non-savings institution subsidiaries would be affiliates of the Bank. In general, transactions with affiliates must be on terms that are as favorable to the institution as comparable transactions with non-affiliates. In addition, certain types of transactions are restricted to an aggregate percentage of the institution's capital. Collateral in specified amounts must be provided by affiliates in order to receive loans from an institution. In addition, savings institutions are prohibited from lending to any affiliate that is engaged in activities that are not permissible for bank holding companies and no savings institution may purchase the securities of any affiliate other than a subsidiary. Federally insured savings institutions are subject, with certain exceptions, to certain restrictions on extensions of credit to their parent holding companies or other affiliates, on investments in the stock or other securities of affiliates and on the taking of such stock or securities as collateral from any borrower. In addition, these institutions are prohibited from engaging in certain tie-in arrangements in connection with any extension of credit or the providing of any property or service.

The Sarbanes-Oxley Act of 2002 ("Sarbanes-Oxley Act") generally prohibits a company from making loans to its executive officers and directors. However, that act contains a specific exception for loans by a depository institution to its executive officers and directors in compliance with federal banking laws. Under such laws, the Bank's authority to extend credit to executive officers, directors and 10% stockholders ("insiders"), as well as entities which such persons control, is limited. The law restricts both the individual and aggregate amount of loans the Bank may make to insiders based, in part, on the Bank's capital position and requires certain Board approval procedures to be followed. Such loans must be made on terms substantially the same as those offered to unaffiliated individuals and not involve more than the normal risk of repayment. There is an exception for loans made pursuant to a benefit or compensation program that is widely available to all employees of the institution and does not give preference to insiders over other employees. There are additional restrictions applicable to loans to executive officers.

Community Reinvestment Act. Under the Community Reinvestment Act, every FDIC-insured institution has a continuing and affirmative obligation consistent with safe and sound banking practices to help meet the credit needs of its entire community, including low and moderate income neighborhoods. The Community Reinvestment Act does not establish specific lending requirements or programs for financial institutions nor does it limit an institution's discretion to develop the types of products and services that it believes are best suited to its particular community, consistent with the Community Reinvestment Act. The Community Reinvestment Act requires the OTS, in connection with the examination of the Bank, to assess the institution's record of meeting the credit needs of its community and to take such record into account in its evaluation of certain applications, such as a merger or the establishment of a branch, by the Bank. The OTS may use an unsatisfactory rating as the basis for the denial of an application. Due to the heightened attention being given to the Community Reinvestment Act in the past few years, the Bank may be required to devote additional funds for investment and lending in its local community. The Bank was examined for Community Reinvestment Act compliance and received a rating of satisfactory in its latest examination.

Regulatory and Criminal Enforcement Provisions. The OTS has primary enforcement responsibility over savings institutions and has the authority to bring action against all "institution-affiliated parties," including stockholders, attorneys, appraisers and accountants who knowingly or recklessly participate in wrongful action likely to have an adverse effect on an insured institution. Formal enforcement action may range from the issuance of a capital directive or cease and desist order to removal of officers or directors, receivership, conservatorship or termination of deposit insurance. Civil penalties cover a wide range of violations and can amount to $25,000 per day, or $1.1 million per day in especially egregious cases. The FDIC has the authority to recommend to the Director of the OTS that an enforcement action be taken with respect to a particular savings institution. If the Director does not take action, the FDIC has authority to take such action under certain circumstances. Federal law also establishes criminal penalties for certain violations.

Environmental Issues Associated with Real Estate Lending. The Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA"), a federal statute, generally imposes strict liability on all prior and present "owners and operators" of sites containing hazardous waste. However, Congress acted to protect secured creditors by providing that the term "owner and operator" excludes a person whose ownership is limited to protecting its security interest in the site. Since the enactment of the CERCLA, this "secured creditor exemption" has been the subject of judicial interpretations which have left open the possibility that lenders could be liable for cleanup costs on contaminated property that they hold as collateral for a loan.

To the extent that legal uncertainty exists in this area, all creditors, including the Bank, that have made loans secured by properties with potential hazardous waste contamination (such as petroleum contamination) could be subject to liability for cleanup costs, which costs often substantially exceed the value of the collateral property.

Privacy Standards. The Gramm-Leach-Bliley Financial Services Modernization Act of 1999 ("GLBA"), which was enacted in 1999, modernized the financial services industry by establishing a comprehensive framework to permit affiliations among commercial banks, insurance companies, securities firms and other financial service providers. The Bank is subject to OTS regulations implementing the privacy protection provisions of the GLBA. These regulations require the Bank to disclose its privacy policy, including identifying with whom it shares "non-public personal information," to customers at the time of establishing the customer relationship and annually thereafter.

Anti-Money Laundering and Customer Identification. Congress enacted the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (the "USA Patriot Act") on October 26, 2001 in response to the terrorist events of September 11, 2001. The USA Patriot Act gives the federal government new powers to address terrorist threats through enhanced domestic security measures, expanded surveillance powers, increased information sharing, and broadened anti-money laundering requirements. In March 2006, Congress re-enacted certain expiring provisions of the USA Patriot Act.

Savings and Loan Holding Company Regulations

General. The Corporation is a unitary savings and loan holding company subject to the regulatory oversight of the OTS. Accordingly, the Corporation is required to register and file reports with the OTS and is subject to regulation and examination by the OTS. In addition, the OTS has enforcement authority over the Corporation and its non-savings institution subsidiaries, which also permits the OTS to restrict or prohibit activities that are determined to present a serious risk to the subsidiary savings institution.

Activities Restrictions. The GLBA provides that no company may acquire control of a savings association after May 4, 1999 unless it engages only in the financial activities permitted for financial holding companies under the law or for multiple savings and loan holding companies as described below. The GLBA also specifies, subject to a grandfather provision, that existing savings and loan holding companies may only engage in such activities. The Corporation qualifies for the grandfathering and is therefore not restricted in terms of its activities. Upon any non-supervisory acquisition by the company of another savings association as a separate subsidiary, the Corporation would become a multiple savings and loan holding company and would be limited to those activities permitted multiple savings and loan holding companies by OTS regulation. OTS has issued an interpretation concluding that multiple savings and loan holding companies may also engage in activities permitted for financial holding companies, including lending, trust services, insurance activities and underwriting, investment banking and real estate investments.

If the Bank fails the OTL test, the Corporation must, within one year of that failure, register as, and will become subject to the restrictions applicable to bank holding companies. See "Federal Regulation of Savings Institutions – Qualified Thrift Lender Test" on page 33 of this Form 10-K.

Mergers and Acquisitions. The Corporation must obtain approval from the OTS before acquiring more than 5% of the voting stock of another savings institution or savings and loan holding company or acquiring such an institution or holding company by merger, consolidation or purchase of its assets. In evaluating an application for the Company to acquire control of a savings institution, the OTS would consider the financial and managerial resources and future prospectus of the Corporation and the target institution, the effect of the acquisition on the risk to the Deposit Insurance Fund, the convenience and the needs of the community and competitive factors.

The OTS may not approve any acquisition that would result in a multiple savings and loan holding company controlling savings institutions in more than one state, subject to two exceptions; (i) the approval of interstate supervisory acquisitions by savings and loan holding companies and (ii) the acquisition of a savings institution in another state if the laws of the states of the target savings institution specifically permit such acquisitions. The states vary in the extent to which they permit interstate savings and loan holding company acquisitions.

Sarbanes-Oxley Act. The Sarbanes-Oxley Act was signed into law on July 30, 2002 in response to public concerns regarding corporate accountability in connection with certain accounting scandals. The stated goals of the Sarbanes-Oxley Act are to increase corporate responsibility, to provide for enhanced penalties for accounting and auditing improprieties at publicly traded companies and to protect investors by improving the accuracy and reliability of corporate disclosures pursuant to the securities laws. The Sarbanes-Oxley Act generally applies to all companies that file or are required to file periodic reports with the SEC, under the Securities Exchange Act of 1934, including the Corporation.

The Sarbanes-Oxley Act includes very specific additional disclosure requirements and new corporate governance rules, requires the SEC and securities exchanges to adopt extensive additional disclosures, corporate governance and related rules and mandates. The Sarbanes-Oxley Act represents significant federal involvement in matters traditionally left to state regulatory systems, such as the regulation of the accounting profession, and to state corporate law, such as the relationship between a board of directors and management and between a board of directors and its committees.

TAXATION

Federal Taxation

General. The Corporation and the Bank report their income on a fiscal year basis using the accrual method of accounting and will be subject to federal income taxation in the same manner as other corporations with some exceptions, including particularly the Bank’s reserve for bad debts discussed below. The following discussion of tax matters is intended only as a summary and does not purport to be a comprehensive description of the tax rules applicable to the Bank or the Corporation.

Tax Bad Debt Reserves. As a result of legislation enacted in 1996, the reserve method of accounting for bad debt reserves was repealed for tax years beginning after December 31, 1995. Due to such repeal, the Bank is no longer able to calculate its deduction for bad debts using the percentage-of-taxable-income or the experience method. Instead, the Bank will be permitted to deduct as bad debt expense its specific charge-offs during the taxable year. In addition, the legislation required savings institutions to recapture into taxable income, over a six-year period, their post 1987 additions to their bad debt tax reserves. As of the effective date of the legislation, the Bank had no post 1987 additions to its bad debt tax reserves. As of June 30, 2008, the Bank’s total pre-1988 bad debt reserve for tax purposes was approximately $9.0 million. Under current law, a savings institution will not be required to recapture its pre-1988 bad debt reserve unless the Bank makes a “non-dividend distribution” as defined below.

Distributions. To the extent that the Bank makes “non-dividend distributions” to the Corporation that are considered as made from the reserve for losses on qualifying real property loans, to the extent the reserve for such losses exceeds the amount that would have been allowed under the experience method; or from the supplemental reserve for losses on loans (“Excess Distributions”), then an amount based on the amount distributed will be included in the Bank’s taxable income. Non-dividend distributions include distributions in excess of the Bank’s current and accumulated earnings and profits, distributions in redemption of stock, and distributions in partial or complete liquidation. However, dividends paid out of the Bank’s current or accumulated earnings and profits, as calculated for federal income tax purposes, will not be considered to result in a distribution from the Bank's bad debt reserve. Thus, any dividends to the Corporation that would reduce amounts appropriated to the Bank's bad debt reserve and deducted for federal income tax purposes would create a tax liability for the Bank. The amount of additional taxable income attributable to an Excess Distribution is an amount that, when reduced by the tax attributable to the income, is equal to the amount of the distribution. Thus, if the Bank makes a "non-dividend distribution," then approximately one and one-half times the amount distributed will be included in taxable income for federal income tax purposes, assuming a 35% corporate income tax rate (exclusive of state and local taxes). See "Limitation on Capital Distributions" on page 34 of this Form 10-K for limits on the payment of dividends by the Bank. The Bank does not intend to pay dividends that would result in a recapture of any portion of its tax bad debt reserve. During fiscal 2008, the Bank declared and paid cash dividends to the Corporation of $12.0 million while the Corporation declared and paid cash dividends to the shareholders of $4.0 million.

Corporate Alternative Minimum Tax. The Internal Revenue Code of 1986 imposes a tax on alternative minimum taxable income ("AMTI") at a rate of 20%. In addition, only 90% of AMTI can be offset by net operating loss carryovers. AMTI is increased by an amount equal to 75% of the amount by which the Bank's adjusted current earnings exceeds its AMTI (determined without regard to this preference and prior to reduction for net operating losses).

Non-Qualified Compensation Tax Benefits. During fiscal 2008, 750 shares of common stock under the Management Recognition Plan ("MRP") were distributed to non-employee members of the Corporation's Board of Directors in accordance with previous awards and consistent with the vesting schedule. There were no options to purchase shares of the Corporation's common stock exercised as non-qualified stock options during fiscal 2008. A $4,000 federal tax benefit from the non-qualified compensation was realized in fiscal 2008.

Other Matters. The Internal Revenue Service has audited the Bank's income tax returns through 1996 and the California Franchise Tax Board has audited the Bank through 1990. The Corporation is currently undergoing a regular review by the Internal Revenue Service for fiscal 2006 and 2007, and as part of that review, a tax adjustment of $348,000 was recorded in fiscal 2008 tax expense for a disallowed tax deduction related to the sale of the commercial building sold in 2006. Management has not been made aware of any other significant issues at this time.

State Taxation

California. The California franchise tax rate applicable to the Bank equals the franchise tax rate applicable to corporations generally, plus an "in lieu" rate of 2%, which is approximately equal to personal property taxes and business license taxes paid by such corporations (but not generally paid by banks or financial corporations such as the Bank). At June 30, 2008, the Corporation's net state tax rate was 7.9%. Bad debt deductions are available in computing California franchise taxes using the specific charge-off method. The Bank and its California subsidiaries file California franchise tax returns on a combined basis. The Corporation will be treated as a general corporation subject to the general corporate tax rate. A $2,000 state tax benefit from the non-qualified compensation was realized in fiscal 2008, as described under the Federal Taxation section.

Delaware. As a Delaware holding company not earning income in Delaware, the Corporation is exempted from Delaware corporate income tax, but is required to file an annual report with and pay an annual franchise tax to the State of Delaware. The Corporation paid the annual franchise tax of $107,000 in fiscal 2008.

EXECUTIVE OFFICERS

The following table sets forth information with respect to the executive officers of the Corporation and the Bank.

		Position	
Name	Age (1)	Corporation	Bank
Craig G. Blunden	60	Chairman, President and Chief Executive Officer	Chairman, President and Chief Executive Officer
Richard L. Gale	57	-	Senior Vice President Provident Bank Mortgage
Kathryn R. Gonzales	50	-	Senior Vice President Retail Banking
Lilian Salter	53	-	Senior Vice President Chief Information Officer
Donavon P. Ternes	48	Chief Operating Officer Chief Financial Officer Corporate Secretary	Executive Vice President Chief Operating Officer Chief Financial Officer Corporate Secretary
David S. Weiant	49	-	Senior Vice President Chief Lending Officer

(1) As of June 30, 2008.

Biographical Information

Set forth below is certain information regarding the executive officers of the Corporation and the Bank. There are no family relationships among or between the executive officers.

Craig G. Blunden has been associated with the Bank since 1974 and has held his current positions at the Bank since 1991 and as President and Chief Executive Officer of the Corporation since its formation in 1996. Mr. Blunden also serves on the City of Riverside Council of Economic Development Advisors and is Immediate Past Chairman of the Board of the Greater Riverside Chamber of Commerce.

Richard L. Gale, who joined the Bank in 1988, has served as President of the Provident Bank Mortgage division since 1989. Mr. Gale has held his current position with the Bank since 1993.

Kathryn R. Gonzales joined the Bank as Senior Vice President of Retail Banking on August 7, 2006. Prior to joining the Bank, Ms. Gonzales was with Bank of America where she was responsible for working with under-performing branches and re-energizing their business development capabilities. Prior to that she was with Arrowhead Central Credit Union where she was responsible for 25 retail branches and oversaw their significant deposit growth. Her experience includes retail branch sales development, branch operations, development of business related products and services, and commercial lending.

Lilian Salter, who joined the Bank in 1993, was general auditor prior to being promoted to Chief Information Officer in 1997. Prior to joining the Bank, Ms. Salter was with Home Federal Bank, San Diego, California for 17 years and held various positions in information systems, auditing and accounting.

Donavon P. Ternes joined the Bank as Senior Vice President and Chief Financial Officer on November 1, 2000 and was appointed Secretary of the Corporation and the Bank in April 2003. Effective January 1, 2008, Mr. Ternes was appointed Executive Vice President and Chief Operating Officer, while continuing to serve as the Chief Financial

Officer and Corporate Secretary of the Bank and the Corporation. Prior to joining the Bank, Mr. Ternes was the President, Chief Executive Officer, Chief Financial Officer and Director of Mission Savings and Loan Association, located in Riverside, California holding those positions for over 11 years.

David S. Weiant joined the Bank as Senior Vice President and Chief Lending Officer on June 29, 2007. Prior to joining the Bank, Mr. Weiant was a Senior Vice President of Professional Business Bank (June 2006 to June 2007) where he was responsible for commercial lending in the Los Angeles and Inland Empire regions of Southern California. Prior to that, Mr. Weiant was Executive Vice President and Regional Manager of Southwest Community Bank (April 2005 to June 2006), Senior Vice President and Regional Manager of Vineyard Bank (2004 – 2005) and Executive Vice President and Branch Administrator of Business Bank of California (2000 – 2004). Mr. Weiant has more than 25 years of experience with financial institutions including the last 11 years in senior management.

Item 1A. Risk Factors

We assume and manage a certain degree of risk in order to conduct our business. In addition to the risk factors described below, other risks and uncertainties not specifically mentioned, or that are currently known to, or deemed by, management to be immaterial also may materially and adversely affect our financial position, results of operation and/or cash flows. Before making an investment decision, you should carefully consider the risks described below together with all of the other information included in this Form 10-K. If any of the circumstances described in the following risk factors actually occur to a significant degree, the value of our common stock could decline, and you could lose all or part of your investment.

Our business is subject to general economic risks that could adversely impact our results of operations and financial condition.

a) Changes in economic conditions, particularly a further economic slowdown in Southern California and Inland Empire could hurt our business.

Our business is directly affected by market conditions, trends in industry and finance, legislative and regulatory changes, and changes in governmental monetary and fiscal policies and inflation, all of which are beyond our control. In 2007, the housing and real estate sectors experienced an economic slowdown that has continued into 2008. Further deterioration in economic conditions and real estate markets, in particular within our primary market area in Southern California, could result in the following consequences, among others, any of which could hurt our business materially:

- loan delinquencies may increase;
- problem assets and foreclosures may increase;
- demand for our products and services may decline; and
- collateral for loans made by us, especially real estate, may decline in value, in turn reducing a customer’s borrowing capacity and reducing the value of assets and collateral securing our loans.

b) Downturns in the real estate markets in our primary market area could hurt our business.

Our business activities and credit exposure are primarily concentrated in Southern California and the Inland Empire in particular. Our construction and land loan portfolios, our commercial and multi-family loan portfolios and a certain number of our other loans have been affected by the downturn in the residential real estate market. We anticipate that further declines in the real estate markets in our primary market area will hurt our business. As of June 30, 2008, substantially all of our loan portfolio consisted of loans secured by real estate located in Southern California. If real estate values continue to decline the collateral for our loans will provide less security. As a result, our ability to recover on defaulted loans by selling the underlying real estate will be diminished, and we would be more likely to suffer losses on defaulted loans. The events and conditions described in this risk factor could therefore have a material adverse effect on our business, results of operations and financial condition.

c) We may suffer losses in our loan portfolio despite our underwriting practices.

We seek to mitigate the risks inherent in our loan portfolio by adhering to specific underwriting practices. Although we believe that our underwriting criteria are appropriate for the various kinds of loans we make, we may incur losses on loans that meet our underwriting criteria, and these losses may exceed the amounts set aside as reserves in our allowance for loan losses.

Our loan portfolio is concentrated in loans with a higher risk of loss.

We originate construction and land loans, commercial real estate and multi-family mortgage loans, commercial business loans, consumer loans, and single-family loans primarily within our market areas. Generally, these types of loans, other than the single-family loans, have a higher risk of loss. We had approximately $573.9 million outstanding in these types of higher risk loans at June 30, 2008, an increase of $41.2 million, or 8%, from $532.7 million at June 30, 2007. These loans have greater credit risk than single-family loans for a number of reasons, including those described below:

Construction and Land loans. This type of lending contains the inherent difficulty in estimating both a property's value at completion of the project and the estimated cost (including interest) of the project. If the estimate of construction costs proves to be inaccurate, we may be required to advance funds beyond the amount originally committed to permit completion of the project. If the estimate of value upon completion proves to be inaccurate, we may be confronted at, or prior to, the maturity of the loan with a project where the value is insufficient to assure full repayment. In addition, speculative construction loans to a builder are often associated with homes that are not pre-sold, and thus pose a greater potential risk than construction loans to individuals on their personal residences. Loans on land under development or held for future construction also poses additional risk because of the lack of income being produced by the property and the potential illiquid nature of the collateral. These risks can be significantly impacted by supply and demand conditions. As a result, this type of lending often involves the disbursement of substantial funds with repayment dependent on the success of the ultimate project and the ability of the borrower to sell or lease the property, rather than the ability of the borrower or guarantor themselves to repay principal and interest. At June 30, 2008, we had $36.6 million or 2.6% of total loans in construction (gross of undisbursed loan funds) and land loans.

Commercial Real Estate and Multi-Family loans. These loans typically involve higher principal amounts than other types of loans, and repayment is dependent upon income generated, or expected to be generated, by the property securing the loan in amounts sufficient to cover operating expenses and debt service, which may be adversely affected by changes in the economy or local market conditions. Commercial real estate and multi-family mortgage loans also expose a lender to greater credit risk than loans secured by residential real estate because the collateral securing these loans typically cannot be sold as easily as residential real estate. In addition, many of our commercial real estate and multi-family loans are not fully amortizing and contain large balloon payments upon maturity. Such balloon payments may require the borrower to either sell or refinance the underlying property in order to make the payment, which may increase the risk of default or non-payment. At June 30, 2008, we had $535.9 million or 38.5% of loans held for investment in commercial real estate and multi-family mortgage loans.

Commercial Business loans. Our commercial business loans are primarily made based on the cash flow of the borrower and secondarily on the underlying collateral provided by the borrower. The borrowers' cash flow may be unpredictable, and collateral securing these loans may fluctuate in value. Most often, this collateral is accounts receivable, inventory, equipment or real estate. In the case of loans secured by accounts receivable, the availability of funds for the repayment of these loans may be substantially dependent on the ability of the borrower to collect amounts due from its customers. Other collateral securing loans may depreciate over time, may be difficult to appraise and may fluctuate in value based on the success of the business. At June 30, 2008, we had $8.6 million or 0.6% of total in commercial business loans.

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We are also subject to credit risks in connection with our single-family lending practices.

We are subject to credit risk in connection with our loans held for investment, loans available for sale, receivable from sale of loans, investment securities and in connection with mortgage banking activities, particularly in the sale of loans (counter-party risk).

A substantial majority of our single-family mortgage loans held for investment are adjustable rate loans. Any rise in prevailing market interest rates may result in increased payments for borrowers who have adjustable rate mortgage loans, increasing the possibility of default. Multi-family and commercial real estate loans bear higher credit risk as compared to single-family mortgage loans. These loans are typically secured by properties that are generally greater in amount, more difficult to evaluate and monitor and are susceptible to default as a result of changes in general economic conditions and, therefore, involve a greater degree of risk than single-family mortgage loans. Since payments on loans secured by multi-family and commercial real estate are often dependent on the successful operation and management of the properties, repayment of such loans may be impacted by adverse conditions in the real estate market or the economy. As with single-family mortgage loans, a substantial majority of our multi-family and commercial real estate loans are adjustable rate, and thus are subject to higher payments by the borrower when prevailing market interest rates rise. Our single-family, multi-family and commercial real estate loans are primarily located in Los Angeles, Orange, Riverside, San Bernardino and San Diego Counties.

Recent negative developments in the financial industry and credit markets may continue to adversely impact our financial condition and results of operations.

Negative developments beginning in the latter half of 2007 in the sub-prime mortgage market and the securitization markets for such loans, together with substantially increased oil prices, other commodity prices and other factors, have resulted in uncertainty in the financial markets in general and a related general economic downturn, which have continued in 2008. Many lending institutions, including us, have experienced substantial declines in the performance of their loans, including construction and land loans, single-family loans, multi-family loans, commercial loans and consumer loans. Moreover, competition among depository institutions for deposits and quality loans has increased significantly. In addition, the values of real estate collateral supporting many construction and land, commercial and multi-family and other commercial loans and home mortgages have declined and may continue to decline. Bank and holding company stock prices have been negatively affected, as has the ability of banks and holding companies to raise capital or borrow in the debt markets compared to recent years. These conditions may have a material adverse effect on our financial condition and results of operations. In addition, as a result of the foregoing factors, there is a potential for new federal or state laws and regulations regarding lending and funding practices and liquidity standards, and bank regulatory agencies are expected to be very aggressive in responding to concerns and trends identified in examinations, including the expected issuance of formal enforcement orders. Negative developments in the financial industry and the impact of new legislation in response to those developments could restrict our business operations, including our ability to originate or sell loans, and adversely impact our results of operations and financial condition.

We may be required to make further increases in our provision for loan losses and to charge off additional loans in the future, which could adversely affect our results of operations.

For the fiscal year June 30, 2008 we recorded a provision for loan losses of $12.1 million compared to $5.1 million for the fiscal year June 30, 2007, which reduced our results of operations for fiscal 2008. We also recorded net loan charge-offs of $8.1 million for the fiscal year ended June 30, 2008 compared to $540,000 for the fiscal year ended June 30, 2007. We are experiencing increasing loan delinquencies and credit losses. Generally, our non-performing loans and assets reflect financial difficulties of individual borrowers resulting from weakness in the Southern California economy. In addition, slowing sales have been a contributing factor to the increase in non-performing loans as well as the increase in delinquencies. At June 30, 2008 our total non-performing loans had increased to $23.2 million compared to $15.9 million at June 30, 2007. In that regard, our portfolio is concentrated in multi-family and commercial real estate loans and to a lesser degree in construction, commercial business and land loans, all of which are generally perceived to have a higher risk of loss than residential mortgage loans. While construction (gross of undisbursed loan funds) and land loans represented 2.6% of our total loans held for investment at June 30, 2008 they represented 22.8% of our non-performing loans at that date.

Our non-traditional single-family loans include interest-only loans, negative amortization and more than 30-year amortization loans, stated-income loans, low FICO score loans, and may bear higher credit risk. As of June 30, 2008, these loans totaled $707.6 million, comprising 88% of total single-family mortgage loans held for investment and 52% of total loans held for investment. In the case of interest-only loans a borrower's monthly payment is subject to change in the future when the loan converts to a fully-amortizing status. Since the borrower's monthly payment may increase by a substantial amount even without an increase in prevailing market interest rates, there is no assurance that the borrower will be able to afford the increased monthly payment. In the case of stated income loans a borrower may misrepresent his income or source of income (which we have not verified) in order to obtain the loan. The borrower may not have sufficient income to qualify for the loan amount and may not be able to make the monthly loan payment. In the case of more than 30-year amortization loans the term of the loan requires many more monthly payments from the borrower (ultimately increasing the cost of the home) and subjects the loan to more interest rate cycles, economic cycles and employment cycles which increases the possibility that the borrower is negatively impacted by one of these cycles and is no longer willing or able to meet his monthly payment obligations. We have recently seen a rise in delinquencies in our non-traditional loans held for investment. As of June 30, 2008, 2.24% of such loans, totaling $15.9 million, were in non-accrual status, compared to 1.64% of such loans, totaling $12.0 million, in non-accrual status as of June 30, 2007.

If current trends in the housing and real estate markets continue, we expect that we will continue to experience increased delinquencies and credit losses. Moreover, if a recession occurs we expect that it would negatively impact economic conditions in our market areas and that we could experience significantly higher delinquencies and credit losses. An increase in our credit losses or our provision for loan losses would adversely affect our financial condition and results of operations.

Liquidity risk could impair our ability to fund operations and jeopardize our financial condition.

Liquidity is essential to our business. An inability to raise funds through deposits, borrowings, the sale of loans and other sources could have a substantial negative effect on our liquidity. Our access to funding sources in amounts adequate to finance our activities or with terms that are acceptable to us could be impaired by factors that affect us specifically or the financial services industry or economy in general. Factors that could detrimentally impact our access to liquidity sources include a decrease in the level of our business activity as a result of a downturn in the markets in which our loans are concentrated or adverse regulatory action against us. Our ability to borrow could also be impaired by factors that are not specific to us, such as a disruption in the financial markets or negative views and expectations about the prospects for the financial services industry in light of the recent turmoil faced by banking organizations and the continued deterioration in credit markets.

We rely on customer deposits, advances from the FHLB – San Francisco and other borrowings to fund our operations. Although we have historically been able to replace maturing deposits and advances if desired, no assurance can be given that we would be able to replace such funds in the future if our financial condition or the financial condition of the FHLB – San Francisco or market conditions were to change. Our financial flexibility will be severely constrained if we are unable to maintain our access to funding or if adequate financing is not available to accommodate future growth at acceptable interest rates. Finally, if we are required to rely more heavily on more expensive funding sources to support future growth, our revenues may not increase proportionately to cover our costs. In this case, our profitability would be adversely affected.

Although we consider such sources of funds adequate for our liquidity needs, we may seek additional debt in the future to achieve our long-term business objectives. There can be no assurance additional borrowings, if sought, would be available to us or, if available, would be on favorable terms. If additional financing sources are unavailable or are not available on reasonable terms, our growth and future prospects could be adversely affected.

Fluctuations in interest rates could reduce our profitability and affect the value of our assets.

Like other financial institutions, we are subject to interest rate risk. Our primary source of income is net interest income, which is the difference between interest earned on loans and investment securities and the interest paid on interest-bearing deposits and borrowings. We expect that we will periodically experience imbalances in the interest rate sensitivities of our assets and liabilities and the relationships of various interest rates to each other. Over any period of time, our interest-earning assets may be more sensitive to changes in market interest rates than our interest-bearing liabilities, or vice versa. In addition, the individual market interest rates underlying our loan and deposit products may not change to the same degree over a given time period. In any event, if market interest rates should move contrary to our position, our earnings may be negatively affected. In addition, loan volume and quality and deposit volume and mix can be affected by market interest rates. Changes in levels of market interest rates could materially adversely affect our net interest margin, asset quality, origination volume and overall profitability.

We manage our assets and liabilities in order to achieve long-term profitability while limiting our exposure to the fluctuation of interest rates. We anticipate periodic imbalances in the interest rate sensitivity of our assets and liabilities and the relationship of various interest rates to each other. At any reporting period, we may have earning assets which are more sensitive to changes in interest rates than interest-bearing liabilities, or vice versa. The fluctuation of market interest rates can materially affect our net interest spread, interest margin, loan originations, deposit volumes and overall profitability. Additionally, there is a risk attributable to calculation methods (modeling risks) and assumptions used in the model to calculate our interest rate risk exposure, including loan prepayment and forward interest rate assumptions.

Our mortgage banking business is subject to additional interest rate risk. For instance, rising interest rates may lower the loan origination volume thereby reducing the gain on sale of loans. Additionally, since the loan origination volume is hedged against interest rate fluctuations with forward loan sale commitments and put option contracts or other derivative financial instruments, rising or falling interest rates may alter the actual loan origination volume such that the hedges are insufficient to protect our profitability margins. Also, we cannot be assured that the value of the instruments we use to hedge our loan origination volume will react to the interest rate fluctuations in the same manner as the value of the loan origination commitments. The inconsistencies may also significantly impact profitability.

For further information on our interest rate risks, see the discussion included in “Item 7A. Quantitative and Qualitative Disclosure About Market Risk” on page 65 of this Form 10-K.

Secondary mortgage market conditions could have a material adverse impact on our financial condition and earnings.

In addition to being affected by interest rates, the secondary mortgage markets are also currently experiencing unprecedented disruptions resulting from reduced investor demand for mortgage loans and mortgage-backed securities and increased investor yield requirements for those loans and securities. These conditions may continue or even worsen in the future. In light of current conditions, there is a higher risk to retaining a larger portion of mortgage loans than we would in other environments until they are sold to investors. While our capital and liquidity positions are currently strong and we believe we have sufficient capacity to hold additional mortgage loans until investor demand improves and yield requirements moderate, our capacity to retain mortgage loans is limited. As a result, a prolonged period of secondary market illiquidity may reduce our loan production volumes and could have a material adverse impact on our future earnings and financial condition.

Our profitability depends significantly on economic conditions in the State of California.

Our success depends primarily on the general economic conditions of the State of California and the specific local markets in which we operate. Adverse economic conditions unique to the California markets could have a material adverse effect on our financial condition and results of operations. Further, a significant decline in general economic conditions, caused by inflation, recession, unemployment, changes in securities markets or other factors could impact our state and local markets and, in turn, also have a material adverse effect on our financial condition and results of operations. Of particular concern are the falling real estate values, which may lead to higher loan losses since the majority of our loans are secured by real estate located within California. Falling real estate values may inhibit our ability to recover on defaulted loans by selling the underlying real estate.

Competition with other financial institutions could adversely affect our profitability.

The banking and financial services industry is very competitive. Legal and regulatory developments have made it easier for new and sometimes unregulated competitors to compete with us. Consolidation among financial service providers has resulted in fewer very large national and regional banking and financial institutions holding a large accumulation of assets. These institutions generally have significantly greater resources, a wider geographic presence or greater accessibility. Some of our competitors are able to offer more services, more favorable pricing or greater customer convenience than we do. In addition, our competition has grown from new banks and other financial services providers that target our existing or potential customers. As consolidation continues among large banks, we expect additional institutions to try to exploit our market.

Technological developments have allowed competitors including some non-depository institutions, to compete more effectively in local markets and have expanded the range of financial products, services and capital available to our target customers. If we are unable to implement, maintain and use such technologies effectively, we may not be able to offer products or achieve cost efficiencies necessary to compete in our industry. In addition, some of these competitors have fewer regulatory constraints and lower cost structures.

The loss of key members of our senior management team could adversely affect our business.

We believe that our success depends largely on the efforts and abilities of our senior management. Their experience and industry contacts significantly benefit us. The competition for qualified personnel in the financial services industry is intense, and the loss of any of our key personnel or an inability to continue to attract, retain and motivate key personnel could adversely affect our business.

We are subject to extensive government regulation and supervision.

We are subject to extensive federal and state regulation and supervision, primarily through the Bank and certain non-bank subsidiaries. Banking regulations are primarily intended to protect depositors' funds, federal deposit insurance funds and the banking system as a whole, not shareholders. These regulations affect our lending practices, capital structure, investment practices, dividend policy and growth, among others. Congress and federal regulatory agencies continually review banking laws, regulations and policies for possible changes. Changes to statutes, regulations or regulatory policies, including changes in interpretation or implementation of statutes, regulations or policies, could affect us in substantial and unpredictable ways. Such changes could subject us to additional costs, limit the types of financial services and products we may offer and/or increase the ability of non-banks to offer competing financial services and products. Failure to comply with laws, regulations or policies could result in sanctions by regulatory agencies, civil money penalties and/or reputation damage, which could have a material adverse effect on our business, financial condition and results of operations. While we have policies and procedures designed to prevent any such violations, there can be no assurance that such violations will not occur. For further information, see “Item 1. Business - REGULATION” on page 31 of this Form 10-K.

We rely heavily on the proper functioning of our technology.

We rely heavily on communications and information systems to conduct our business. Any failure, interruption or breach in security of these systems could result in failures or disruptions in our customer relationship management, general ledger, deposit, loan and other systems. While we have policies and procedures designed to prevent or limit the effect of the failure, interruption or security breach of our information systems, there can be no assurance that any such failures, interruptions or security breaches will not occur or, if they do occur, that they will be adequately addressed. The occurrence of any failures, interruptions or security breaches of our information systems could damage our reputation, result in a loss of customer business, subject us to additional regulatory scrutiny, or expose us to civil litigation and possible financial liability, any of which could have a material adverse effect on our financial condition and results of operations.

We rely on third-party service providers for much of our communications, information, operating and financial control systems technology. If any of our third-party service providers experience financial, operational or technological difficulties, or if there is any other disruption in our relationships with them, we may be required to locate alternative sources of such services, and we cannot be certain that we could negotiate terms that are as favorable to us, or could obtain services with similar functionality, as found in our existing systems, without the need to expend substantial resources, if at all. Any of these circumstances could have an adverse effect on our business.

Terrorist activities could cause reductions in investor confidence and substantial volatility in real estate and securities markets.

It is impossible to predict the extent to which terrorist activities may occur in the United States or other regions, or their effect on a particular security issue. It is also uncertain what effects any past or future terrorist activities and/or any consequent actions on the part of the United States government and others will have on the United States and world financial markets, local, regional and national economies, and real estate markets across the United States. Among other things, reduced investor confidence could result in substantial volatility in securities markets, a decline in general economic conditions and real estate related investments and an increase in loan defaults. Such unexpected losses and events could materially affect our results of operations.

We rely on dividends from subsidiaries for most of our revenue.

Provident Financial Holdings, Inc is a separate and distinct legal entity from its subsidiaries. We receive substantially all of our revenue from dividends from our subsidiaries. These dividends are the principal source of funds to pay dividends on our common stock and interest and principal on our debt. Various federal and/or state laws and regulations limit the amount of dividends that the Bank may pay us. Also, our right to participate in a distribution of assets upon a subsidiary's liquidation or reorganization is subject to the prior claims of the subsidiary’s creditors. Additionally, the Bank may experience periods of deteriorating earnings and cannot pay dividends to the Corporation. In the event the Bank is unable to pay dividends to us, we may not be able to service our debt, pay obligations or pay dividends on our common stock. The inability to receive dividends from the Bank could have a material adverse effect on our business, financial condition and results of operations.

We rely on effective internal controls.

If we fail to maintain an effective system of internal control over financial reporting, we may not be able to accurately report our financial results or prevent fraud, and, as a result, investors and depositors could lose confidence in our financial reporting, which could adversely affect our business, the trading price of our stock and our ability to attract additional deposits.

In connection with the enactment of the Sarbanes-Oxley Act of 2002 and the implementation of the rules and regulations promulgated by the SEC, we document and evaluate our internal control over financial reporting in order to satisfy the requirements of Section 404 of the Sarbanes-Oxley Act. This requires us to prepare an annual management report on our internal control over financial reporting, including management’s assessment of the effectiveness of internal control over financial reporting. If we fail to identify and correct any significant deficiencies in the design or operating effectiveness of our internal control over financial reporting or fail to prevent fraud, current and potential shareholders and depositors could lose confidence in our internal controls and financial reporting, which could adversely affect our business, financial condition and results of operations, the trading price of our stock and our ability to attract additional deposits.

Changes in accounting standards may affect our performance.

Our accounting policies and methods are fundamental to how we record and report our financial condition and results of operations. From time to time there are changes in the financial accounting and reporting standards that govern the preparation of our financial statements. These changes can be difficult to predict and can materially impact how we report and record our financial condition and results of operations. In some cases, we could be required to apply a new or revised standard retroactively, resulting in restating prior period financial statements.

Earthquakes and other natural disasters in our primary market area may result in material losses because of damage to collateral properties and borrowers' inability to repay loans.

Since our geographic concentration is in Southern California, we are subject to earthquakes and other natural disasters. A major earthquake or other natural disaster may disrupt our business operations for an indefinite period of time and could result in material losses, although we have not experienced any losses in the past six years as a result of earthquake damage or other natural disaster. In addition to possibly sustaining damage to our own property, a substantial number of our borrowers would likely incur property damage to the collateral securing their loans. Although we are in an earthquake prone area, we and other lenders in the market area may not require earthquake insurance as a condition of making a loan. Additionally, if the collateralized properties are only damaged and not destroyed to the point of total insurable loss, borrowers may suffer sustained job interruption or job loss, which may materially impair their ability to meet the terms of their loan obligations.

We may elect or be compelled to seek additional capital in the future, but that capital may not be available when it is needed.

We are required by federal and state regulatory authorities to maintain adequate levels of capital to support our operations. In addition, we may elect to raise additional capital to support our business or to finance acquisitions, if any. In that regard, a number of financial institutions have recently raised considerable amounts of capital as a result of a deterioration in their results of operations and financial condition arising from the turmoil in the mortgage loan market, deteriorating economic conditions, declines in real estate values and other factors. Should we be required by regulatory authorities to raise additional capital, we may seek to do so through the issuance of, among other things, our common stock or preferred stock.

Our ability to raise additional capital, if needed, will depend on conditions in the capital markets, economic conditions and a number of other factors, many of which are outside of our control, and on our financial performance. Accordingly, we cannot assure you of our ability to raise additional capital if needed or if terms will be acceptable to us. If we cannot raise additional capital when needed, it may have a material adverse effect on our financial condition, results of operations and prospects.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

At June 30, 2008, the net book value of the Bank's property (including land and buildings) and its furniture, fixtures and equipment was $6.5 million. The Bank's home office is located in Riverside, California. Including the home office, the Bank has 13 retail banking offices, 12 of which are located in Riverside County in the cities of Riverside (5), Moreno Valley, Hemet, Sun City, Rancho Mirage, Corona, Temecula and Blythe. One office is located in Redlands, San Bernardino County, California. The Bank owns eight of the retail banking offices and five are leased. The leases expire from 2009 to 2013. A new retail banking office in Moreno Valley (on Perris Boulevard) is expected to be opened in September 2008 with a lease expiration of 2013. The Bank also leases four stand-alone loan production offices, which are located in Glendora, Pleasanton, Rancho Cucamonga and Riverside, California. The leases expire from 2008 to 2009.

Item 3. Legal Proceedings

Periodically, there have been various claims and lawsuits involving the Bank, such as claims to enforce liens, condemnation proceedings on properties in which the Bank holds security interests, claims involving the making and servicing of real property loans and other issues in the ordinary course of and incident to the Bank's business. The Bank is not a party to any pending legal proceedings that it believes would have a material adverse effect on the financial condition, operations and cash flows of the Bank.

Item 4. Submission of Matters to a Vote of Security Holders

No matters were submitted to a vote of security holders during the fourth quarter of the fiscal year ended June 30, 2008.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

The common stock of Provident Financial Holdings, Inc. is listed on the NASDAQ Global Select Market under the symbol PROV. The following table provides the high and low stock prices for PROV during the last two fiscal years. As of June 30, 2008, there were approximately 338 stockholders of record.

	First (Ended September 30)	Second (Ended December 31)	Third (Ended March 31)	Fourth (Ended June 30)
2008 Quarters:				
High	$ 24.99	$ 25.17	$ 18.40	$ 16.65
Low	$ 17.51	$ 16.03	$ 12.00	$ 9.44
2007 Quarters:				
High	$ 31.42	$ 32.80	$ 30.50	$ 27.77
Low	$ 29.01	$ 28.81	$ 26.80	$ 23.33

The Corporation adopted a quarterly cash dividend policy on July 24, 2002. Quarterly dividends of $0.18, $0.18, $0.18 and $0.10 per share were paid for the quarters ended September 30, 2007, December 31, 2007, March 31, 2008 and June 30, 2008, respectively. By comparison, quarterly dividends of $0.15, $0.18, $0.18 and $0.18 per share were paid for the quarters ended September 30, 2006, December 31, 2006, March 31, 2007 and June 30, 2007, respectively. Future declarations or payments of dividends will be subject to the approval of the Corporation's Board of Directors, which will take into account the Corporation's financial condition, results of operations, tax considerations, capital requirements, industry standards, economic conditions and other factors, including the regulatory restrictions which affect the payment of dividends by the Bank to the Corporation. See "Item 1. Business – Regulation - Federal Regulation of Savings Institutions - Limitations on Capital Distributions" on page 34 of this Form 10-K. Under Delaware law, dividends may be paid either out of surplus or, if there is no surplus, out of net profits for the current fiscal year and/or the preceding fiscal year in which the dividend is declared.

The Corporation repurchases its common stock consistent with Board approved stock repurchase plans. On June 26, 2008, the Corporation announced a new stock repurchase program to repurchase up to five percent of its common stock (approximately 310,385 shares). The new program is the result of the expiration of the June 2007 stock repurchase program. During fiscal 2008, a total of 187,081 shares were purchased under the June 2007 stock repurchase program at an average cost of $21.78 per share. The Corporation also repurchased 995 shares of restricted stock from employees in lieu of distribution (to satisfy the minimum income tax required to be withheld from employees) at an average price of $22.21 per share.

The table below sets forth information regarding the Corporation's purchases of its common stock during the fourth quarter of fiscal 2008.

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plan	(d) Maximum Number of Shares that May Yet Be Purchased Under the Plan
April 1, 2008 – April 30, 2008	-	$ -	-	131,766
May 1, 2008 – May 31, 2008	-	-	-	131,766
June 1, 2008 – June 30, 2008	-	-	-	310,385(1)
Total	-	$ -	-	310,385

(1) On June 25, 2008, the June 2007 stock repurchase program and the authorization to purchase shares through the program expired. On June 26, 2008, the Corporation announced a new stock repurchase plan to repurchase up to 310,385 shares, which expires on June 26, 2009.

Performance Graph

The following graph compares the cumulative total shareholder return on the Corporation's common stock with the cumulative total return on the Nasdaq Stock Index (U.S. Stock) and Nasdaq Bank Index. Total return assumes the reinvestment of all dividends.

COMPARISON OF CUMULATIVE TOTAL RETURNS *

	6/30/03	6/30/04	6/30/05	6/30/06	6/30/07	6/30/08
PROV	$ 100.00	$ 122.57	$ 148.54	$ 161.86	$ 138.25	$ 54.22
NASDAQ Stock Index	$ 100.00	$ 126.94	$ 126.79	$ 134.57	$ 164.61	$ 149.14
NASDAQ Bank Index	$ 100.00	$ 107.52	$ 122.97	$ 128.31	$ 172.57	$ 126.25

* Assumes that the value of the investment in the Corporation's common stock and each index was $100 on June 30, 2003 and that all dividends were reinvested.

Item 6. Selected Financial Data

The information contained under the heading "Financial Highlights" in the Corporation's Annual Report to Shareholders filed as Exhibit 13 to this report on Form 10-K is incorporated herein by reference.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis should be read in conjunction with the Corporation's Consolidated Financial Statements and Notes to the Consolidated Financial Statements included in Item 8 of this Form 10-K.

General

Management's discussion and analysis of financial condition and results of operations are intended to assist in understanding the financial condition and results of operations of the Corporation. The information contained in this section should be read in conjunction with the Consolidated Financial Statements and Notes to the Consolidated Financial Statements included in Item 8 of this Form 10-K. Provident Savings Bank, F.S.B., is a wholly owned subsidiary of Provident Financial Holdings, Inc. and as such, comprises substantially all of the activity for Provident Financial Holdings, Inc.

Certain matters in this Form 10-K constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. This Form 10-K contains statements that the Corporation believes are "forward-looking statements." These statements relate to the Corporation's financial condition, results of operations, plans, objectives, future performance or business. You should not place undue reliance on these statements, as they are subject to risks and uncertainties. When considering these forward-looking statements, you should keep in mind these risks and uncertainties, as well as any cautionary statements the Corporation may make. Moreover, you should treat these statements as speaking only as of the date they are made and based only on information then actually known to the Corporation. There are a number of important factors that could cause future results to differ materially from historical performance and these forward-looking statements. Factors which could cause actual results to differ materially include, but are not limited to, the credit risks of lending activities, including changes in the level and trend of loan delinquencies and charge-offs; changes in general economic conditions, either nationally or in our market areas; changes in the levels of general interest rates, deposit interest rates, our net interest margin and funding sources; fluctuations in the demand for loans, the number of unsold homes and other properties and fluctuations in real estate values in our market areas; results of examinations by the Office of Thrift Supervision and of our bank subsidiary by the Federal Deposit Insurance Corporation, the Office of Thrift Supervision or other regulatory authorities, including the possibility that any such regulatory authority may, among other things, require us to increase our reserve for loan losses or to write-down assets; our ability to control operating costs and expenses; our ability to implement our branch expansion strategy; our ability to successfully integrate any assets, liabilities, customers, systems, and management personnel we have acquired or may in the future acquire into our operations and our ability to realize related revenue synergies and cost savings within expected time frames and any goodwill charges related thereto; our ability to manage loan delinquency rates; our ability to retain key members of our senior management team; costs and effects of litigation, including settlements and judgments; increased competitive pressures among financial services companies; changes in consumer spending, borrowing and savings habits; legislative or regulatory changes that adversely affect our business; adverse changes in the securities markets; inability of key third-party providers to perform their obligations to us; changes in accounting policies and practices, as may be adopted by the financial institution regulatory agencies or the Financial Accounting Standards Board; war or terrorist activities; other economic, competitive, governmental, regulatory, and technological factors affecting our operations, pricing, products and services and other risks detailed in the Corporation's reports filed with the SEC.

Critical Accounting Policies

The discussion and analysis of the Corporation's financial condition and results of operations are based upon the Corporation's consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities at the date of the financial statements. Actual results may differ from these estimates under different assumptions or conditions.

Allowance for loan losses involves significant judgment and assumptions by management, which have a material impact on the carrying value of net loans. Management considers this accounting policy to be a critical accounting policy. The allowance is based on two principles of accounting: (i) SFAS No. 5, "Accounting for Contingencies," which requires that losses be accrued when they are probable of occurring and can be estimated; and (ii) SFAS No. 114, "Accounting by Creditors for Impairment of a Loan," and SFAS No. 118, "Accounting by Creditors for Impairment of a Loan-Income Recognition and Disclosures," which require that losses be accrued based on the differences between the value of collateral, present value of future cash flows or values that are observable in the secondary market and the loan balance. The allowance has two components: a formula allowance for groups of homogeneous loans and a specific valuation allowance for identified problem loans. Each of these components is based upon estimates that can change over time. The formula allowance is based primarily on historical experience and as a result can differ from actual losses incurred in the future. The history is reviewed at least quarterly and adjustments are made as needed. Various techniques are used to arrive at specific loss estimates, including historical loss information, discounted cash flows and the fair market value of collateral. The use of these techniques is inherently subjective and the actual losses could be greater or less than the estimates. For further details, see

"Comparison of Operating Results for the Years Ended June 30, 2008 and 2007 - Provision for Loan Losses" on page 56 and page 60 of this Form 10-K. See also Item 1. "Business – Delinquencies and Classified Assets – Allowance for Loan Losses" beginning on page 15.

Interest is not accrued on any loan when its contractual payments are more than 90 days delinquent or if the loan is deemed impaired. In addition, interest is not recognized on any loan where management has determined that collection is not reasonably assured. A non-accrual loan may be restored to accrual status when delinquent principal and interest payments are brought current and future monthly principal and interest payments are expected to be collected.

SFAS No. 133, "Accounting for Derivative Financial Instruments and Hedging Activities," requires that derivatives of the Corporation be recorded in the consolidated financial statements at fair value. Management considers this accounting policy to be a critical accounting policy. The Bank's derivatives are primarily the result of its mortgage banking activities in the form of commitments to extend credit, commitments to sell loans, commitments to purchase MBS and option contracts to mitigate the risk of the commitments. Estimates of the percentage of commitments to extend credit on loans to be held for sale that may not fund are based upon historical data and current market trends. The fair value adjustments of the derivatives are recorded in the consolidated statements of operations with offsets to other assets or other liabilities in the consolidated statements of financial condition.

Management accounts for income taxes by estimating future tax effects of temporary 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 our Consolidated Statements of Financial Condition. Our 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. Therefore, management considers its accounting for income taxes a critical accounting policy.

Executive Summary and Operating Strategy

Provident Savings Bank, F.S.B. established in 1956 is a financial services company committed to serving consumers and small to mid-sized businesses in the Inland Empire region of Southern California. The Bank conducts its business operations as Provident Bank, Provident Bank Mortgage, a division of the Bank, and through its subsidiary, Provident Financial Corp. The business activities of the Corporation, primarily through the Bank and its subsidiary, consist of community banking, mortgage banking, and to a lessor degree, investment services and trustee services on behalf of the Bank.

Community banking operations primarily consist of accepting deposits from customers within the communities surrounding the Bank's full service offices and investing those funds in single-family, multi-family, commercial real estate, construction, commercial business, consumer and other loans. Additionally, certain fees are collected from depositors, such as returned check fees, deposit account service charges, ATM fees, IRA/KEOGH fees, safe deposit box fees, travelers check fees, and wire transfer fees, among others. The primary source of income in community banking is net interest income, which is the difference between the interest income earned on loans and investment securities, and the interest expense paid on interest-bearing deposits and borrowed funds. During the next three years the Corporation intends to improve the community banking business by moderately growing total assets; by decreasing the percentage of investment securities to total assets and increasing the percentage of loans held for investment to total assets; by decreasing the concentration of single-family mortgage loans within loans held for investment; and by increasing the concentration of higher yielding multi-family, commercial real estate, construction and commercial business loans (which are sometimes referred to in this report as "preferred loans"). In addition, over time, the Corporation intends to decrease the percentage of time deposits in its deposit base and to increase the percentage of lower cost checking and savings accounts. This strategy is intended to improve core revenue through a higher net interest margin and ultimately, coupled with the growth of the Corporation, an increase in net interest income.

Mortgage banking operations primarily consist of the origination and sale of mortgage loans secured by single-family residences. The primary sources of income in mortgage banking are gain on sale of loans and certain fees collected from borrowers in connection with the loan origination process. The Corporation will continue to restructure its operations in response to the rapidly changing mortgage banking environment. Changes may include a different product mix, further tightening of underwriting standards, a further reduction in its operating expenses or a combination of these and other changes.

Investment services operations primarily consist of selling alternative investment products such as annuities and mutual funds to our depositors. Provident Financial Corp performs trustee services for the Bank's real estate secured loan transactions and has in the past held, and may in the future hold, real estate for investment. Investment services and trustee services contribute a very small percentage of gross revenue.

There are a number of risks associated with the business activities of the Corporation, many of which are beyond the Corporation's control, including: changes in accounting principles, changes in regulation and changes in the economy, among others. The Corporation attempts to mitigate many of these risks through prudent banking practices such as interest rate risk management, credit risk management, operational risk management, and liquidity management. The current economic environment presents heightened risk for the Corporation primarily with respect to falling real estate values. Declining real estate values may lead to higher loan losses since the majority of the Corporation's loans are secured by real estate located within California. Significant declines in the value of California real estate may inhibit the Corporation's ability to recover on defaulted loans by selling the underlying real estate.

Commitments and Derivative Financial Instruments

The Corporation conducts a portion of its operations in leased facilities under non-cancelable agreements classified as operating leases (see Note 14 of the Notes to Consolidated Financial Statements included in Item 8 of this Form 10-K for a schedule of minimum rental payments and lease expenses under such operating leases). For information regarding the Corporation's commitments and derivative financial instruments, see Note 15 of the Notes to Consolidated Financial Statements included in Item 8 of this Form 10-K.

Off-Balance Sheet Financing Arrangements and Contractual Obligations

The following table summarizes the Corporation's contractual obligations at June 30, 2008 and the effect such obligations are expected to have on the Corporation's liquidity and cash flows in future periods:

	Payments Due by Period				
(In Thousands)	1 Year or Less	Over 1 to 3 Years	Over 3 to 5 Years	Over 5 Years	Total
Operating obligations	$ 973	$ 1,346	$ 811	$ 706	$ 3,836
Time deposits	602,588	68,822	7,455	59	678,924
FHLB – San Francisco advances	157,482	259,540	88,715	12,588	518,325
FHLB – San Francisco letter of credit	2,000	-	-	-	2,000
Total	$ 763,043	$ 329,708	$ 96,981	$ 13,353	$ 1,203,085

The expected obligations for time deposits and FHLB – San Francisco advances include anticipated interest accruals based on their respective contractual terms.

The Corporation is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit, in the form of originating loans or providing funds under existing lines of credit, forward loan sale agreements to third parties and commitments to purchase investment securities. These instruments involve, to varying degrees, elements of credit and interest-rate risk in excess of the amount recognized in the accompanying Consolidated Statements of Financial

Condition included in Item 8 of this Form 10-K. The Corporation's exposure to credit loss, in the event of non-performance by the other party to these financial instruments, is represented by the contractual amount of these instruments. The Corporation uses the same credit policies in making commitments to extend credit as it does for on-balance sheet instruments. As of June 30, 2008 and 2007, these commitments were $29.4 million and $44.5

million, respectively.

Comparison of Financial Condition at June 30, 2008 and June 30, 2007

Total assets decreased $16.5 million, or 1%, to $1.63 billion at June 30, 2008 from $1.65 billion at June 30, 2007. The decrease was primarily a result of a decrease in the receivable from sale of loans, partly offset by an increase in loans held for sale.

Total investment securities increased $2.3 million, or 2%, to $153.1 million at June 30, 2008 from $150.8 million at June 30, 2007. A total of $78.9 million of investment securities were purchased in fiscal 2008, while $29.0 million of investment securities matured or were called by the issuers and $47.5 million of principal payments were received on mortgage-backed securities. The principal reduction of mortgage-backed securities was primarily attributable to mortgage prepayments and the scheduled principal payments of the underlying mortgage loans.

Loans held for investment increased $17.4 million, or 1%, to $1.37 billion at June 30, 2008 from $1.35 billion at June 30, 2007. This increase was primarily a result of originating and purchasing $283.2 million of loans held for investment, which was partly offset by $253.1 million of loan prepayments.

The table below describes the geographic dispersion of real estate secured loans held for investment at June 30, 2008, as a percentage of the total dollar amount outstanding:

Loan Category	Inland Empire	Southern California (1)	Other California	Other States	Total
Single-family	30%	54%	14%	2%	100%
Multi-family	9%	71%	18%	2%	100%
Commercial real estate	46%	48%	5%	1%	100%
Construction	61%	39%	-	-	100%
Other	100%	-	-	-	100%
Total	27%	58%	14%	1%	100%

(1) Other than the Inland Empire.

During fiscal 2008, the Bank originated $582.2 million in new loans, primarily through PBM, and purchased $99.8 million from other financial institutions, primarily in multi-family loans. A total of $373.5 million of loans were sold during fiscal 2008. PBM loan production was sold primarily on a servicing released basis. The total loan origination volume was lower than last year, due primarily to higher interest rates, more stringent underwriting standards, the general decline in real estate values and a more competitive environment.

The outstanding balance of loans held for sale increased to $28.5 million at June 30, 2008 from $1.3 million at June 30, 2007. The increase was due primarily to an increased use of “best-efforts” loan sale commitments in comparison to firm commitments used in prior periods. The Bank changed its strategy to “best-efforts” commitments because it is very difficult in the current environment to accurately forecast the fallout ratio of loan commitments extended to borrowers. An inaccurate fallout ratio forecast while using firm commitments can be very costly since the Bank could experience unexpected non-delivery fees.

There was no receivable from sale of loans at June 30, 2008, compared to $60.5 million at June 30, 2007. The change was due to the implementation of a “best-efforts” loan sale strategy. Using the “best-efforts” loan sale strategy delays the recognition of income until the loans committed for sale are settled by the investor.

Total real estate owned was $9.4 million at June 30, 2008, up 147% from $3.8 million at June 30, 2007. As of June 30, 2008, real estate owned was comprised of 45 properties, primarily single-family residences and single-family undeveloped lots located in Southern California. This compares to 10 real estate owned properties at June 30, 2007, primarily single-family residences located in Southern California. The increase in real estate owned was due primarily to more foreclosures resulting from weakness in the real estate market, stricter underwriting standards, less liquidity in the secondary market, deterioration of some borrowers' credit capacity and other related factors. During fiscal 2008, the Bank acquired 72 real estate owned properties in the settlement of loans and sold 37 properties.

Total deposits increased $11.0 million, or 1%, to $1.01 billion at June 30, 2008 from $1.00 billion at June 30, 2007. Although the Bank continued its emphasis on expanding customer relationships, particularly in transaction accounts, decreases in short-term interest rates during fiscal 2008 became a catalyst for depositors to move their funds from savings accounts to time deposits to take advantage of higher yields. Transaction accounts decreased $4.1 million, or 1%, to $348.7 million at June 30, 2008 from $352.8 million at June 30, 2007. These accounts were primarily comprised of savings and checking accounts. Time deposits increased $15.1 million, or 2%, to $663.7 million at June 30, 2008 from $648.6 million at June 30, 2007.

Borrowings, primarily FHLB – San Francisco advances, decreased $23.5 million, or 5%, to $479.3 million at June 30, 2008 from $502.8 million at June 30, 2007. FHLB – San Francisco advances were primarily used to supplement the funding needs of the Bank, to the extent that the increase in deposits and the decrease in receivable from sale of loans did not meet loan funding requirements.

Total stockholders' equity decreased $4.8 million, or 4%, to $124.0 million at June 30, 2008 from $128.8 million at June 30, 2007. The decrease in stockholders' equity during fiscal 2008 was primarily attributable to share repurchases and cash dividends to shareholders, partly offset by earnings in fiscal 2008, allocation of contributions to the ESOP, the exercise of stock options and the related tax benefits. During fiscal 2008, a total of 7,500 shares of stock options were exercised with an average strike price of $9.15 per share and a $6,000 tax benefit from non-qualified equity compensation was recognized. The Corporation repurchased 187,081 shares of common stock, or approximately 3% of its outstanding shares, at an average price of $21.78 per share, totaling $4.1 million. The Corporation also repurchased 995 shares of restricted stock from employees in lieu of distribution (to satisfy the minimum income tax required to be withheld from employees) at an average price of $22.21 per share. During fiscal 2008, the Corporation declared and distributed cash dividends to its shareholders of $4.0 million, or $0.64 per share. The Corporation's book value per share decreased to $19.97 at June 30, 2008 from $20.20 at June 30, 2007.

Comparison of Operating Results for the Years Ended June 30, 2008 and 2007

General. The Corporation had net income of $860,000, or $0.14 per diluted share, for the fiscal year June 30, 2008, as compared to $10.5 million, or $1.57 per diluted share, for the fiscal year June 30, 2007. The $9.6 million decrease in net income in fiscal 2008 was primarily attributable to an $8.0 million increase in the provision for loan losses and a $12.4 million decrease in non-interest income, partly offset by a $4.3 million decrease in non-interest expense. The Corporation's efficiency ratio increased to 65% in fiscal 2008 from 58% in the same period of fiscal 2007. Return on average assets in fiscal 2008 decreased 56 basis points to 0.05% from 0.61% in fiscal 2007. Return on average equity in fiscal 2008 decreased to 0.68% from 7.77% in fiscal 2007.

Net Interest Income. Net interest income before provision for loan losses decreased $287,000, or 1%, to $41.4 million in fiscal 2008 from $41.7 million in fiscal 2007. This decrease resulted principally from a decrease in average earning assets, partly offset by an increase in the net interest margin. The average balance of earning assets decreased $78.9 million, or 5%, to $1.59 billion in fiscal 2008 from $1.67 billion in fiscal 2007. The average net interest margin increased 10 basis points to 2.61% in fiscal 2008 from 2.51% in fiscal 2007.

Interest Income. Interest income decreased $5.3 million, or 5%, to $95.7 million for fiscal 2008 from $101.0 million for fiscal 2007. The decrease in interest income was primarily a result of decreases in the average balance and the average yield of earning assets. The decrease in average assets was primarily attributable to the decrease in loans receivable, investment securities and FHLB – San Francisco stock. The average yield on earning assets decreased two basis points to 6.04% in fiscal 2008 from 6.06% in fiscal 2007. The decrease in the average yield on earning assets was the result of a decrease in the average yield of loans receivable, partly offset by increases in the average yield of investment securities and FHLB – San Francisco stock during fiscal 2008.

Loan interest income decreased $5.2 million, or 6%, to $86.3 million in fiscal 2008 from $91.5 million in fiscal 2007. This decrease was attributable to a lower average loan balance and a lower average loan yield. The average balance of loans outstanding, including receivable from sale of loans and loans held for sale, decreased $48.9

million, or 3%, to $1.40 billion during fiscal 2008 from $1.45 billion during fiscal 2007. The average loan yield during fiscal 2008 decreased 15 basis points to 6.18% from 6.33% during fiscal 2007. The decrease in the average loan yield was primarily attributable to higher non-accrual loans, which required interest income reversals. Total non-accrual loans increased to $23.2 million at June 30, 2008 from $15.9 million at June 30, 2007.

Interest income from investment securities increased $418,000, or 6%, to $7.6 million in fiscal 2008 from $7.1 million in fiscal 2007. This increase was primarily a result of an increase in the average yield, partly offset by a decrease in the average balance. The average yield on the investment securities increased 80 basis points to 4.87% during fiscal 2008 from 4.07% during fiscal 2007. The increase in the average yield of investment securities was primarily a result of the new purchases with a higher average yield (5.05% versus the average yield of 4.87% in fiscal 2008) and maturing securities and called securities with a lower average yield (3.17%). The premium amortization in fiscal 2008 was $16,000, compared to the premium amortization of $21,000 in fiscal 2007. The average balance of investment securities decreased $19.9 million, or 11%, to $155.5 million in fiscal 2008 from $175.4 million in fiscal 2007 as a result of the Bank's stated strategy to reduce the percentage of investment securities to earning assets.

FHLB – San Francisco stock dividends decreased by $403,000, or 18%, to $1.8 million in fiscal 2008 from $2.2 million in fiscal 2007. This decrease was attributable to a lower average balance, partly offset by a higher average yield. The average balance of FHLB – San Francisco stock decreased $9.3 million to $32.3 million during fiscal 2008 from $41.6 million during fiscal 2007. The decrease in FHLB – San Francisco stock was due to the stock redemption of $13.6 million in July 2007, in accordance with the borrowing requirements of the FHLB – San Francisco. The average yield on FHLB – San Francisco stock increased 30 basis points to 5.65% during fiscal 2008 from 5.35% during fiscal 2007.

Interest Expense. Total interest expense for fiscal 2008 was $54.3 million as compared to $59.2 million for fiscal 2007, a decrease of $4.9 million, or 8%. This decrease was primarily attributable to a decrease in the average cost and a lower average balance of interest-bearing liabilities. The decrease in the average cost was due to the decrease in the average borrowing cost, partly offset by an increase in the average deposit cost. The average balance of interest-bearing liabilities, principally deposits and borrowings, decreased $68.1 million, or 4%, to $1.48 billion during fiscal 2008 from $1.55 billion during fiscal 2007. The average cost of interest-bearing liabilities was 3.68% during fiscal 2008, down 15 basis points from 3.83% during fiscal 2007.

Interest expense on deposits for fiscal 2008 was $34.6 million as compared to $31.2 million for the same period of fiscal 2007, an increase of $3.4 million, or 11%. The increase in interest expense on deposits was primarily attributable to a higher average cost and a higher average balance. The average cost of deposits increased to 3.42% in fiscal 2008 from 3.30% during fiscal 2007, an increase of 12 basis points. The increase in the average cost of deposits was primarily attributable to a higher proportion of time deposits with higher interest rates than transaction accounts and a higher average cost of checking accounts resulting from promotional interest expense of $95,000, partly offset by a lower average cost of time deposits. The average balance of deposits increased $65.6 million, or 7%, to $1.01 billion during fiscal 2008 from $946.5 million during fiscal 2007. The average balance of transaction accounts decreased by $24.2 million, or 7%, to $345.3 million in fiscal 2008 from $369.5 million in fiscal 2007. The average balance of time deposits increased by $89.8 million, or 16%, to $666.8 million in fiscal 2008 as compared to $577.0 million in fiscal 2007. The average balance of time deposits to total deposits in fiscal 2008 was 66%, compared to 61% in fiscal 2007. The increase in time deposits is primarily attributable to the time deposit marketing campaign and depositors switching from transaction accounts to time deposits to take advantage of higher yields.

Interest expense on borrowings, primarily FHLB – San Francisco advances, for fiscal 2008 decreased $8.3 million, or 30%, to $19.7 million from $28.0 million for fiscal 2007. The decrease in interest expense on borrowings was primarily a result of a lower average cost and a lower average balance. The average cost of borrowings decreased to 4.24% for fiscal 2008 from 4.68% in fiscal 2007, a decrease of 44 basis points. The decrease in the average cost of borrowings was the result of lower overnight interest rates and maturities of long-term advances at higher interest rates. The average balance of borrowings decreased $133.8 million, or 22%, to $465.5 million during fiscal 2008 from $599.3 million during fiscal 2007 as a result of changing liquidity needs.

Provision for Loan Losses. During fiscal 2008, the Corporation recorded a provision for loan losses of $13.1 million, an increase of $8.0 million from $5.1 million during fiscal 2007. The provision for loan losses in fiscal 2008 was primarily attributable to the loan classification downgrades in the loans held for investment ($9.5 million), deterioration in the real estate collateral values securing those loans ($2.6 million) and an increase in loans held for investment ($970,000).

Non-performing assets increased to $32.5 million, or 1.99% of total assets, at June 30, 2008, compared to $19.7 million, or 1.20% of total assets, at June 30, 2007. The non-performing assets at June 30, 2008 were primarily comprised of 52 single-family loans originated for investment ($15.4 million), 12 construction loans originated for investment ($4.7 million), 12 single-family loans repurchased from, or unable to sell to investors ($1.9 million) and real estate owned comprised of 30 single-family properties, one multi-family property and 14 undeveloped lots acquired in the settlement of loans ($9.4 million). The 14 undeveloped lots are located in Coachella, California. Net charge-offs for the fiscal year ended June 30, 2008 were $8.1 million or 0.58% of average loans receivable, compared to $540,000 or 0.04% of average loans receivable in the comparable period last year.

Classified loans at June 30, 2008 were $59.2 million, comprised of $29.4 million in the special mention category and $29.8 million in the substandard category. Classified loans at June 30, 2007 were $32.3 million, consisting of $13.3 million in the special mention category and $19.0 million in the substandard category.

At June 30, 2008, the allowance for loan losses was $19.9 million, comprised of $13.4 million of general loan loss allowances and $6.5 million of specific loan loss allowances. At June 30, 2007, the allowance for loan losses was $14.8 million, comprised of $11.5 million of general loan loss allowances and $3.3 million of specific loan loss allowances. The allowance for loan losses as a percentage of gross loans held for investment was 1.43% at June 30, 2008 compared to 1.09% at June 30, 2007. Management considers the allowance for loan losses sufficient to absorb potential losses inherent in its loans held for investment.

The allowance for loan losses is maintained at a level sufficient to provide for estimated losses based on evaluating known and inherent risks in the loans held for investment and upon management's continuing analysis of the factors underlying the quality of the loans held for investment. These factors include changes in the size and composition of the loans held for investment, actual loan loss experience, current economic conditions, detailed analysis of individual loans for which full collectibility may not be assured, and determination of the realizable value of the collateral securing the loans. Provisions for loan losses are charged against operations on a monthly basis, as necessary, to maintain the allowance at appropriate levels. Management believes that the amount maintained in the allowance will be adequate to absorb losses inherent in the loans held for investment. Although management believes it uses the best information available to make such determinations, there can be no assurance that regulators, in reviewing the Bank's loans held for investment, will not request the Bank to significantly increase its allowance for loan losses. Future adjustments to the allowance for loan losses may be necessary and results of operations could be significantly and adversely affected as a result of economic, operating, regulatory, and other conditions beyond the control of the Bank.

Non-Interest Income. Total non-interest income decreased $12.4 million, or 70%, to $5.2 million in fiscal 2008 from $17.6 million in fiscal 2007. The decrease was primarily attributable to a decrease in the gain on sale of loans, a decrease in the gain on sale of real estate held for investment and a decrease in the sale and operations of real estate owned acquired in the settlement of loans.

Loan servicing and other fees decreased $356,000, or 17%, to $1.8 million during fiscal 2008 from $2.1 million during fiscal 2007. The decrease was primarily attributable to lower brokered loan fees and lower prepayment fees. Total brokered loans in fiscal 2008 were $16.0 million, down $25.6 million, or 62%, from $41.6 million in the same period of fiscal 2007 as a result of adverse real estate markets in Southern California. Total scheduled principal payments and loan prepayments were $253.1 million in the fiscal 2008, down $126.3 million, or 33%, from $379.4 million in fiscal 2007, resulting in lower prepayment fees.

The gain on sale of loans decreased $8.3 million, or 89%, to $1.0 million for fiscal 2008 from $9.3 million in fiscal 2007. The decrease was a result of a lower average loan sale margin and a lower volume of loans originated for sale in fiscal 2008. The average loan sale margin for PBM during fiscal 2008 was 0.27%, down 56 basis points from 0.83% during fiscal 2007. The gain on sale of loans includes a loss of $317,000 on derivative financial instruments as a result of SFAS No. 133 in fiscal 2008, compared to a gain of $212,000 in fiscal 2007. The gain on sale of loans also includes a recourse provision of $1.5 million in fiscal 2008 and $347,000 in fiscal 2007 for loans sold that are subject to repurchase, resulting from early payment defaults or fraud claims. In addition, the Bank recorded a charge of $142,000 for the mortgage premium disclosure errors on FHA loans sold in fiscal 2008, which the Bank subsequently corrected in July 2008. The volume of loans sold decreased by $749.9 million, or 67%, to $373.5 million in fiscal 2008 as compared to $1.12 billion in fiscal 2007. The loan sale margin and loan sale volume decreased because the mortgage banking environment remains highly competitive and volatile as a result of the well-publicized collapse of the credit markets.

Deposit account fees increased $867,000, or 42%, to $3.0 million in fiscal 2008 from $2.1 million in fiscal 2007. The increase was primarily attributable to an increase in returned check fees.

There was no gain on sale of real estate held for investment in fiscal 2008, as compared to a gain of $2.3 million recorded in fiscal 2007. The gain in fiscal 2007 was the result of the sale of approximately six acres of land in Riverside, California. Currently, the Corporation does not have any real estate held for investment.

The sale and operations of real estate owned acquired in the settlement of loans reflected a net loss of $2.7 million in fiscal 2008, as compared to a net loss of $117,000 in fiscal 2007. The net loss in fiscal 2008 was comprised of a $932,000 net loss on the sale of 37 real estate owned properties, operating expenses of $1.2 million and a provision for losses on real estate owned of $517,000.

Non-Interest Expense. Total non-interest expense in fiscal 2008 was $30.3 million, a decrease of $4.3 million or 12%, as compared to $34.6 million in fiscal 2007. The decrease in non-interest expense was primarily the result of decreases in compensation, premises and occupancy, equipment, marketing and other expenses, partly offset by increases in professional expenses and deposit insurance premiums and regulatory assessments.

Compensation expense decreased $3.9 million, or 17%, to $19.0 million in fiscal 2008 from $22.9 million in fiscal 2007. The decrease in compensation expense was primarily a result of fewer employees, lower incentive compensation and ESOP expenses, partly offset by lower deferred compensation attributable to the application of SFAS No. 91, "Accounting for Nonrefundable Fees and Costs Associated with Originating or Acquiring Loans and Initial Direct Costs of Leases."

The decreases in premises and occupancy, equipment, marketing and other operating expenses in fiscal 2008 were primarily attributable to the closing of six PBM loan production offices in the first half of fiscal 2008 and lower operating expenses commensurate with lower loan origination volume.

Professional expenses increased $380,000, or 32%, to $1.6 million in fiscal 2008 from $1.2 million in fiscal 2007. The increase was primarily the result of higher legal expenses corresponding to the increase in delinquent loans.

Deposit insurance premiums and regulatory assessments increased $370,000, or 85%, to $804,000 in fiscal 2008 from $434,000 in fiscal 2007. The increase was a result of an increase in FDIC deposit insurance premiums.

Income Taxes. The provision for income taxes was $2.4 million for fiscal 2008, representing an effective tax rate of 73.4%, as compared to $9.1 million in fiscal 2007, representing an effective tax rate of 46.6%. The increase in the effective tax rate was primarily the result of a higher percentage of permanent tax differences relative to income before taxes and an additional tax provision of $407,000 on a disallowed deduction in the fiscal 2006 tax return which was discovered during the ongoing examination by the Internal Revenue Service. The Corporation determined that the above tax rates meet its income tax obligations.

Comparison of Operating Results for the Years Ended June 30, 2007 and 2006

General. The Corporation had net income of $10.5 million, or $1.57 per diluted share, for the fiscal year June 30, 2007, as compared to $19.6 million, or $2.82 per diluted share, for the fiscal year June 30, 2006. The $9.1 million decrease in net income in fiscal 2007 was primarily attributable to a decrease in net interest income, an increase in the provision for loan losses, a decrease in non-interest income and an increase in non-interest expense. The

Corporation's efficiency ratio increased to 58% in fiscal 2007 from 48% in the same period of fiscal 2006. Return on average assets in fiscal 2007 decreased 63 basis points to 0.61% from 1.24% in fiscal 2006. Return on average equity in fiscal 2007 decreased to 7.77% from 15.02% in fiscal 2006.

Net Interest Income. Net interest income before provision for loan losses decreased $2.3 million, or 5%, to $41.7 million in fiscal 2007 from $44.0 million in fiscal 2006. This decrease resulted principally from a decrease in the net interest margin, partly offset by an increase in average earning assets. The average net interest margin declined 35 basis points to 2.51% in fiscal 2007 from 2.86% in fiscal 2006. The average balance of earning assets increased $129.0 million, or 8%, to $1.66 billion in fiscal 2007 from $1.54 billion in fiscal 2006.

Interest Income. Interest income increased $14.4 million, or 17%, to $101.0 million for fiscal 2007 from $86.6 million for fiscal 2006. The increase in interest income was primarily a result of increases in the average balance and the average yield of earning assets. The increase in average assets was primarily attributable to the increase in loans receivable, which was partly offset by the decrease in investment securities. The average yield on earning assets increased 42 basis points to 6.06% in fiscal 2007 from 5.64% in fiscal 2006. The increase in the average yield on earning assets was the result of increases in the average yield of loans receivable, investment securities, FHLB – San Francisco stock and federal funds investments during fiscal 2007.

Loan interest income increased $13.7 million, or 18%, to $91.5 million in fiscal 2007 from $77.8 million in fiscal 2006. This increase was attributable to a higher average loan balance and a higher average loan yield. The average balance of loans outstanding, including receivable from sale of loans and loans held for sale, increased $155.8 million, or 12%, to $1.45 billion during fiscal 2007 from $1.29 billion during fiscal 2006. The average loan yield during fiscal 2007 increased 30 basis points to 6.33% from 6.03% during fiscal 2006. The increase in the average loan yield was primarily attributable to mortgage loans originated with higher interest rates, the upward repricing of adjustable rate loans during the year and a higher percentage of preferred loans, which generally have a higher yield.

Interest income from investment securities increased $318,000, or 5%, to $7.1 million in fiscal 2007 from $6.8 million in fiscal 2006. This increase was primarily a result of an increase in average yield, partly offset by a decrease in the average balance. The average balance of investment securities decreased $27.7 million, or 14%, to $175.4 million in fiscal 2007 from $203.1 million in fiscal 2006. The average yield on the investment securities increased 71 basis points to 4.07% during fiscal 2007 from 3.36% during fiscal 2006. The increase in the average yield of investment securities was primarily a result of the new purchases with a higher average yield (5.30% versus the average yield of 4.07% in fiscal 2007) and the maturing securities with an average yield of 2.65%. The premium amortization in fiscal 2007 was $21,000, compared to the premium amortization of $258,000 in fiscal 2006.

FHLB – San Francisco stock dividends increased by $394,000, or 22%, to $2.2 million in fiscal 2007 from $1.8 million in fiscal 2006. This increase was attributable to a higher average yield and a higher average balance. The average yield on FHLB – San Francisco stock increased 57 basis points to 5.35% during fiscal 2007 from 4.78% during fiscal 2006. The average balance of FHLB – San Francisco stock increased $3.3 million to $41.6 million during fiscal 2007 from $38.3 million during fiscal 2006. The increase in FHLB – San Francisco stock was in accordance with the borrowing requirements of the FHLB – San Francisco.

Interest Expense. Total interest expense for fiscal 2007 was $59.2 million as compared to $42.6 million for fiscal 2006, an increase of $16.6 million, or 39%. This increase was primarily attributable to an increase in the average cost and a higher average balance of interest-bearing liabilities. The average cost of interest-bearing liabilities was 3.83% during fiscal 2007, up 83 basis points from 3.00% during fiscal 2006. The average balance of interest-bearing liabilities, principally deposits and borrowings, increased $123.4 million, or 9%, to $1.55 billion during fiscal 2007 from $1.42 billion during fiscal 2006.

Interest expense on deposits for fiscal 2007 was $31.2 million as compared to $22.1 million for the same period of fiscal 2006, an increase of $9.1 million, or 41%. The increase in interest expense on deposits was primarily attributable to a higher average cost and a higher average balance. The average cost of deposits increased to 3.30% in fiscal 2007 from 2.36% during fiscal 2006, an increase of 94 basis points. The increase in the average cost of deposits, primarily in time deposits, was attributable to the general rise in short-term interest rates. The average balance of deposits increased $9.6 million, or 1%, to $946.5 million during fiscal 2007 from $936.9 million during fiscal 2006. The average balance of transaction accounts decreased by $80.0 million, or 18%, to $369.5 million in fiscal 2007 from $449.5 million in fiscal 2006. The average balance of time deposits increased by $89.6 million, or 18%, to $577.0 million in fiscal 2007 as compared to $487.4 million in fiscal 2006. The increase in time deposits is primarily attributable to the time deposit marketing campaign and depositors switching from transaction accounts to time deposits to take advantage of higher yields. The average balance of transaction account deposits to total deposits in fiscal 2007 was 39%, compared to 48% in fiscal 2006.

Interest expense on borrowings, primarily FHLB – San Francisco advances, for fiscal 2007 increased $7.5 million, or 37%, to $28.0 million from $20.5 million for fiscal 2006. The increase in interest expense on borrowings was primarily a result of a higher average cost and a higher average balance. The average cost of borrowings increased to 4.68% for fiscal 2007 from 4.22% in fiscal 2006, an increase of 46 basis points. The increase in the average cost of borrowings was the result of higher short-term interest rates and maturities of long-term advances at lower interest rates. The average balance of borrowings increased $113.8 million, or 23%, to $599.3 million during fiscal 2007 from $485.5 million during fiscal 2006.

Provision for Loan Losses. During fiscal 2007, the Corporation recorded a provision for loan losses of $5.1 million, an increase of $4.0 million from $1.1 million during fiscal 2006. The provision for loan losses in fiscal 2007 was primarily attributable to a net increase of $3.1 million in specific loan loss reserves, an increase in classified loans and an increase in loans held for investment, primarily in preferred loans. The increase in specific loan loss allowances was primarily attributable to the establishment of a specific loan loss allowance of $2.6 million on 23 individual construction loans, with a disbursed total of $5.0 million, which were classified as non-accrual in November 2006. Classified loans at June 30, 2007 were $32.3 million, comprised of $13.3 million in the special mention category and $19.0 million in the substandard category. Classified loans increased by $23.0 million from June 30, 2006 when classified loans were $9.3 million, comprised of $3.7 million in the special mention category and $5.6 million in the substandard category.

The Corporation's current operating strategy seeks to grow preferred loans at a faster rate than single-family mortgage loans. While higher yielding, these loans generally have greater risk than single-family mortgage loans. Further growth in these categories of loans may result in additions to the provision for loan losses. In addition, as noted above, the Corporation experienced a significant increase in classified loans during fiscal 2007, a majority of which were single-family mortgage loans. Rising delinquencies in single-family mortgage loans may also result in additions to the provision for loan losses.

At June 30, 2007, the allowance for loan losses was $14.8 million, comprised of $11.5 million of general loan loss allowances and $3.3 million of specific loan loss allowances. At June 30, 2006, the allowance for loan losses was $10.3 million, comprised of $10.1 million of general loan loss allowances and $238,000 of specific loan loss allowances. The allowance for loan losses as a percentage of gross loans held for investment was 1.09% at June 30, 2007 compared to 0.81% at June 30, 2006.

Non-Interest Income. Total non-interest income decreased $8.6 million, or 33%, to $17.6 million in fiscal 2007 from $26.2 million in fiscal 2006. The decrease was primarily attributable to a decrease in the gain on sale of real estate held for investment ($2.3 million versus $6.3 million), a decrease in the gain on sale of loans and a decrease in loan servicing and other fees.

The gain on sale of real estate held for investment in fiscal 2007 was primarily the result of the sale of approximately six acres of land in Riverside, California; while the gain on sale of real estate held for investment in fiscal 2006 was the result of the sale of a commercial office building in Riverside, California. Currently, the Corporation does not have any real estate held for investment.

The gain on sale of loans decreased $4.2 million, or 31%, to $9.3 million for fiscal 2007 from $13.5 million in fiscal 2006. The decrease was a result of a lower average loan sale margin and a lower volume of loans originated for sale in fiscal 2007. The average loan sale margin for PBM during fiscal 2007 was 0.83%, down 25 basis points from

1.08% during fiscal 2006. The gain on sale of loans includes a gain of $212,000 on derivative financial instruments as a result of SFAS No. 133 in fiscal 2007, compared to a gain of $71,000 in fiscal 2006. The gain on sale includes a recourse liability of $347,000 for loans sold to investors as of June 30, 2007. No recourse liability was required for loans sold to investors as of June 30, 2006. The volume of loans originated for sale decreased by $111.2 million, or 9%, to $1.13 billion in fiscal 2007 as compared to $1.24 billion in fiscal 2006. The loan sale margin and loan sale volume decreased because the mortgage banking environment remains highly competitive and volatile as a result of the well-publicized collapse of the sub-prime loan market.

Loan servicing and other fees decreased $440,000, or 17%, to $2.1 million during fiscal 2007 from $2.6 million during fiscal 2006. The decrease was primarily attributable to lower brokered loan fees and lower prepayment fees. Total brokered loans in fiscal 2007 were $41.6 million, down $4.6 million, or 10%, from $46.2 million in fiscal 2006. Total scheduled principal payments and loan prepayments were $379.4 million in fiscal 2007, down $96.8 million, or 20%, from $476.2 million in fiscal 2006.

Non-Interest Expense. Total non-interest expense in fiscal 2007 was $34.6 million, an increase of $876,000 or 3%, as compared to $33.8 million in fiscal 2006. The increase in non-interest expense was primarily the result of increases in compensation expense and premises and occupancy expenses, partly offset by decreases in equipment, professional, marketing and other expenses.

The increase in compensation expense was primarily a result of lower deferred compensation attributable to the application of SFAS No. 91, "Accounting for Nonrefundable Fees and Costs Associated with Originating or Acquiring Loans and Initial Direct Costs of Leases," partly offset by lower incentive compensation. On July 1, 2006 the Bank lowered the SFAS No. 91 deferred compensation allocated to each loan originated after completing the annual review and analysis of SFAS No. 91. Additionally, fewer loans were originated during fiscal 2007 in comparison to fiscal 2006, which also reduced deferred compensation attributable to the application of SFAS No. 91.

The increase in premises and occupancy expense was due primarily to a $175,000 charge incurred as a result of closing three loan production offices. The decrease in other operating expenses was primarily attributable to a $500,000 charitable contribution to capitalize the newly established Provident Savings Bank Charitable Foundation in the fourth quarter of fiscal 2006 (not replicated in fiscal 2007).

Income Taxes. The provision for income taxes was $9.1 million for fiscal 2007, representing an effective tax rate of 46.6%, as compared to $15.7 million in fiscal 2006, representing an effective tax rate of 44.4%. The increase in the effective tax rate was primarily the result of a higher percentage of permanent tax differences relative to income before taxes. The Corporation determined that the above tax rates meet its income tax obligations.

Average Balances, Interest and Average Yields/Costs

The following table sets forth certain information for the periods regarding average balances of assets and liabilities as well as the total dollar amounts of interest income from average interest-earning assets and interest expense on average interest-bearing liabilities and average yields and costs thereof. Such yields and costs for the periods indicated are derived by dividing income or expense by the average monthly balance of assets or liabilities, respectively, for the periods presented.

	Year Ended June 30,								
	2008			2007			2006		
(Dollars In Thousands)	Average Balance	Interest	Average Yield/ Cost	Average Balance	Interest	Average Yield/ Cost	Average Balance	Interest	Average Yield/ Cost
Interest-earning assets:									
Loans receivable, net (1)	$ 1,397,877	$ 86,340	6.18%	$ 1,446,781	$ 91,525	6.33%	$ 1,291,005	$ 77,821	6.03%
Investment securities	155,509	7,567	4.87%	175,439	7,149	4.07%	203,096	6,831	3.36%
FHLB – San Francisco stock	32,271	1,822	5.65%	41,588	2,225	5.35%	38,266	1,831	4.78%
Interest-earning deposits	588	20	3.40%	1,339	69	5.15%	3,722	144	3.87%
Total interest-earning assets	1,586,245	95,749	6.04%	1,665,147	100,968	6.06%	1,536,089	86,627	5.64%
Non interest-earning assets	36,531			37,959			45,185		
Total assets	$ 1,622,776			$ 1,703,106			$ 1,581,274		
Interest-bearing liabilities:									
Checking and money market accounts (2)	$ 198,445	1,607	0.81%	$ 206,147	1,524	0.74%	$ 226,317	1,286	0.57%
Savings accounts	146,858	2,896	1.97%	163,400	2,823	1.73%	223,162	3,151	1.41%
Time deposits	666,835	30,073	4.51%	576,952	26,867	4.66%	487,391	17,691	3.63%
Total deposits	1,012,138	34,576	3.42%	946,499	31,214	3.30%	936,870	22,128	2.36%

Borrowings	465,536	19,737	4.24%	599,286	28,031	4.68%	485,523	20,507	4.22%
Total interest-bearing liabilities	1,477,674	54,313	3.68%	1,545,785	59,245	3.83%	1,422,393	42,635	3.00%
Non interest-bearing liabilities	17,812			22,816			28,172		
Total liabilities	1,495,486			1,568,601			1,450,565		
Stockholders' equity	127,290			134,505			130,709		
Total liabilities and stockholders' equity	$ 1,622,776			$ 1,703,106			$ 1,581,274		
Net interest income		$ 41,436			$ 41,723			$ 43,992	
Interest rate spread (3)			2.36%			2.23%			2.64%
Net interest margin (4)			2.61%			2.51%			2.86%
Ratio of average interest-earning assets to average interest-bearing liabilities	107.35%			107.72%			107.99%		

(1) Includes receivable from sale of loans, loans held for sale and non-accrual loans, as well as net deferred loan cost amortization of $869, $589 and $363 for the years ended June 30, 2008, 2007 and 2006, respectively.
(2) Includes the average balance of non interest-bearing checking accounts of $44.7 million, $47.6 million and $54.5 million in fiscal 2008, 2007 and 2006, respectively.
(3) Represents the difference between the weighted average yield on total interest-earning assets and weighted average rate on total interest-bearing liabilities.
(4) Represents net interest income before provision for loan losses as a percentage of average interest-earning assets.

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Yields Earned and Rates Paid

The following table sets forth (on a consolidated basis), for the periods and at the dates indicated, the weighted average yields earned on the Bank's assets and the weighted average interest rates paid on the Bank's liabilities, together with the net yield on interest-earning assets.

	Quarter Ended June 30, 2008	Year Ended June 30, 2008	2007	2006
Weighted average yield on:				
Loans receivable, net (1)	6.07%	6.18%	6.33%	6.03%
Investment securities	4.89%	4.87%	4.07%	3.36%
FHLB – San Francisco stock	6.29%	5.65%	5.35%	4.78%
Interest-earning deposits	1.56%	3.40%	5.15%	3.87%
Total interest-earning assets	5.96%	6.04%	6.06%	5.64%
Weighted average rate paid on:				
Checking and money market accounts (2)	0.66%	0.81%	0.74%	0.57%
Savings accounts	1.61%	1.97%	1.73%	1.41%
Time deposits	4.02%	4.51%	4.66%	3.63%
Borrowings	3.80%	4.24%	4.68%	4.22%
Total interest-bearing liabilities	3.26%	3.68%	3.83%	3.00%
Interest rate spread (3)	2.70%	2.36%	2.23%	2.64%
Net interest margin (4)	2.93%	2.61%	2.51%	2.86%

(1) Includes receivable from sale of loans, loans held for sale and non-accrual loans, as well as net deferred loan cost amortization of $869,000, $589,000 and $363,000 for the years ended June 30, 2008, 2007 and 2006, respectively.
(2) Includes the average balance of non interest-bearing checking accounts of $44.7 million, $47.6 million and $54.5 million in fiscal 2008, 2007 and 2006, respectively.
(3) Represents the difference between the weighted average yield on total interest-earning assets and weighted average rate on total interest-bearing liabilities.
(4) Represents net interest income before provision for loan losses as a percentage of average interest-earning assets.

Rate/Volume Analysis

The following table sets forth the effects of changing rates and volumes on interest income and expense of the Bank. Information is provided with respect to the effects attributable to changes in volume (changes in volume multiplied by prior rate), the effects attributable to changes in rate (changes in rate multiplied by prior volume) and changes that cannot be allocated between rate and volume.

	Year Ended June 30, 2008 Compared to Year Ended June 30, 2007 Increase (Decrease) Due to				Year Ended June 30, 2007 Compared to Year Ended June 30, 2006 Increase (Decrease) Due to			
(In Thousands)	Rate	Volume	Rate/ Volume	Net	Rate	Volume	Rate/ Volume	Net
Interest-earnings assets:								
Loans receivable, net (1)	$ (2,162)	$ (3,096)	$ 73	$ (5,185)	$ 3,844	$ 9,393	$ 467	$ 13,704
Investment securities	1,388	(811)	(159)	418	1,443	(929)	(196)	318
FHLB – San Francisco stock	123	(498)	(28)	(403)	216	159	19	394
Interest-earning deposits	(23)	(39)	13	(49)	48	(92)	(31)	(75)
Total net change in income on interest-earning assets	(674)	(4,444)	(101)	(5,219)	5,551	8,531	259	14,341
Interest-bearing liabilities:								
Checking and money market accounts	145	(57)	(5)	83	387	(115)	(34)	238
Savings accounts	399	(286)	(40)	73	706	(843)	(191)	(328)
Time deposits	(848)	4,189	(135)	3,206	5,003	3,251	922	9,176
Borrowings	(2,623)	(6,260)	589	(8,294)	2,200	4,801	523	7,524
Total net change in expense on interest-bearing liabilities	(2,927)	(2,414)	409	(4,932)	8,296	7,094	1,220	16,610
Net increase (decrease) in net interest income	$ 2,253	$ (2,030)	$ (510)	$ (287)	$ (2,745)	$ 1,437	$ (961)	$ (2,269)

(1) Includes receivable from sale of loans, loans held for sale and non-accrual loans.

Liquidity and Capital Resources

The Corporation's primary sources of funds are deposits, proceeds from the sale of loans originated for sale, proceeds from principal and interest payments on loans, proceeds from the maturity of investment securities and FHLB – San Francisco advances. While maturities and scheduled amortization of loans and investment securities are a relatively predictable source of funds, deposit flows, mortgage prepayments and loan sales are greatly influenced by general interest rates, economic conditions and competition.

The primary investing activity of the Bank is the origination and purchase of loans held for investment. During the fiscal years ended June 30, 2008, 2007 and 2006, the Bank originated loans in the amounts of $582.2 million, $1.42 billion and $1.75 billion, respectively. In addition, the Bank purchased loans from other financial institutions in fiscal 2008, 2007 and 2006 in the amounts of $99.8 million, $119.6 million and $111.7 million, respectively. Total loans sold in fiscal 2008, 2007 and 2006 were $373.5 million, $1.12 billion and $1.26 billion, respectively. At June 30, 2008, the Bank had loan origination commitments totaling $29.4 million and undisbursed loans in process totaling $7.9 million. The Bank anticipates that it will have sufficient funds available to meet its current loan origination commitments.

The Bank's primary financing activity is gathering deposits. During the fiscal years ended June 30, 2008, 2007 and 2006, the net increase (decrease) in deposits was $11.0 million, $80.1 million and ($2.4 million), respectively. On June 30, 2008, time deposits that are scheduled to mature in one year or less were $589.4 million. Historically, the Bank has been able to retain a significant amount of its time deposits as they mature by adjusting deposit rates to the current interest rate environment.

The Bank must maintain an adequate level of liquidity to ensure the availability of sufficient funds to support loan growth and deposit withdrawals, to satisfy financial commitments and to take advantage of investment opportunities. The Bank generally maintains sufficient cash and cash equivalents to meet short-term liquidity needs. At June 30, 2008, total cash and cash equivalents were $15.1 million, or 0.9% of total assets. Depending on market conditions and the pricing of deposit products and FHLB – San Francisco advances, the Bank may continue to rely on FHLB – San Francisco advances for part of its liquidity needs. As of June 30, 2008, the remaining available borrowing capacity at FHLB – San Francisco was $352.7 million, and the remaining available borrowing capacity at the Bank's correspondent bank was $25.0 million.

Although the OTS eliminated the minimum liquidity requirement for savings institutions in April 2002, the regulation still requires thrifts to maintain adequate liquidity to assure safe and sound operations. The Bank's average liquidity ratio (defined as the ratio of average qualifying liquid assets to average deposits and borrowings) for the quarter ended June 30, 2008 decreased to 4.6% from 7.2% during the same quarter ended June 30, 2007. The Bank augments its liquidity by maintaining sufficient borrowing capacity at FHLB – San Francisco and its correspondent bank.

The Bank is required to maintain specific amounts of capital pursuant to OTS requirements. Under the OTS prompt corrective action provisions, a minimum ratio of 1.5% for Tangible Capital is required in order to be deemed other than "critically undercapitalized," while a minimum ratio of 5.0% for Core Capital, 10.0% for Total Risk-Based Capital and 6.0% for Tier 1 Risk-Based Capital is required to be deemed "well capitalized." As of June 30, 2008, the Bank exceeded all regulatory capital requirements with Tangible Capital, Core Capital, Total Risk-Based Capital and Tier 1 Risk-Based Capital ratios of 7.2%, 7.2%, 12.3% and 11.0%, respectively.

Impact of Inflation and Changing Prices

The Corporation's consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America, which require the measurement of financial position and operating results in terms of historical dollars without considering the changes in the relative purchasing power of money over time as a result of inflation. The impact of inflation is reflected in the increasing cost of the Corporation's operations. Unlike most industrial companies, nearly all assets and liabilities of the Corporation are monetary. As a result, interest rates have a greater impact on the Corporation's performance than do the effects of general levels of inflation. In addition, interest rates do not necessarily move in the direction, or to the same extent, as the prices of goods and services.

Impact of New Accounting Pronouncements

Various elements of the Corporation's accounting policies, by their nature, are inherently subject to estimation techniques, valuation assumptions and other subjective assessments. In particular, management has identified several accounting policies that, as a result of the judgments, estimates and assumptions inherent in those policies, are important to an understanding of the financial statements of the Corporation. These policies relate to the methodology for the recognition of interest income, determination of the provision and allowance for loan and lease losses and the valuation of mortgage servicing rights and real estate held for sale. These policies and the judgments, estimates and assumptions are described in greater detail in Management's Discussion and Analysis of Financial Condition and Results of Operations section and in the section entitled "Summary of Significant Accounting Policies" contained in Note 1 of the Notes to the Consolidated Financial Statements. Management believes that the judgments, estimates and assumptions used in the preparation of the financial statements are appropriate based on the factual circumstances at the time. However, because of the sensitivity of the financial statements to these critical accounting policies, the use of other judgments, estimates and assumptions could result in material differences in the results of operations or financial condition.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

Quantitative Aspects of Market Risk. The Bank does not maintain a trading account for any class of financial instrument nor does it purchase high-risk derivative financial instruments. Furthermore, the Bank is not subject to foreign currency exchange rate risk or commodity price risk. The primary market risk that the Bank faces is interest rate risk. For information regarding the sensitivity to interest rate risk of the Bank's interest-earning assets and interest-bearing liabilities, see "Maturity of Loans Held for Investment," "Investment Securities Activities," "Time Deposits by Maturities" and "Interest Rate Risk" on pages 5, 24, 29 and 66, respectively, of this Form 10-K.

Qualitative Aspects of Market Risk. The Bank's principal financial objective is to achieve long-term profitability while reducing its exposure to fluctuating interest rates. The Bank has sought to reduce the exposure of its earnings to changes in interest rates by attempting to manage the repricing mismatch between interest-earning assets and interest-bearing liabilities. The principal element in achieving this objective is to increase the interest-rate sensitivity of the Bank's interest-earning assets by retaining for its portfolio new loan originations with interest rates subject to periodic adjustment to market conditions and by selling fixed-rate, single-family mortgage loans. In addition, the Bank maintains an investment portfolio, which is largely in U.S. government agency MBS and U.S. government sponsored enterprise MBS with contractual maturities of up to 30 years that reprice frequently. The Bank relies on retail deposits as its primary source of funds while utilizing FHLB – San Francisco advances as a secondary source of funding. Management believes retail deposits, unlike brokered deposits, reduce the effects of interest rate fluctuations because they generally represent a more stable source of funds. As part of its interest rate risk management strategy, the Bank promotes transaction accounts and time deposits with terms up to five years. For additional information, see Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 50 of this Form 10-K.

Interest Rate Risk. The principal financial objective of the Corporation's interest rate risk management function is to achieve long-term profitability while limiting its exposure to the fluctuation of interest rates. The Corporation, through its ALCO, has sought to reduce the exposure of its earnings to changes in interest rates by managing the repricing mismatch between interest-earning assets and interest-bearing liabilities. The principal element in achieving this objective is to manage the interest-rate sensitivity of the Corporation's assets by retaining loans with interest rates subject to periodic market adjustments. In addition, the Bank maintains a liquid investment portfolio primarily comprised of U.S. government agency MBS and government sponsored enterprise MBS that reprice frequently. The Bank relies on retail deposits as its primary source of funding while utilizing FHLB – San Francisco advances as a secondary source of funding which can be structured with favorable interest rate risk characteristics. As part of its interest rate risk management strategy, the Bank promotes transaction accounts.

Using data from the Bank's quarterly report to the OTS, the OTS produces a report for the Bank that measures interest rate risk by modeling the change in Net Portfolio Value ("NPV") over a variety of interest rate scenarios. The interest rate risk analysis received from the OTS is similar to the Bank's own interest rate risk model. NPV is defined as the net present value of expected future cash flows from assets, liabilities and off-balance sheet contracts. The calculation is intended to illustrate the change in NPV that would occur in the event of an immediate change in interest rates of -100, -50, +50, +100, +200 and +300 basis points with no effect given to any steps that management might take to counter the effect of the interest rate change.

The following table is provided by the OTS and sets forth as of June 30, 2008 the estimated changes in NPV based on the indicated interest rate environments. The Bank's balance sheet position as of June 30, 2008 can be summarized as follows: if interest rates increase or decrease, the NPV of the Bank is expected to decrease, except under the negative 50 basis point rate shock.

Basis Points (bp) Change in Rates	Net Portfolio Value	NPV Change (1)	Portfolio Value Assets	NPV as Percentage Of Portfolio Value Assets (2)	Sensitivity Measure (3)
(Dollars In Thousands)					
+300 bp	$ 110,093	$ (41,459)	$1,601,001	6.88%	-217bp
+200 bp	132,372	(19,180)	1,633,651	8.10%	-95bp
+100 bp	147,572	(3,980)	1,659,684	8.89%	-16bp
+50 bp	150,724	(828)	1,668,536	9.03%	-2bp
0 bp	151,552	-	1,674,896	9.05%	-bp
-50 bp	151,767	215	1,680,312	9.03%	-2bp
-100 bp	150,979	(573)	1,684,981	8.96%	-9bp

(1) Represents the (decrease) increase of the estimated NPV at the indicated change in interest rates compared to the NPV calculated at June 30, 2008 ("base case").
(2) Calculated as the estimated NPV divided by the portfolio value of total assets.
(3) Calculated as the change in the NPV ratio from the base case at the indicated change in interest rates.

The following table provided by the OTS, is based on the calculations contained in the previous table, and sets forth the change in the NPV at a +200 basis point rate shock at June 30, 2008 and 2007 (by regulation the Bank must measure and manage its interest rate risk for an interest rate shock of +/- 200 basis points, whichever produces the largest decline in NPV).

Risk Measure: +200 bp Rate Shock	At June 30, 2008 (+200 bp)	At June 30, 2007 (+200 bp)
Pre-Shock NPV Ratio	9.05%	9.84%
Post-Shock NPV Ratio	8.10%	8.31%
Sensitivity Measure	95 bp	153 bp
Thrift Bulletin 13a Level of Risk	Minimal	Minimal

As with any method of measuring interest rate risk, certain shortcomings are inherent in the method of analysis presented in the foregoing tables. For example, although certain assets and liabilities may have similar maturities or repricing characteristics, they may react in different degrees to changes in interest rates. Also, the interest rates on certain types of assets and liabilities may fluctuate in advance of changes in interest rates, while interest rates on other types of assets and liabilities may lag behind changes in interest rates. Additionally, certain assets, such as ARM loans, have features which restrict changes on a short-term basis and over the life of the loan. Further, in the event of a change in interest rates, expected rates of prepayments on loans and early withdrawals of time deposits could likely deviate significantly from those assumed in calculating the respective results. It is also possible that, as a result of an interest rate increase, the increased mortgage payments required of ARM borrowers could result in an increase in delinquencies and defaults. Changes in interest rates could also affect the volume and profitability of the Bank's mortgage banking operations. Accordingly, the data presented in the tables above should not be relied upon as indicative of actual results in the event of changes in interest rates. Furthermore, the NPV presented in the foregoing tables is not intended to present the fair market value of the Bank, nor does it represent amounts that would be available for distribution to stockholders in the event of the liquidation of the Corporation.

The Bank also models the sensitivity of net interest income for the 12-month period subsequent to any given month-end assuming a dynamic balance sheet (accounting for the Bank's current balance sheet, 12-month business plan, embedded options, rate floors, periodic caps, lifetime caps, and loan, investment, deposit and borrowing cash flows, among others), and immediate, permanent and parallel movements in interest rates of plus or minus 100 and 200 basis points. The following table describes the results of the analysis for June 30, 2008 and June 30, 2007.

June 30, 2008		June 30, 2007	
Basis Point (bp) Change in Rates	Change in Net Interest Income	Basis Point (bp) Change in Rates	Change in Net Interest Income
+200 bp	-9.78%	+200 bp	-0.97%
+100 bp	-5.29%	+100 bp	+3.76%
-100 bp	+3.62%	-100 bp	+11.52%
-200 bp	+8.58%	-200 bp	+11.18%

For the fiscal year ended June 30, 2008, the Bank is liability sensitive, as its interest-bearing liabilities expected to reprice during the subsequent 12-month period exceeded its interest-earning assets expected to reprice during that period. Therefore, in a rising interest rate environment, the model projects a decline in net interest income over the subsequent 12-month period. In a falling interest rate environment, the results project an increase in net interest income over the subsequent 12-month period. For the fiscal year ended June 30, 2007, the Bank is liability sensitive, as its interest-bearing liabilities expected to reprice during the subsequent 12-month period exceeded its interest-earning assets expected to reprice during that period. Therefore, in a rising interest rate environment, the model projects a decline in net interest income over the subsequent 12-month period, except in the +100 basis point scenario where net interest income is projected to increase. In a falling interest rate environment, the results project an increase in net interest income over the subsequent 12-month period.

Management believes that the assumptions used to complete the analysis described in the table above are reasonable. However, past experience has shown that immediate, permanent and parallel movements in interest rates will not necessarily occur. Additionally, while the analysis provides a tool to evaluate the projected net interest income to changes in interest rates, actual results may be substantially different if actual experience differs from the assumptions used to complete the analysis. Therefore the model results that we disclose should be thought of as a risk management tool to compare the trends of our current disclosure to previous disclosures, over time, within the context of the actual performance of the treasury yield curve.

Item 8. Financial Statements and Supplementary Data

Please refer to exhibit 13 beginning on page 76 for the Consolidated Financial Statements and Notes to Consolidated Financial Statements.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

a) An evaluation of the Corporation’s disclosure controls and procedure (as defined in Section 13a-15(e) or 15d-15(e) of the Securities Exchange Act of 1934 (the “Act”)) was carried out under the supervision and with the participation of the Corporation’s Chief Executive Officer, Chief Financial Officer and the Corporation’s Disclosure Committee as of June 30, 2008, pursuant to the SEC rules. In designing and evaluating our disclosure controls and procedures, management recognized that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Additionally, in designing disclosure controls and procedures, our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures. The design of any disclosure controls and procedures also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. In April 2008, the Corporation identified material weaknesses in the internal controls governing the operation of the Corporation's ESOP, as described in Form 10-K/A for the fiscal year ended June 30, 2007. The Corporation implemented corrective actions in May 2008 which remediated the material weaknesses.

Based on their evaluation of the Corporation's financial statements and the corrective actions implemented regarding the Corporation's ESOP, the Corporation's Chief Executive Officer and Chief Financial Officer concluded that the Corporation's disclosure controls and procedures as of June 30, 2008 are effective in ensuring that the information required to be disclosed by the Corporation in the reports it files or submits under the Act is (i) accumulated and communicated to the Corporation's management (including the Chief Executive Officer and Chief Financial Officer) in a timely manner, and (ii) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

b) There have been no other material changes in our internal control over financial reporting, other than the corrective actions implemented regarding the Corporations' ESOP, (as defined in Rule 13a-15(f) of the Act) that occurred during the fiscal year ended June 30, 2008, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. The Corporation does not expect that its internal control over financial reporting will prevent all error and all fraud. A control procedure, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control procedure are met. Because of the inherent limitations in all control procedures, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Corporation have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any control procedure is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control procedure, misstatements due to error or fraud may occur and not be detected.

Management Report on Internal Control Over Financial Reporting:

The management of Provident Financial Holdings, Inc. and subsidiary (the "Corporation") is responsible for establishing and maintaining adequate internal control over financial reporting. The Corporation's internal control over financial reporting was designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

To comply with the requirements of Section 404 of the Sarbanes–Oxley Act of 2002, the Corporation designed and implemented a structured and comprehensive assessment process to evaluate its internal control over financial reporting across the enterprise. The assessment of the effectiveness of the Corporation's internal control over financial reporting was based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Because of its inherent limitations, including the possibility of human error and the circumvention of overriding controls, a system of internal control over financial reporting can provide only reasonable assurance and may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Based on its assessment, management has concluded that the Corporation's internal control over financial reporting was effective as of June 30, 2008.

The effectiveness of internal control over financial reporting as of June 30, 2008, has been audited by Deloitte & Touche LLP, the independent registered public accounting firm who also audited the Corporation's consolidated financial statements. Deloitte & Touche LLP's attestation report on the Corporation's internal control over financial reporting follows.

Date: September 12, 2008	/s/ Craig G. Blunden Craig G. Blunden Chairman, President and Chief Executive Officer
	/s/ Donavon P. Ternes Donavon P. Ternes Chief Operating Officer and Chief Financial Officer

Report of Independent Registered Public Accounting Firm:

To the Board of Directors and Stockholders of
Provident Financial Holdings, Inc.
Riverside, California

We have audited the internal control over financial reporting of Provident Financial Holdings, Inc. and subsidiary (the "Corporation") as of June 30, 2008, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Because management's assessment and our audit were conducted to meet the reporting requirements of Section 112 of the Federal Deposit Insurance Corporation Improvement Act (FDICIA), management's assessment and our audit of the Corporation's internal control over financial reporting included controls over the preparation of the schedules equivalent to the basic financial statements in accordance with the instructions for the Office of Thrift Supervision Instructions for Thrift Financial Reports. The Corporation's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Corporation's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Corporation maintained, in all material respects, effective internal control over financial reporting as of June 30, 2008, based on the criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements as of and for the year ended June 30, 2008 of the Corporation and our report dated September 12, 2008 expressed an unqualified opinion on those financial statements.

/s/ DELOITTE & TOUCHE LLP

Costa Mesa, California
September 12, 2008

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

For information regarding the Corporation's Board of Directors, see the section captioned "Proposal I – Election of Directors" which is included in the Proxy Statement, a copy of which will be filed with the Securities and Exchange Commission no later than 120 days after the Corporation's fiscal year end, and is incorporated herein by reference.

The executive officers of the Corporation and the Bank are elected annually and hold office until their respective successors have been elected and qualified or until death, resignation or removal by the Board of Directors. For information regarding the Corporation's executive officers, see Item 1 - "Executive Officers" beginning on page 39 of this Form 10-K.

Compliance with Section 16(a) of the Exchange Act

The information contained under the section captioned "Compliance with Section 16(a) of the Exchange Act" is included in the Corporation's Proxy Statement, a copy of which will be filed with the Securities and Exchange Commission no later than 120 days after the Corporation's fiscal year end, and is incorporated herein by reference.

Code of Ethics for Senior Financial Officers

The Corporation has adopted a Code of Ethics, which applies to all directors, officers, and employees of the Corporation. The Code of Ethics is publicly available as Exhibit 14 to the Corporation's Annual Report on Form 10-K for the fiscal year June 30, 2007, and is available on the Corporation's website, www.myprovident.com. If the Corporation makes any substantial amendments to the Code of Ethics or grants any waiver, including any implicit waiver, from a provision of the Code to the Corporation's Chief Executive Officer, Chief Financial Officer or Controller, the Corporation will disclose the nature of such amendment or waiver on the Corporation's website and in a report on Form 8-K.

Audit Committee Financial Expert

The Corporation has designated Joseph P. Barr, Audit Committee Chairman, as its audit committee financial expert. Mr. Barr is independent, as independence for audit committee members is defined under the listing standards of the NASDAQ Stock Market, a Certified Public Accountant in California and Ohio and has been practicing public accounting for over 38 years.

Item 11. Executive Compensation

The information contained under the section captioned “Executive Compensation” and “Directors’ Compensation” is included in the Proxy Statement, a copy of which will be filed with the Securities and Exchange Commission no later than 120 days after the Corporation's fiscal year end, and incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

(a) Security Ownership of Certain Beneficial Owners.

The information contained under the section captioned "Security Ownership of Certain Beneficial Owners and Management" is included in the Corporation's Proxy Statement, a copy of which will be filed with the Securities and Exchange Commission no later than 120 days after the Corporation's fiscal year end, and is incorporated herein by reference.

(b) Security Ownership of Management.

The information contained under the sections captioned "Security Ownership of Certain Beneficial Owners and Management" and "Proposal I -- Election of Directors" is included in the Corporation's Proxy Statement, a copy of which will be filed with the Securities and Exchange Commission no later than 120 days after the Corporation's fiscal year end, and is incorporated herein by reference.

(c) Changes In Control.

The Corporation is not aware of any arrangements, including any pledge by any person of securities of the Corporation, the operation of which may at a subsequent date result in a change in control of the Corporation.

(d) Equity Compensation Plan Information.

The information contained under the section captioned "Executive Compensation – Equity Compensation Plan Information" is included in the Corporation's Proxy Statement, a copy of which will be filed with the Securities and Exchange Commission no later than 120 days after the Corporation's fiscal year end, and is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information contained under the section captioned "Transactions with Management" is included in the Proxy Statement, a copy of which will be filed with the Securities and Exchange Commission no later than 120 days after the Corporation's fiscal year end and is incorporated herein by reference.

Item 14. Principal Accountant Fees and Services

The information contained under the section captioned "Proposal II - Approval of Appointment of Independent Auditors" is included in the Corporation's Proxy Statement, a copy of which will be filed with the Securities and Exchange Commission no later than 120 days after the Corporation's fiscal year end and is incorporated herein by reference.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) 1. Financial Statements

See Exhibit 13 to Consolidated Financial Statements beginning on page 76.

2. Financial Statement Schedules

Schedules to the Consolidated Financial Statements have been omitted as the required information is

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inapplicable.

(b) Exhibits

Exhibits are available from the Corporation by written request

3.1 Certificate of Incorporation of Provident Financial Holdings, Inc. (Incorporated by reference to Exhibit 3.1 to the Corporation's Registration Statement on Form S-1 (File No. 333-2230))

3.2 Bylaws of Provident Financial Holdings, Inc. (Incorporated by reference to Exhibit 3.2 to the Corporation's Registration Statement on Form S-1 (File No. 333-2230))

10.1 Employment Agreement with Craig G. Blunden (Incorporated by reference to Exhibit 10.1 to the Corporation's Form 8-K dated December 19, 2005)

10.2 Post-Retirement Compensation Agreement with Craig G. Blunden (Incorporated by reference to Exhibit 10.2 to the Corporation's Form 8-K dated December 19, 2005)

10.3 1996 Stock Option Plan (incorporated by reference to Exhibit A to the Corporation's proxy statement dated December 12, 1996)

10.4 1996 Management Recognition Plan (incorporated by reference to Exhibit B to the Corporation's proxy statement dated December 12, 1996)

10.5 Form of Severance Agreement with Richard L. Gale, Kathryn R. Gonzales, Lilian Salter, Donavon P. Ternes and David S. Weiant (incorporated by reference to Exhibit 10.1 in the Corporation's Form 8-K dated July 3, 2006)

10.6 2003 Stock Option Plan (incorporated by reference to Exhibit A to the Corporation's proxy statement dated October 21, 2003)

10.7 Form of Incentive Stock Option Agreement for options granted under the 2003 Stock Option Plan (incorporated by reference to Exhibit 10.13 to the Corporation's Annual Report on Form 10-K for the fiscal year June 30, 2005).

10.8 Form of Non-Qualified Stock Option Agreement for options granted under the 2003 Stock Option Plan (incorporated by reference to Exhibit 10.14 to the Corporation's Annual Report on Form 10-K for the fiscal year June 30, 2005).

10.9 2006 Equity Incentive Plan (incorporated by reference to Exhibit A to the Corporation's proxy statement dated October 12, 2006)

10.10 Form of Incentive Stock Option Agreement for options granted under the 2006 Equity Incentive Plan (incorporated by reference to Exhibit 10.10 in the Corporation's Form 10-Q for the quarter ended December 31, 2006)

10.11 Form of Non-Qualified Stock Option Agreement for options granted under the 2006 Equity Incentive Plan (incorporated by reference to Exhibit 10.11 in the Corporation's Form 10-Q for the quarter ended December 31, 2006)

10.12

Form of Restricted Stock Agreement for restricted shares awarded under the 2006 Equity Incentive Plan (incorporated by reference to Exhibit 10.12 in the Corporation's Form 10-Q for the quarter ended December 31, 2006)

13 2008 Annual Report to Stockholders

14 Code of Ethics for the Corporation's directors, officers and employees

21.1	Subsidiaries of Registrant
23.1	Consent of Independent Registered Public Accounting Firm
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

Date: September 12, 2008

Provident Financial Holdings, Inc.

/s/ Craig G. Blunden
Craig G. Blunden
Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

SIGNATURES	TITLE	DATE
/s/Craig G. Blunden Craig G. Blunden	Chairman, President and Chief Executive Officer (Principal Executive Officer)	September 12, 2008
/s/Donavon P. Ternes Donavon P. Ternes	Chief Operating Officer and Chief Financial Officer (Principal Financial and Accounting Officer)	September 12, 2008
/s/Joseph P. Barr Joseph P. Barr	Director	September 12, 2008
/s/Bruce W. Bennett Bruce W. Bennett	Director	September 12, 2008
/s/Debbi H. Guthrie Debbi H. Guthrie	Director	September 12, 2008

/s/Robert G. Schrader		
Robert G. Schrader	Director	September 12, 2008
/s/Roy H. Taylor		
Roy H. Taylor	Director	September 12, 2008
/s/William E. Thomas		
William E. Thomas	Director	September 12, 2008

EXHIBIT INDEX

Exhibit 13	2008 Annual Report to Stockholders
Exhibit 23.1	Consent of Independent Registered Public Accounting Firm
Exhibit 31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
Exhibit 31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
Exhibit 32	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

EXHIBIT 13

2008 Annual Report to Stockholders

2008 Annual Report

Message From the Chairman

Dear Shareholders:

I am pleased to forward our Annual Report for fiscal 2008, although I am disappointed with our results. We reported net income of $860,000 or $0.14 per diluted share, significantly lower than last year and reflective of the current challenges facing the financial services industry. The operating environment in fiscal 2008 was the most demanding in memory, made difficult by the poor economic conditions and deterioration of credit quality. Consequently, the Board of Directors made the tough decision to lower the most recent quarterly cash dividend to $0.05 per share. Additionally, the Company significantly reduced its common stock repurchase activity to 187,000 shares in fiscal 2008 from 665,000 shares in fiscal 2007. Both of these actions were taken to preserve the Company's capital levels and capital ratios given the uncertain operating environment. The Bank is considered "well-capitalized" by its primary regulator and the Company believes that these actions will support the Bank's favorable designation.

Although the Company quickly responded to pressing issues arising from the unfavorable operating environment, long-term strategies were not forgotten. Last year, I described five initiatives for fiscal 2008, four for Provident Bank and one for Provident Bank Mortgage.

I am pleased to report that we made progress in connection with three of the four initiatives at Provident Bank, albeit tempered by the operating environment. Specifically, loans held for investment grew by a modest 1% during the year while operating expenses declined significantly, by 13%, from the prior year. Additionally, total deposits grew by 1%, although transaction account balances declined by the same percentage. The slight decline in our transaction account balances did not accomplish the growth we intended. Our success in fulfilling the final initiative, making sound capital management decisions, was described in the first paragraph and demonstrated by maintaining prudent capital levels in a stressed operating environment.

The breakeven operating results initiative for Provident Bank Mortgage during fiscal 2008 was not met, although significant actions were taken throughout the year to respond to deteriorating business conditions. We reduced our origination capacity by closing six loan production offices and reducing the number of employees. As a result, operating expenses attributable to the division declined by approximately 34%, a significant improvement. Tighter underwriting standards were adopted during the course of the fiscal year consistent with investor requirements and our expertise in FHA loan products was enhanced since a larger percentage of origination volume is being generated in this product.

Provident Bank

We remain committed to the strategies implemented in prior years that we believe will improve our fundamental performance over time, although our fiscal 2009 outlook for meaningful improvement is guarded since the current operating environment is very challenging. Therefore, we have prepared our Business Plan to preserve capital, limit asset growth and maintain the Bank's "well-capitalized" regulatory capital designation.

We continue to explore branching opportunities within our geographic footprint and have identified several sites that may meet our criteria. In keeping with this strategy, we opened a new branch location in the La Sierra area of Riverside in January 2007, which has grown to $11.1 million in deposits at June 30, 2008. Additionally, in September 2008 we opened a second branch location in Moreno Valley. If you are a member of that community, please look for our grand opening information and drop by our newest branch.

Provident Bank Mortgage

Fiscal 2008 turned out to be a poor year for our mortgage banking business requiring significant modifications in our operating model, described earlier. I believe that we have made the changes necessary to position the division for improved operating results in fiscal 2009. Loan sale margins have returned to historically profitable levels and loan origination volumes have stabilized, which we believe is commensurate with our operating expense structure. We are prepared to make additional changes that become necessary and we will be diligent in making them. Those changes may be in the form of a different product mix, further tightening of our underwriting standards, a further reduction in our operating expenses or a combination of these and other changes.

Message From the Chairman

A Final Word

I began my message by describing that I am disappointed with our fiscal 2008 operating results. However, I wish to point out that I am pleased with the actions we took during the course of the fiscal year because in some respects, we begin fiscal 2009 in a better position than the start of last year. For instance, much of the heavy-lifting regarding operating expense reductions have been completed and we will realize a full year's benefit of those actions. Additionally, we begin the year with a significantly higher net interest margin than last year and a significantly steeper yield curve, which historically, is a favorable situation for thrifts. I remain cautious though because the Southern California real estate market is under significant stress, which will negatively impact many of our borrowers if they experience financial difficulty. While I believe we have sufficient resources to withstand any elevated credit quality costs, those costs may also affect our earnings. As a result, we will concentrate our efforts on risk management and mitigation laying the foundation for the Company's future growth once the operating environment becomes more favorable.

Sincerely,

/s/ Craig G. Blunden
Craig G. Blunden
Chairman, President and
Chief Executive Officer

Message From the Chairman

Message From the Chairman

Message From the Chairman

Financial Highlights

The following tables set forth information concerning the consolidated financial position and results of operations of the Corporation and its subsidiary at the dates and for the periods indicated.

	At or For The Year Ended June 30,				
	2008	2007	2006	2005	2004
(In Thousands, Except Per Share Information)					
FINANCIAL CONDITION DATA:					
Total assets	$ 1,632,447	$ 1,648,923	$ 1,624,452	$ 1,634,690	$ 1,320,939
Loans held for investment, net	1,368,137	1,350,696	1,264,979	1,134,473	864,439
Loans held for sale					