

CB BANCSHARES INC/HI
Form 10-Q
August 13, 2002

Table of Contents

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

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

For the quarterly period ended June 30, 2002

OR

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

Commission File Number 0-12396

CB BANCSHARES, INC.

(Exact name of registrant as specified in its charter)

Hawaii
(State of Incorporation)

99-0197163
(IRS Employer Identification No.)

201 Merchant Street Honolulu, Hawaii 96813
(Address of principal executive offices)

(808) 535-2500
(Registrant's Telephone Number)

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 No

The number of shares outstanding of each of the registrant's classes of common stock as of July 31, 2002 was:

Class	Outstanding
Common Stock, \$1.00 Par Value	3,998,156 shares

TABLE OF CONTENTS

PART I FINANCIAL INFORMATION

Item 1. Financial Statements

CONSOLIDATED BALANCE SHEETS

CONSOLIDATED STATEMENTS OF INCOME

**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY AND
COMPREHENSIVE INCOME (LOSS)**

CONSOLIDATED STATEMENTS OF CASH FLOWS

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

PART II OTHER INFORMATION

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

Item 6. Exhibits and Reports on Form 8-K

SIGNATURES

EXHIBIT INDEX

EXHIBIT 10.1

EXHIBIT 10.2

EXHIBIT 10.3

EXHIBIT 10.4

EXHIBIT 10.5

EXHIBIT 99.1

EXHIBIT 99.2

Table of Contents**PART I FINANCIAL INFORMATION****Item 1. Financial Statements****CONSOLIDATED BALANCE SHEETS (Unaudited)**
CB BANCSHARES, INC. AND SUBSIDIARIES

(in thousands of dollars)	June 30, 2002	December 31, 2001	June 30, 2001
Assets			
Cash and due from banks	\$ 43,447	\$ 22,395	\$ 23,894
Interest-bearing deposits in other banks	1,110	1,017	1,010
Federal funds sold	815	10,655	2,515
Investment securities:			
Held-to-maturity	73,396	26,000	
Available-for-sale	231,167	203,563	247,900
Restricted	33,377	32,406	33,524
Loans held for sale	38,023	50,661	54,854
Net loans	1,062,594	1,172,817	1,228,522
Premises and equipment	17,072	17,633	18,566
Other real estate owned	3,216	4,674	3,068
Accrued interest receivable and other assets	52,194	44,219	43,690
Total assets	\$1,556,411	\$1,586,040	\$1,657,543
Liabilities and stockholders equity			
Deposits:			
Noninterest-bearing	\$ 157,745	\$ 160,570	\$ 137,317
Interest-bearing	977,982	977,865	1,036,836
Total deposits	1,135,727	1,138,435	1,174,153
Short-term borrowings	9,150	76,100	91,400
Accrued expenses and other liabilities	24,583	20,599	16,228
Long-term debt	234,415	214,424	244,381
Minority interest in consolidated subsidiary	2,720	2,720	2,720
Total liabilities	1,406,595	1,452,278	1,528,882
Stockholders equity:			
Common stock	3,998	3,506	3,509
Additional paid-in capital	82,149	65,427	65,558
Retained earnings	58,220	65,714	66,276
Unreleased shares to employee stock ownership plan	(1,756)	(1,839)	
Accumulated other comprehensive income (loss), net of tax	7,205	954	(6,682)
Total stockholders equity	149,816	133,762	128,661
Total liabilities and stockholders equity	\$1,556,411	\$1,586,040	\$1,657,543

Edgar Filing: CB BANCSHARES INC/HI - Form 10-Q

See accompanying notes to the consolidated financial statements.

Table of Contents**CONSOLIDATED STATEMENTS OF INCOME** (Unaudited)
CB BANCSHARES, INC. AND SUBSIDIARIES

(in thousands of dollars, except per share data)	Quarter ended June 30,		Six months ended June 30,	
	2002	2001	2002	2001
Interest income:				
Interest and fees on loans	\$ 22,541	\$ 27,576	\$ 46,406	\$ 55,715
Interest and dividends on investment securities:				
Taxable interest income	3,282	4,158	6,164	9,194
Nontaxable interest income	389	388	777	776
Dividends	493	576	973	1,096
Other interest income	15	85	34	263
	<u>26,720</u>	<u>32,783</u>	<u>54,354</u>	<u>67,044</u>
Interest expense:				
Deposits	4,634	11,283	9,753	24,369
Short-term borrowings	172	800	483	3,042
Long-term debt	2,876	3,531	5,641	6,662
	<u>7,682</u>	<u>15,614</u>	<u>15,877</u>	<u>34,073</u>
Net interest income	19,038	17,169	38,477	32,971
Provision for credit losses	4,102	2,271	8,970	5,021
	<u>14,936</u>	<u>14,898</u>	<u>29,507</u>	<u>27,950</u>
Noninterest income:				
Service charges on deposit accounts	1,069	940	2,097	1,774
Other service charges and fees	1,618	1,259	3,174	2,404
Net realized gains (losses) on sales of securities	(68)	229	(104)	616
Net gains on sales of loans	208	250	719	412
Other	933	571	1,833	1,287
	<u>3,760</u>	<u>3,249</u>	<u>7,719</u>	<u>6,493</u>
Noninterest expense:				
Salaries and employee benefits	6,501	5,997	13,070	11,994
Net occupancy expense	1,568	1,608	3,140	3,200
Equipment expense	765	804	1,560	1,620
Other	4,487	4,759	8,899	8,603
	<u>13,321</u>	<u>13,168</u>	<u>26,669</u>	<u>25,417</u>
Income before income taxes	5,375	4,979	10,557	9,026
Income tax expense	1,754	1,839	3,400	3,085
	<u>\$ 3,621</u>	<u>\$ 3,140</u>	<u>\$ 7,157</u>	<u>\$ 5,941</u>
Per share data:				
Basic	\$ 0.93	\$ 0.82	\$ 1.86	\$ 1.54

Edgar Filing: CB BANCSHARES INC/HI - Form 10-Q

Diluted	\$ 0.92	\$ 0.81	\$ 1.83	\$ 1.53
----------------	----------------	---------	----------------	---------

See accompanying notes to the consolidated financial statements.

Table of Contents
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS EQUITY
AND COMPREHENSIVE INCOME (LOSS) (Unaudited)**
 CB BANCSHARES, INC. AND SUBSIDIARIES

(in thousands, except per share data)	Common Stock	Additional Paid-In Capital	Retained Earnings	Unreleased Shares to Employee Stock Ownership Plan	Accumulated Other Comprehensive Income	Total
Balance at January 1, 2002	\$3,506	\$65,427	\$ 65,714	\$ (1,839)	\$ 954	\$133,762
Comprehensive income						
Net income			7,157			7,157
Other comprehensive income, net of tax						
Unrealized gains on securities, net of reclassification adjustment					6,251	6,251
Comprehensive income subtotal			7,157		6,251	13,408
Cash dividends (\$0.22 per share)			(783)			(783)
Options exercised	154	4,153				4,307
Stock dividend	362	13,448	(13,868)			(58)
Cancelled and retired shares	(24)	(879)				(903)
ESOP shares				83		83
Balance at June 30, 2002	\$3,998	\$82,149	\$ 58,220	\$ (1,756)	\$ 7,205	\$149,816
(in thousands, except per share data)	Common Stock	Additional Paid-In Capital	Retained Earnings	Unreleased Shares to Employee Stock Ownership Plan	Accumulated Other Comprehensive Income	Total
Balance at January 1, 2001	\$ 3,189	\$54,594	\$ 72,284	\$	\$ (6,905)	\$123,162
Comprehensive income						
Net income			5,941			5,941
Other comprehensive income, net of tax						
Unrealized gains on securities, net of reclassification adjustment					223	223
Comprehensive income subtotal			5,941		223	6,164
Cash dividends (\$0.21 per share)			(670)			(670)
Options exercised	4	119				123
Stock dividend	318	10,907	(11,279)			(54)
Cancelled and retired shares	(2)	(62)				(64)
Balance at June 30, 2001	\$ 3,509	\$65,558	\$ 66,276	\$	\$ (6,682)	\$128,661

See accompanying notes to the consolidated financial statements.

Table of Contents**CONSOLIDATED STATEMENTS OF CASH FLOWS** (Unaudited)
CB BANCSHARES, INC. AND SUBSIDIARIES

	Six months ended June 30,	
	2002	2001
(in thousands of dollars)		
Cash flows from operating activities:		
Net income	\$ 7,157	\$ 5,941
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Provision for credit losses	8,970	5,021
Net realized (gains) losses on sale of securities	104	(616)
Depreciation and amortization	1,677	1,474
Deferred income taxes	222	120
Decrease in accrued interest receivable	248	832
Decrease in accrued interest payable	(308)	(3,031)
Loans originated for sale	(86,989)	(84,682)
Sale of loans held for sale	98,908	63,936
Increase in other assets	(8,223)	(686)
Increase (decrease) in income taxes payable	1,364	(1,102)
Decrease in other liabilities	(1,069)	(656)
Other	896	(148)
Net cash provided by (used in) operating activities	<u>22,957</u>	<u>(13,597)</u>
Cash flows from investing activities:		
Net decrease (increase) in interest-bearing deposits in other banks	(93)	48
Net decrease (increase) in federal funds sold	9,840	(1,905)
Purchase of available-for-sale securities	(68,199)	(50)
Proceeds from sales of available-for-sale securities	29,000	33,815
Proceeds from maturities of available-for-sale securities	21,382	17,273
Purchase of FHLB Stock	(971)	(1,094)
Purchase of held-to-maturity securities	(47,532)	
Net loan originations over principal repayments	99,826	12,781
Capital expenditures	(845)	(1,959)
Proceeds from sales of foreclosed assets	2,708	4,170
Net cash provided by investing activities	<u>45,116</u>	<u>63,079</u>
Cash flows from financing activities:		
Net decrease in deposits	(2,708)	(44,333)
Net decrease in short-term borrowings	(66,950)	(79,300)
Proceeds from long-term debt	40,000	95,000
Principal payments on long-term debt	(20,009)	(32,182)
Net decrease in minority interest in consolidated subsidiary		(4,280)
Cash dividends paid	(783)	(670)
Stock options exercised	4,307	123
Cash in lieu payments on stock dividend	(58)	(54)
Unreleased ESOP shares	83	
Stock repurchase	(903)	(64)
Net cash used in financing activities	<u>(47,021)</u>	<u>(65,760)</u>

Edgar Filing: CB BANCSHARES INC/HI - Form 10-Q

Increase (decrease) in cash and due from banks	21,052	(16,278)
Cash and due from banks at beginning of period	22,395	40,172
	_____	_____
Cash and due from banks at end of period	\$ 43,447	\$ 23,894
	_____	_____
Supplemental schedule of non-cash investing activities:		
Interest paid on deposits and other borrowings	\$ 16,185	\$ 37,103
Income taxes paid	\$ 2,000	\$ 4,752
	_____	_____

See accompanying notes to the consolidated financial statements.

Table of Contents**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**
CB BANCSHARES, INC. AND SUBSIDIARIES**NOTE A Summary of Significant Accounting Policies****CONSOLIDATION**

The consolidated financial statements include the accounts of CB Bancshares, Inc. (the Parent Company) and its wholly-owned subsidiaries (the Company): City Bank and its wholly-owned subsidiaries (the Bank); Datatronix Financial Services, Inc.; and O.R.E., Inc. Significant intercompany transactions and balances have been eliminated in consolidation. The Bank owns 50% of Pacific Access Mortgage, LLC, a mortgage brokerage company. The investment is accounted for using the equity method. The consolidated financial statements include all adjustments of a normal and recurring nature, which are, in the opinion of management, necessary for a fair presentation of the financial results for the interim periods.

The accompanying unaudited consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and, therefore, do not include all information and footnotes normally included in financial statements prepared in conformity with accounting principles generally accepted in the United States of America. Accordingly, these consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company s Form 10-K for the year ended December 31, 2001.

Results of operations for interim periods are not necessarily indicative of results for the full year.

RECLASSIFICATIONS

Certain amounts in the consolidated financial statements for 2001 have been reclassified to conform with the 2002 presentation. Such reclassifications had no effect on the consolidated net income as previously reported.

NOTE B Loans

The loan portfolio consisted of the following at the dates indicated:

(in thousands of dollars)	June 30, 2002	December 31, 2001	June 30, 2001
Commercial and financial	\$ 210,058	\$ 229,824	\$ 246,730
Real estate:			
Construction	45,306	52,750	28,650
Commercial	186,158	190,328	194,872
Residential	513,901	588,525	659,279
Installment and consumer	137,851	135,901	122,266
	<u>1,093,274</u>	<u>1,197,328</u>	<u>1,251,797</u>
Less:			
Unearned discount	848	108	4
Net deferred loan fees	4,438	4,939	5,457
Allowance for credit losses	25,394	19,464	17,814
	<u>1,062,594</u>	<u>\$ 1,172,817</u>	<u>\$ 1,228,522</u>
Loans, net			

Table of Contents**NOTE C Segment Information**

The Company's business segments are organized around services and products provided. The segment data presented below was prepared on the same basis of accounting as the consolidated financial statements described in Note A. Intersegment income and expense are valued at prices comparable to those for unaffiliated companies.

(in thousands)	Retail	Wholesale	Treasury	All Other	Total
Six months ended June 30, 2002					
Net interest income	\$ 22,117	\$ 14,590	\$ 1,824	\$ (54)	\$ 38,477
Intersegment net interest income (expense)	175	(2,072)	1,897		
Provision for credit losses	1,160	7,810			8,970
Noninterest income (expense)	(4,374)	(5,752)	(981)	(7,843)	(18,950)
Administrative and overhead expense allocation	(3,664)	(2,554)	(444)	6,662	
Income tax expense (benefit)	4,134	(1,136)	725	(323)	3,400
Net income (loss)	8,960	(2,462)	1,571	(912)	7,157
Total assets	702,864	415,973	385,980	51,594	1,556,411

(in thousands)	Retail	Wholesale	Treasury	All Other	Total
Six months ended June 30, 2001					
Net interest income	\$ 16,532	\$ 14,809	\$ 1,625	\$ 5	\$ 32,971
Intersegment net interest income (expense)	361	(1,698)	1,337		
Provision for credit losses	1,084	3,937			5,021
Noninterest income (expense)	(5,236)	(5,029)	(672)	(7,987)	(18,924)
Administrative and overhead expense allocation	(3,535)	(2,799)	(605)	6,939	
Income tax expense (benefit)	2,384	456	571	(326)	3,085
Net income (loss)	4,654	890	1,114	(717)	5,941
Total assets	839,357	462,475	313,539	42,172	1,657,543

Table of Contents

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Management's Discussion and Analysis of Financial Condition and Results of Operations contain statements relating to future results of the Company (including certain projections and business trends) that are considered forward-looking statements. Actual results may differ materially from those projected as a result of certain risks and uncertainties including, but not limited to, changes in political and economic conditions, interest rate fluctuations, competitive product and pricing pressures within the Company's market, equity and bond market fluctuations, personal and corporate customers' bankruptcies and financial condition, inflation and results of litigation. Accordingly, historical performance, as well as reasonably applied projections and assumptions, may not be a reliable indicator of future earnings due to risks and uncertainties.

As circumstances, conditions or events change that affect the Company's assumptions and projections on which any of the statements are based, the Company disclaims any obligation to issue any update or revision to any forward-looking statement contained herein.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Management's discussion and analysis of its financial condition and results of operations are based upon the Company'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 the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, the Company evaluates its estimates, including those related to its investments, loans and allowance for credit losses, intangible assets, income taxes, contingencies, and litigation. The Company bases its estimates on current market conditions, historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The Company believes the following critical accounting policies require significant judgments and estimates used in the preparation of its consolidated financial statements.

Allowance for Credit Losses. The allowance for credit losses is periodically evaluated for adequacy by management. Factors considered include the Company's loan loss experience, known and inherent risks in the portfolio, current economic conditions, known adverse situations that may affect the borrower's ability to repay, regulatory policies, and the estimated value of underlying collateral. The evaluation of the adequacy of the allowance is based on the above factors along with prevailing and anticipated economic conditions that may impact borrowers' ability to repay loans. Determination of the allowance is in part objective and in part a subjective judgment by management given the information it currently has in its possession. Adverse changes in any of these factors or the discovery of new adverse information could result in higher charge-offs and loan loss provisions.

Impairment of Investments. The realization of the Company's investment in certain mortgage/asset-backed securities and collateralized loan and bond obligations is dependent on the credit quality of the underlying borrowers and yields demanded by the marketplace. Increases

Table of Contents

in market interest rates and deteriorating credit quality of the underlying borrowers because of adverse conditions may result in additional losses. The Company records an investment impairment charge when it believes an investment has experienced a decline in value that is other than temporary. Future adverse changes in market conditions or poor operating results of underlying investments could result in losses or an inability to recover the carrying value of the investments that may not be reflected in an investment's current carrying value, thereby possibly requiring an impairment charge in the future. Since several of these investments do not have a liquid trading market, management's estimate of value is based upon estimates of future returns that may or may not actually be realized. Accordingly, under different assumptions, the value could be adversely affected.

Deferred Tax Assets. The Company records a valuation allowance to reduce its deferred tax assets to the amount that it believes is more likely than not to be realized. This requires an objective as well as a subjective judgment by management. While the Company has considered future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for the valuation allowance, in the event the Company were to determine that it would be able to realize its deferred tax assets in the future in excess of its net recorded amount, an adjustment to the deferred tax asset would increase income in the period such determination was made. Likewise, should the Company determine that it would not be able to realize all or part of its net deferred tax asset in the future, an adjustment to the deferred tax asset would be charged to income in the period such determination was made.

NET INCOME

Consolidated net income for the quarter ended June 30, 2002, totaled \$3.6 million, an increase of \$481,000, or 15.3%, over the same quarter last year. Consolidated net income for the six months ended June 30, 2002, totaled \$7.2 million, an increase of \$1.2 million, or 20.5%, over the same period in 2001. Diluted earnings per share for the second quarter of 2002 was \$0.92 as compared to \$0.81 for the same period in 2001, an increase of \$0.11, or 13.6%. For the six months ended June 30, 2002, diluted earnings per share was \$1.83, an increase of \$0.30, or 19.6%, over the same period in 2001. The increase in consolidated net income for the quarter and six months ended June 30, 2002, over the corresponding periods in 2001, was primarily due to an increase in net interest income and noninterest income, partially offset by increases in the provision for credit losses and noninterest expense.

The Company's annualized return on average total assets for the six months ended June 30, 2002 was 0.93% as compared to 0.70% for the same period last year. The Company's annualized return on average stockholders' equity was 10.31% for the six months ended June 30, 2002, as compared to 9.46% for the same period last year.

NET INTEREST INCOME

Net interest income, on a taxable equivalent basis, was \$19.2 million for the quarter ended June 30, 2002, an increase of \$1.9 million, or 10.8%, over the same period in 2001. The increase in net interest income was primarily due to a \$172.4 million decrease in average interest-bearing liabilities and an 88 basis point increase in the net interest margin. For the quarter ended June 30, 2002, the Company's net interest margin was 5.23%, as compared to 4.35% for the same period in 2001.

Table of Contents

Net interest income, on a taxable equivalent basis, was \$38.9 million for the six months ended June 30, 2002, an increase of \$5.5 million, or 16.5%, over the same period in 2001. The increase was primarily due to a \$184.9 million, or 12.9%, decrease in average interest-bearing liabilities and a 116 basis point increase in the net interest margin. For the six months ended June 30, 2002, the Company's net interest margin was 5.31%, as compared to 4.15% for the same period in 2001.

Table of Contents

A comparison of net interest income for the quarter and six months ended June 30, 2002 and 2001 is set forth below on a taxable equivalent basis:

(in thousands of dollars)	Quarter Ended June 30,					
	2002			2001		
	Average Balance	Interest Income/Expense	Yield/Rate	Average Balance	Interest Income/Expense	Yield/Rate
ASSETS						
Earning assets:						
Interest-bearing deposits in Other banks	\$ 1,048	\$ 7	2.68%	\$ 1,043	\$ 12	4.61%
Federal funds sold and Securities purchased under Agreement to resell	2,085	8	1.54	6,714	75	4.48
Taxable investment Securities	292,833	3,775	5.17	260,823	4,732	7.28
Nontaxable investment securities	30,966	598	7.75	30,916	597	7.75
Loans ¹	1,149,507	22,541	7.87	1,304,479	27,576	8.48
Total earning assets	1,476,439	26,929	7.32	1,603,975	32,992	8.25
Nonearning assets:						
Cash and due from banks	33,315			29,649		
Premises and equipment-net	17,158			18,685		
Other assets	48,930			51,443		
Less allowance for loan losses	(23,522)			(17,076)		
Total assets	\$ 1,552,320			\$ 1,686,676		
LIABILITIES AND STOCKHOLDERS EQUITY						
Interest-bearing liabilities:						
Savings deposits	\$ 463,344	\$ 1,467	1.27%	\$ 404,436	\$ 2,375	2.36%
Time deposits	506,391	3,167	2.51	689,931	8,908	5.18
Short-term borrowings	22,934	172	3.01	63,714	800	5.04
Long-term debt	242,071	2,876	4.77	249,078	3,531	5.69
Total interest-bearing Deposits and liabilities	1,234,740	7,682	2.50	1,407,159	15,614	4.45
Noninterest-bearing liabilities:						
Demand deposits	151,033			128,114		
Other liabilities	21,471			23,790		
Total liabilities	1,407,244			1,559,063		
Stockholders equity	145,076			127,613		
Total liabilities and Stockholders equity	\$ 1,552,320			\$ 1,686,676		
Net interest income and margin on total earning assets		19,247	5.23%		17,378	4.35%

Edgar Filing: CB BANCSHARES INC/HI - Form 10-Q

Taxable equivalent adjustment	(209)	(209)
Net interest income	\$ 19,038	\$ 17,169

[Additional columns below]

[Continued from above table, first column(s) repeated]

(in thousands of dollars)	Six Months Ended June 30,					
	2002			2001		
	Average Balance	Interest Income/Expense	Yield/Rate	Average Balance	Interest Income/Expense	Yield/Rate
ASSETS						
Earning assets:						
Interest-bearing deposits in Other banks	\$ 1,043	\$ 14	2.71%	\$ 1,060	\$ 30	5.71%
Federal funds sold and Securities purchased under Agreement to resell	2,405	20	1.68	9,258	235	5.12
Taxable investment Securities	265,977	7,137	5.41	277,849	10,288	7.47
Nontaxable investment securities	30,960	1,195	7.78	30,910	1,194	7.79
Loans ¹	1,178,062	46,406	7.94	1,303,354	55,718	8.62
Total earning assets	1,478,447	54,772	7.47	1,622,431	67,465	8.39
Nonearning assets:						
Cash and due from banks	33,102			30,219		
Premises and equipment-net	17,314			18,432		
Other assets	46,704			49,590		
Less allowance for loan losses	(22,212)			(17,401)		
Total assets	\$ 1,553,355			\$ 1,703,271		
LIABILITIES AND STOCKHOLDERS EQUITY						
Interest-bearing liabilities:						
Savings deposits	\$ 460,290	\$ 3,091	1.35%	\$ 391,747	\$ 4,960	2.55%
Time deposits	516,098	6,662	2.60	712,812	19,409	5.49
Short-term borrowings	29,653	483	3.28	98,620	3,042	6.22
Long-term debt	238,400	5,641	4.77	226,139	6,662	5.94
Total interest-bearing Deposits and liabilities	1,244,441	15,877	2.57	1,429,318	34,073	4.81
Noninterest-bearing liabilities:						
Demand deposits	148,328			123,268		
Other liabilities	20,595			24,097		
Total liabilities	1,413,364			1,576,683		
Stockholders equity	139,991			126,588		
	\$ 1,553,355			\$ 1,703,271		

Edgar Filing: CB BANCSHARES INC/HI - Form 10-Q

Total liabilities and Stockholders equity					
Net interest income and margin on total earning assets		38,895	5.31%	33,392	4.15%
Taxable equivalent adjustment		(418)		(421)	
Net interest income		\$38,477		\$32,971	

(1) Yields and amounts earned include loan fees. Nonaccrual loans have been included in earning assets for purposes of these computations.

Table of Contents**NONPERFORMING ASSETS**

A summary of nonperforming assets at June 30, 2002, December 31, 2001 and June 30, 2001 follows:

(in thousands of dollars)	June 30, 2002	December 31, 2001	June 30, 2001
Nonperforming assets:			
Nonperforming loans:			
Commercial	\$ 4,889	\$ 7,034	\$ 8,130
Real estate:			
Commercial	4,708	2,438	2,220
Residential	5,760	6,174	6,923
<hr/>			
Total real estate loans	10,468	8,612	9,143
Consumer	144	148	93
<hr/>			
Total nonperforming loans	15,501	15,794	17,366
<hr/>			
Other real estate owned	3,216	4,674	3,068
<hr/>			
Total nonperforming assets	\$ 18,717	\$ 20,468	\$ 20,434
<hr/>			
Past due loans:			
Commercial	\$ 329	\$	\$ 1,373
Real estate	1,867	2,190	2,442
Consumer	3,082	1,464	616
<hr/>			
Total past due loans(1)	\$ 5,278	\$ 3,654	\$ 4,431
<hr/>			
Restructured:			
Commercial	\$ 2,177	\$ 2,214	\$ 4,778
Real estate:			
Residential	7,255	8,629	9,664
<hr/>			
Total restructured loans(2)	\$ 9,432	\$ 10,843	\$ 14,442
<hr/>			
Nonperforming assets to total loans And other real estate owned (end of period):			
Excluding 90 days past due accruing loans	1.66%	1.64%	1.57%
Including 90 days past due accruing loans	2.12%	1.93%	1.91%
Nonperforming assets to total assets (end of period):			
Excluding 90 days past due accruing loans	1.20%	1.29%	1.23%
Including 90 days past due accruing loans	1.54%	1.52%	1.50%

(1) Represents loans which are past due 90 days or more as to principal and/or interest, are still accruing interest and are in the process of collection.

(2) Represents loans which have been restructured, are current and still accruing interest.

Table of Contents

Nonperforming loans at June 30, 2002 totaled \$15.5 million, a decrease of \$1.9 million, or 10.7%, as compared to June 30, 2001. The decrease in nonperforming loans was primarily due to a \$3.2 million decrease in the commercial loan category, partially offset by a \$1.3 million increase in total real estate loans.

Other real estate owned was \$3.2 million at June 30, 2002, an increase of \$148,000, or 4.8%, from June 30, 2001.

Restructured loans were \$9.4 million at June 30, 2002, a decrease of \$5.0 million, or 34.7%, from June 30, 2001. The decrease was primarily due to the chargeoff of certain commercial loans and reclassification of residential real estate loans to nonperforming loans.

The Company's future levels of nonperforming loans will be reflective of Hawaii's economy and the financial condition of its customers.

PROVISION AND ALLOWANCE FOR CREDIT LOSSES

The provision for credit losses is based upon management's judgment as to the adequacy of the allowance for credit losses (the Allowance) to absorb future losses. The Company uses a systematic methodology to determine the adequacy of the Allowance and related provision for credit losses to be reported for financial statement purposes. The determination of the adequacy of the Allowance is ultimately one of management's judgment, which includes consideration of many factors, including, among other things, the amount of problem and potential problem loans, net charge-off experience, changes in the composition of the loan portfolio by type and geographic location of loans and in overall loan risk profile and quality, general economic factors and the fair value of collateral.

Table of Contents

The following table sets forth the activity in the allowance for credit losses for the periods indicated:

	Six months ended June 30,	
	2002	2001
(in thousands of dollars)		
Loans outstanding (end of period) ⁽²⁾	\$ 1,126,011	\$ 1,301,190
Average loans outstanding ⁽²⁾	\$ 1,178,062	\$ 1,303,354
Balance at beginning of period	\$ 19,464	\$ 17,447
Loans charged off:		
Commercial	2,575	3,290
Real estate		
Commercial		
Residential	478	1,061
Consumer	1,111	767
Total loans charged off	4,164	5,118
Recoveries on loans charged off:		
Commercial	243	45
Real estate:		
Commercial	350	
Residential	90	239
Consumer	441	180
Total recoveries on loans previously charged off	1,124	464
Net charge-offs	(3,040)	(4,654)
Provision charged to expense	8,970	5,021
Balance at end of period	\$ 25,394	\$ 17,814
Net loans charged off to average loans	0.52% ⁽¹⁾	0.72% ⁽¹⁾
Net loans charged off to allowance for credit losses	24.14% ⁽¹⁾	52.68% ⁽¹⁾
Allowance for credit losses to total loans (end of period)	2.26%	1.37%
Allowance for credit losses to nonperforming loans (end of period):		
Excluding 90 days past due accruing loans	1.64x	1.03x
Including 90 days past due accruing loans	1.22x	0.82x

⁽¹⁾ Annualized.

⁽²⁾

Includes
loans
held for
sale.

Table of Contents

The provision for credit losses was \$4.1 million for the second quarter of 2002, an increase of \$1.8 million, or 80.6%, over the same quarter last year. For the six months ended June 30, 2002, the provision for loan losses was \$9.0 million, an increase of \$3.9 million, or 78.6%, over the same period last year. The increase in the provision for credit losses in 2002 was primarily due to the Company's quarterly review of specific credits and the resulting impact of the continuing economic uncertainty, both locally and nationally.

The Allowance at June 30, 2002 was \$25.4 million and represented 2.26% of total loans. The corresponding ratios at December 31, 2001 and June 30, 2001 were 1.57% and 1.37%, respectively.

Net charge-offs were \$3.0 million for the first six months of 2002, a decrease of \$1.6 million, or 34.7%, over the same period in 2001. The decrease was primarily due to lower charge-offs in the commercial loan categories, which decreased \$715,000. The decrease in the commercial loan category was primarily due to the charge-off of three commercial loans totaling \$3.0 million during the first quarter of 2001. Such amounts were previously provided for in the Allowance.

The Allowance increased to 1.64 times nonperforming loans (excluding 90 days past due accruing loans) at June 30, 2002 from 1.03 times at June 30, 2001 as a result of the decrease in nonperforming loans and the decrease in net charge-offs for the six months ended June 30, 2002.

In management's judgment, the Allowance was adequate to absorb potential losses currently inherent in the loan portfolio at June 30, 2002. However, changes in prevailing economic conditions in the Company's markets or in the financial condition of its customers could result in changes in the level of nonperforming assets and charge-offs in the future and, accordingly, changes in the Allowance.

NONINTEREST INCOME

Noninterest income totaled \$3.8 million for the quarter ended June 30, 2002, an increase of \$511,000, or 15.7%, over the comparable period in 2001. For the six months ended June 30, 2002, noninterest income was \$7.7 million, an increase of \$1.2 million, or 18.9%, over the comparable period in 2001.

Service charges on deposit accounts increased \$129,000 and \$323,000, or 13.7% and 18.2%, respectively, for the second quarter and six months ended June 30, 2002 over the comparable periods in 2001. These increases resulted from a \$93.6 million, or 18.2%, increase in the average balance of transaction accounts.

Other service charges and fees increased \$359,000 and \$770,000, or 28.5% and 32.0%, respectively, for the second quarter and six months ended June 30, 2002 over the comparable periods in 2001. These increases were primarily due to fee income on investment services recorded during the six months ended June 30, 2002.

Net realized loss on sales of securities was \$104,000 for the six months ended June 30, 2002 compared to net realized gains of \$616,000 in the same period in 2001. The net gain in 2001 was

Table of Contents

due to sales of \$33.2 million of available-for-sale securities sold in the lower interest rate environment.

NONINTEREST EXPENSE

Noninterest expense totaled \$13.3 million for the quarter ended June 30, 2002, an increase of \$153,000, or 1.16%, from the comparable period in 2001. For the six months ended June 30, 2002, noninterest expense was \$26.7 million, an increase of \$1.3 million, or 4.9%, from the comparable period in 2001. The efficiency ratio (exclusive of intangibles) improved from 63.7% for the six months ended June 30, 2001 to 57.2% for the six months ended June 30, 2002.

Salaries and employee benefits increased \$504,000, or 8.4%, and \$1.1 million, or 9.0%, for the second quarter and six months ended June 30, 2002, respectively, from the comparable periods in 2001. The increases were primarily due to higher incentive-based compensation.

INCOME TAXES

The Company's effective income tax rate (exclusive of the tax equivalent adjustment) for the quarter and six months ended June 30, 2002 was 32.6% and 32.2%, respectively, as compared to 36.9% and 34.2% for the same periods in 2001. The decline in the effective tax rate in 2002 was primarily due to an increase in taxable-exempt income and tax credits.

LIQUIDITY AND CAPITAL RESOURCES

The consolidated statements of cash flows identify three major sources and uses of cash as operating, investing and financing activities.

The Company's operating activities provided \$23.0 million for the six months ended June 30, 2002, which compares to \$13.6 million used by operating activities in the same period last year. The primary source of cash flows from operations in 2002 was the sale of \$98.9 million of loans held for sale, which was partially offset by the origination of \$87.0 million of loans held for sale. During the six months ended June 30, 2001, the Company originated \$84.6 million of loans held for sale and sold \$63.9 million of loans held for sale.

Investing activities provided cash flow of \$45.1 million for the six months ended June 30, 2002, compared to providing \$63.1 million during the same period last year. The primary sources of cash from investing activities for the six months ended June 30, 2002 were the \$21.4 million maturities of securities and the \$99.8 million net decrease in loans, partially offset by the purchase of \$68.1 million of investment securities. The primary source of cash for investing activities for the six months ended June 30, 2001 was the proceeds of \$51.1 million from the sale of investment securities.

Financing activities used cash flow of \$47.0 million for the six months ended June 30, 2002, compared to using \$65.8 million during the same period last year. During the six months ended June 30, 2002, the Company had a net decrease of \$67.0 million of short-term advances, partially offset by the \$20.0 million net increase in long-term debt.

At June 30, 2002, as compared to June 30, 2001, the Company had \$1.6 billion in assets, down 6.1%; \$1.1 billion in loans, down 13.5%; and \$1.1 billion in deposits, down 3.3%. During this current low interest rate environment, the Company has continued to reduce its interest rate

Table of Contents

exposure by reducing its exposure to fixed-rate, long-term assets (i.e. real estate residential loans) and replacing short-term time deposits with longer-term deposits and borrowings.

The Company and the Bank are subject to capital standards promulgated by the Federal banking agencies and the Hawaii Division of Financial Institutions. Quantitative measures established by regulation to ensure capital adequacy required the Company and the Bank to maintain minimum amounts and ratios (set forth in the following table at June 30, 2002 and 2001) of Tier 1 and Total capital to risk-weighted assets, and of Tier 1 capital to average assets.

Table of Contents

(dollars in thousands)	Actual		For Capital Adequacy Purposes		To Be Well-Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
As of June 30, 2002						
Tier 1 Capital to Risk-Weighted Assets:						
Consolidated	\$ 145,331	12.17%	\$ 47,769	4.00%	N/A	
Bank	136,339	11.42	47,754	4.00	\$ 71,631	6.00%
Total Capital to Risk-Weighted Assets:						
Consolidated	\$ 160,421	13.43%	\$ 95,538	8.00%	N/A	
Bank	151,424	12.68	95,508	8.00	\$ 119,385	10.00%
Tier 1 Capital to Average Assets:						
Consolidated	\$ 145,331	9.36%	\$ 62,093	4.00%	N/A	
Bank	136,339	8.80	61,974	4.00	\$ 77,467	5.00%
As of June 30, 2001						
Tier 1 Capital to Risk-Weighted Assets:						
Consolidated	\$ 138,063	11.40%	\$ 48,451	4.00%	N/A	
Bank	133,258	11.02	48,372	4.00	\$ 72,558	6.00%
Total Capital to Risk-Weighted Assets:						
Consolidated	\$ 153,275	12.65%	\$ 96,902	8.00%	N/A	
Bank	148,446	12.28	96,744	8.00	\$ 120,930	10.00%
Tier 1 Capital to Average Assets:						
Consolidated	\$ 138,063	8.19%	\$ 67,467	4.00%	N/A	
Bank	133,258	7.62	69,982	4.00	\$ 87,477	5.00%

Table of Contents**Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

The Company disclosed both quantitative and qualitative analyses of market risks in its 2001 Form 10-K. No significant changes have occurred during the six months ended June 30, 2002.

PART II OTHER INFORMATION**Item 4. Submission of Matters to a Vote of Security Holders**

At the Annual Meeting of Stockholders held on April 25, 2002, the stockholders voted on the election of four directors for a term of three years expiring in 2005, or until their successors are elected:

Name	Shares Voted For	Shares Withheld
Colbert M. Matsumoto	2,571,264	240,793
Yoshiki Takada	2,742,792	69,265
Lionel Y. Tokioka	2,694,830	117,227
Maurice H. Yamasato	2,743,036	69,021

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

10.1	Supplemental Executive Retirement Agreement for Ronald K. Migita
10.2	Supplemental Executive Retirement Agreement for Richard C. Lim
10.3	Supplemental Executive Retirement Agreement for Dean K. Hirata
10.4	Supplemental Executive Retirement Agreement for Warren K. Kunimoto
10.5	Supplemental Executive Retirement Agreement for Jasen H. Takei
99.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350
99.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350

(b) Reports on Form 8-K

No reports on Form 8-K were filed in the second quarter of 2002.

Table of Contents

SIGNATURES

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

**CB BANCSHARES, INC.
(Registrant)**

Date August 13, 2002

By /s/ Ronald K. Migita

Ronald K. Migita
President and Chief
Executive Officer

Date August 13, 2002

By /s/ Dean K. Hirata

Dean K. Hirata
Senior Vice President and
Chief Financial Officer
(principal financial officer)

Table of Contents

EXHIBIT INDEX

10.1	Supplemental Executive Retirement Agreement for Ronald K. Migita
10.2	Supplemental Executive Retirement Agreement for Richard C. Lim
10.3	Supplemental Executive Retirement Agreement for Dean K. Hirata
10.4	Supplemental Executive Retirement Agreement for Warren K. Kunimoto
10.5	Supplemental Executive Retirement Agreement for Jasen H. Takei
99.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350
99.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350