

CATHAY GENERAL BANCORP
Form 10-Q
August 09, 2006

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2006

OR

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

For the transition period from _____ to _____

Commission file number 0-18630

CATHAY GENERAL BANCORP

(Exact name of registrant as specified in its charter)

Delaware

95-4274680

(State of other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

777 North Broadway, Los Angeles, California

90012

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (213) 625-4700

(Former name, former address and former fiscal year, if changed since last report)

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.

YesNo

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

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YesNo

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common stock, \$.01 par value, 51,535,611 shares outstanding as of July 31, 2006.

**CATHAY GENERAL BANCORP AND SUBSIDIARIES
2ND QUARTER 2006 REPORT ON FORM 10-Q
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Forward-Looking Statements

In this quarterly Report on Form 10-Q, the term Bancorp refers to Cathay General Bancorp and the term Bank refers to Cathay Bank. The terms Company, we, us, and our refer to Bancorp and the Bank collectively. The statements in this report include forward-looking statements within the meaning of the applicable provisions of the Private Securities Litigation Reform Act of 1995 regarding management's beliefs, projections, and assumptions concerning future results and events. These forward-looking statements may include, but are not limited to, such words as believes, expects, anticipates, intends, plans, estimates, may, will, should, could, predicts, potential, continue, or the other comparable terminology or similar expressions. Forward-looking statements are not guarantees. They involve known and unknown risks, uncertainties, and other factors that may cause the actual results, performance, or achievements of the Bancorp to be materially different from any future results, performance, or achievements expressed or implied by such forward-looking statements. Such risks and uncertainties and other factors include, but are not limited to adverse developments or conditions related to or arising from:

- expansion into new market areas;
- acquisitions of other banks, if any;
- fluctuations in interest rates;
- demographic changes;
- earthquake or other natural disasters;
- competitive pressures;
- deterioration in asset or credit quality;
- changes in the availability of capital;
- legislative and regulatory developments;
- changes in business strategy, including the formation of a real estate investment trust;
- general economic or business conditions in California and other regions where the Bank has operations.

These and other factors are further described in the Company's Annual Report on Form 10-K for the year ended December 31, 2005, (at Item 1A in particular) its reports and registration statements filed with the Securities and Exchange Commission (SEC) and other filings it makes in the future with the SEC from time to time. Actual results in any future period may also vary from the past results discussed in this report. Given these risks and uncertainties, we caution readers not to place undue reliance on any forward-looking statements, which speak as of the date of this report. The Company has no intention and undertakes no obligation to update any forward-looking statement or to publicly announce the results of any revision of any forward-looking statement to reflect future developments or events.

The Company's filings with the SEC are available to the public from commercial document retrieval services and at the website maintained by the SEC at <http://www.sec.gov>, or by requests directed to Cathay General Bancorp, 777 North Broadway, Los Angeles, California 90012, Attn: Investor Relations (213) 625-4749.

PART I FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS (UNAUDITED).

CATHAY GENERAL BANCORP AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	June 30, 2006	December 31, 2005	% change
(In thousands, except share and per share data)			
Assets			
Cash and due from banks	\$ 119,177	\$ 109,275	9
Securities available-for sale, at fair value (amortized cost of \$1,432,233 at June 30, 2006 and \$1,240,308 at December 31, 2005)	1,390,181	1,217,438	14
Loans	5,402,938	4,647,815	16
Less: Allowance for loan losses	(65,106)	(60,251)	8
Unamortized deferred loan fees, net	(14,387)	(12,733)	13
	<u>5,323,445</u>	<u>4,574,831</u>	16
Loans, net	5,323,445	4,574,831	16
Federal Home Loan Bank stock	33,582	29,698	13
Other real estate owned, net	4,347		100
Affordable housing investments, net	77,419	80,211	(3)
Premises and equipment, net	63,133	30,290	108
Customers liability on acceptances	23,504	16,153	46
Accrued interest receivable	31,319	24,767	26
Goodwill	306,627	239,527	28
Other intangible assets, net	44,966	41,508	8
Other assets	39,950	33,805	18
	<u>7,457,650</u>	<u>6,397,503</u>	17
Total assets	\$ 7,457,650	\$ 6,397,503	17
Liabilities and Stockholders Equity			
Deposits			
Non-interest-bearing demand deposits	\$ 742,018	\$ 726,722	2
Interest-bearing deposits:			
NOW deposits	238,385	240,885	(1)
Money market deposits	606,352	523,076	16
Savings deposits	397,242	364,793	9
Time deposits under \$100,000	781,292	641,411	22
Time deposits of \$100,000 or more	2,488,621	2,419,463	3
	<u>5,253,910</u>	<u>4,916,350</u>	7
Total deposits	5,253,910	4,916,350	7
Federal funds purchased	44,000	119,000	(63)
Securities sold under agreement to repurchase	400,000	200,000	100
Advances from the Federal Home Loan Bank	707,580	215,000	229
Other borrowings from financial institutions	28,000	20,000	40
Other borrowings for affordable housing investments	19,982	20,507	(3)
Junior subordinated notes	54,006	53,976	0
Acceptances outstanding	23,504	16,153	46
Minority interest in consolidated subsidiary	8,500	8,500	
Other liabilities	56,251	54,400	3
	<u>6,595,733</u>	<u>5,623,886</u>	17
Total liabilities	6,595,733	5,623,886	17
Commitments and contingencies			
Stockholders Equity			

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Preferred stock, \$0.01 par value; 10,000,000 shares authorized, none issued

Common stock, \$0.01 par value, 100,000,000 shares authorized, 52,891,067 issued and 51,512,705 outstanding at June 30, 2006 and 51,569,451 issued and 50,191,089 outstanding at December 31, 2005

	529	516	3
Additional paid-in-capital	450,287	416,685	8
Unearned compensation		(18,564)	(100)
Accumulated other comprehensive loss, net	(24,371)	(13,254)	84
Retained earnings	468,783	421,545	11
Treasury stock, at cost (1,378,362 shares at June 30, 2006 and at December 31, 2005)	(33,311)	(33,311)	
	861,917	773,617	11
Total stockholders' equity	861,917	773,617	11
	\$ 7,457,650	\$ 6,397,503	17
Total liabilities and stockholders' equity	\$ 7,457,650	\$ 6,397,503	17

See Accompanying Notes to Unaudited Condensed Consolidated Financial Statements

CATHAY GENERAL BANCORP AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
(Unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2006	2005	2006	2005
(In thousands, except share and per share data)				
INTEREST AND DIVIDEND INCOME				
Loan receivable, including loan fees	\$ 104,158	\$ 67,268	\$ 194,244	\$ 128,522
Securities available-for-sale - taxable	15,381	15,604	28,527	33,537
Securities available-for-sale - nontaxable	707	940	1,429	1,923
Federal Home Loan Bank stock	369	344	717	643
Agency preferred stock	295	203	504	303
Federal funds sold and securities purchased under agreements to resell	102	190	130	211
Deposits with banks	87	102	154	180
Total interest and dividend income	121,099	84,651	225,705	165,319
INTEREST EXPENSE				
Time deposits of \$100,000 or more	24,390	12,663	45,828	22,854
Other deposits	12,714	8,589	22,607	15,456
Securities sold under agreements to repurchase	4,013		6,526	14
Advances from Federal Home Loan Bank	6,894	3,082	10,693	6,904
Junior subordinated notes	1,110	853	2,151	1,628
Short-term borrowings	928	276	1,709	511
Total interest expense	50,049	25,463	89,514	47,367
Net interest income before provision for loan losses	71,050	59,188	136,191	117,952
Provision (reversal) for loan losses	1,500	(500)	3,000	500
Net interest income after provision (reversal) for loan losses	69,550	59,688	133,191	117,452
NON-INTEREST INCOME				
Securities (losses) gains, net	(187)	745	(609)	1,122
Letters of credit commissions	1,537	1,001	2,606	2,036
Depository service fees	1,238	1,385	2,493	2,896
Gain on sale of premises and equipment				958
Other operating income	3,163	2,308	6,336	4,440
Total non-interest income	5,751	5,439	10,826	11,452
NON-INTEREST EXPENSE				
Salaries and employee benefits	16,071	13,021	30,111	25,442
Occupancy expense	2,727	2,168	4,807	4,177
Computer and equipment expense	2,058	1,825	3,668	3,574
Professional services expense	1,578	1,863	3,219	3,386
FDIC and State assessments	254	244	503	496
Marketing expense	911	695	1,606	1,155
Other real estate owned expense (income)	411	1	496	(103)
Operations of affordable housing investments	1,299	946	2,598	1,965
Amortization of core deposit intangibles	1,576	1,404	2,977	3,146
Other operating expense	2,184	1,797	4,410	3,569
Total non-interest expense	29,069	23,964	54,395	46,807
Income before income tax expense	46,232	41,163	89,622	82,097
Income tax expense	17,180	15,429	33,234	31,403

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Net income	29,052	25,734	56,388	50,694
Other comprehensive loss (gain), net of tax				
Unrealized holding losses (gains) arising during the period	(4,277)	8,260	(11,141)	(4,799)
Unrealized losses on cash flow hedge derivatives				(120)
Less: reclassification adjustments included in net income	1	(818)	(24)	(101)
Total other comprehensive loss (gain), net of tax	(4,278)	9,078	(11,117)	(4,818)
Total comprehensive income	\$ 24,774	\$ 34,812	\$ 45,271	\$ 45,876
Net income per common share:				
Basic	\$ 0.57	\$ 0.51	\$ 1.11	\$ 1.00
Diluted	\$ 0.56	\$ 0.51	\$ 1.10	\$ 0.99
Cash dividends paid per common share	\$ 0.09	\$ 0.09	\$ 0.18	\$ 0.18
Basic average common shares outstanding	51,390,534	50,497,321	50,811,866	50,601,527
Diluted average common shares outstanding	51,890,487	50,868,919	51,300,063	51,038,046

See Accompanying Notes to Unaudited Condensed Consolidated Financial Statements

**CATHAY GENERAL BANCORP AND SUBSIDIARIES CONDENSED CONSOLIDATED
STATEMENTS OF CASH FLOWS
(Unaudited)**

	Six Months Ended June 30	
	2006	2005
(In thousands)		
Cash Flows from Operating Activities		
Net income	\$ 56,388	\$ 50,694
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	3,000	500
Provision for losses on other real estate owned	283	
Deferred tax (benefit)/liability	(335)	1,850
Depreciation	1,665	1,482
Net gains on sale of other real estate owned		(155)
Net gains on sale of loans	(99)	(228)
Proceeds from sale of loans	2,202	3,260
Write-down on venture capital investments	618	653
Non-cash gain on securities sold		(747)
Gain on sales and calls of securities	(9)	(1,028)
Increase in fair value of warrants	(929)	(267)
Other non-cash interest	577	618
Amortization of security premiums, net	2,406	3,199
Amortization of other intangibles assets	3,034	3,210
Tax benefit from stock options	530	714
Stock based compensation expense	3,883	2,826
Gain on sale of premises and equipment		(958)
Increase/(decrease) in deferred loan fees, net	782	(317)
(Increase)/decrease in accrued interest receivable	(5,042)	531
(Increase)/decrease in other assets, net	(2,110)	10,185
Increase/(decrease) in other liabilities	5,775	(18,643)
Net cash provided by operating activities	72,619	57,379
Cash Flows from Investing Activities		
Purchase of investment securities available-for-sale	(238,204)	(8,544)
Proceeds from maturity and call of investment securities available-for-sale	19,731	9,777
Proceeds from sale of investment securities available-for-sale	2	40,332
Proceeds from repayment and sale of mortgage-backed securities available-for-sale	84,776	332,469
Exercise of warrants to acquire common stock	(2,209)	
Proceeds from sale of common stock investments	3,679	
Purchase of Federal Home Loan Bank stock	(4,137)	(3,102)
Redemption of Federal Home Loan Bank stock	1,295	
Net increase in loans	(544,292)	(357,147)
Purchase of premises and equipment	(15,800)	(3,750)
Proceeds from sales of premises and equipment		2,481
Proceeds from sale of other real estate owned		1,124
Partnership contributions made for investments in affordable housing partnerships	(4,757)	(3,363)
Net cash and cash equivalents paid in acquisitions	(25,810)	(32)
Net cash used in investing activities, net of cash acquired	(725,726)	10,245
Cash Flows from Financing Activities		
Net decrease in demand deposits, NOW accounts, money market and saving deposits	(49,762)	(102,339)
Net increase in time deposits	93,275	336,006
Net increase/(decrease) in federal funds purchased and securities sold under agreement to repurchase	125,000	(6,000)
Advances from Federal Home Loan Bank	1,534,630	350,000
Repayment of Federal Home Loan Bank borrowings	(1,042,050)	(620,000)
Cash dividends	(9,150)	(9,131)
Repurchase of preferred stock of subsidiary		(119)
Proceeds from other borrowings	8,000	10,000
Proceeds from shares issued to Dividend Reinvestment Plan	1,400	1,413
Excess tax benefits from share-based payment arrangements	170	

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Proceeds from exercise of stock options	1,496	1,629
Purchase of treasury stock		(24,501)
	<u>663,009</u>	<u>(63,042)</u>
Net cash provided by financing activities		
	<u>9,902</u>	<u>4,582</u>
Increase in cash and cash equivalents		
Cash and cash equivalents, beginning of the period	109,275	86,133
	<u>119,177</u>	<u>90,715</u>
Cash and cash equivalents, end of the period		
	\$	\$
	119,177	90,715
Supplemental disclosure of cash flow information		
Cash paid during the year for:		
Interest	\$ 85,866	\$ 45,215
Income taxes	\$ 32,354	\$ 49,582
Non-cash investing and financing activities:		
Net change in unrealized holding gain on securities available-for-sale, net of tax	\$ (11,117)	\$ (4,698)
Net change in unrealized gains on cash flow hedge derivatives, net of tax	\$	\$ (120)
Transfers to other real estate owned	\$ 3,087	\$ 969
See Accompanying Notes to Unaudited Condensed Consolidated Financial Statements.		

CATHAY GENERAL BANCORP AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Business

Cathay General Bancorp (the Bancorp) is the holding company for Cathay Bank (the Bank), five limited partnerships investing in affordable housing investments in which the Bank is the sole limited partner, and GBC Venture Capital, Inc., (together the Company or we , us, or our). The Bancorp also owns 100% of the common stock of three statutory business trusts created for the purpose of issuing capital securities. The Bank was founded in 1962 and offers a wide range of financial services. As of June 30, 2006, the Bank operates twenty branches in Southern California, ten branches in Northern California, two branches in Washington State, nine branches in New York State, one branch in Massachusetts, and one branch in Houston, Texas, plus representative offices in Taipei, Hong Kong, and Shanghai.

2. Acquisitions and Investments

On April 7, 2006, the Company purchased through a tender offer 84.1% of the common stock of Great Eastern Bank (GEB) for cash of \$40.2 million and 1,181,164 shares of Cathay General Bancorp common stock valued at \$44.7 million. The measurement date for the value of the shares of Cathay General Bancorp common stock issued was March 31, 2006, the earliest date on which the number of shares to be issued became fixed. Following regulatory approval and a special shareholders meeting of GEB, the merger of GEB into Cathay Bank was completed on May 15, 2006 and the remaining 15.9% of GEB s common shares was purchased for cash of \$16.1 million. The Company made this acquisition to expand its presence in New York City. The acquisition was accounted for using the purchase method of accounting in accordance with Statement of Financial Accounting Standards (SFAS) No. 141, Business Combinations. The assets acquired and liabilities assumed were recorded by the Company at their fair values at the date of acquisition. The results of GEB s operations have been included in the consolidated financial statements since the date of the acquisition of April 7, 2006:

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	Great Eastern Bank	
Assets acquired:		
Cash and cash equivalents	\$	30,475
Securities available-for-sale		61,772
Loans, net		213,841
Premises and equipment, net		18,708
Goodwill		67,101
Core deposit intangible		6,465
Acceptance outstanding		1,593
Other assets		6,077
Total assets acquired		406,032
Liabilities assumed:		
Deposits		294,047
Acceptance outstanding		1,593
Accrued interest payable		185
Other liability		9,222
Total liability assumed		305,047
Net assets acquired	\$	100,985
Cash paid for 84.1% of common stock of GEB through tender offer on April 07, 2006	\$	40,177
Cash paid for 15.9% of common stock of GEB on May 15, 2006		16,108
Fair value of common stock issued		44,700
Total consideration paid	\$	100,985

Four loans totaling \$495,000 acquired as part of the acquisition of GEB were determined to be impaired and therefore within the scope of Statement of Position (SOP) 03-3, Accounting for Certain Loans or Debt Securities Acquired in a Transfer. These four loans were recorded at their net realizable value of \$495,000 without any allocation of the allowance for loan losses. The remainder of the loan portfolio was comprised of loans not considered to be impaired and therefore excluded from the scope of SOP 03-3. In addition, the estimated charges related to the acquisition were recorded as a liability at closing when allocating the related purchase price. Total consideration paid, including direct transaction costs, exceeds the fair value of the new assets acquired by \$73.6 million. This amount was recognized as intangible assets, consisting of goodwill of \$67.1 million and a core deposit intangible of \$6.5 million. The core deposit intangible represents a component of the customer relationship intangible asset measured as the present value of the future cash flows derived from the difference between the risk free rate applied to the customer deposits and the rate paid on deposits as well as the cost to service these deposits. The purchase price allocation is still preliminary and subject to final determination and valuation of the fair value of assets acquired and liabilities assumed. In accordance with SFAS No. 142, Goodwill and Other Intangible Assets, goodwill will not be amortized to expense over a fixed period of time, but will be tested for impairment on a regular basis. None of the goodwill is expected to be deductible for tax purposes. Identifiable intangible assets, primarily core deposit intangible of \$6.5 million, are amortized over their estimated economic life from 5 years to 12 years for various deposit categories. Amortization expense for the core deposit premium was \$175,000 for the second quarter and for the six months of 2006.

For each acquisition, we developed an integration plan for the consolidated company that addressed, among other things, requirements for staffing, systems platforms, branch locations and other facilities. The established plans are evaluated regularly during the integration process and modified as required. Merger and integration expenses are summarized in the following primary categories: (i) severance and employee-related charges; (ii) system conversion and integration costs, including contract termination charges; (iii) asset write-downs, lease termination costs for abandoned space and other facilities-related costs; and (iv) other charges. Other charges include investment banking fees, legal fees, other professional fees relating to due diligence activities and shareholder expenses associated with preparation of securities filings, as appropriate. These costs were included in the allocation of the purchase price at the acquisition date based on our formal integration plans.

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The following table presents the activity in the merger-related liability account for the six months ended June 30, 2006:

(Dollar in thousands)	Severance and Employee-related	System Conversion	Asset Write-downs	Legal and Professional Fees	Total
Balance at December 31, 2005	\$		\$	\$	\$
Great Eastern Bank Merger	1,281	157	130	1,060	2,628
Non-cash write-downs and other			(130)		(130)
Cash outlays	(1,020)	(157)		(630)	(1,807)
Balance at June 30, 2006	\$ 261	\$	\$	\$ 430	\$ 691

On March 31, 2006, Cathay Bank announced an agreement to buy a 20% stake in First Sino Bank, a Shanghai-based joint venture bank, for an estimated purchase price of \$52.2 million. This investment by Cathay Bank is subject to regulatory approval from the China Bank Regulatory Commission in China and Cathay Bank's regulators in the United States and other customary closing conditions. The Bank is seeking an extension to the September 30, 2006 expiration date of the agreement from the seller of the 20% stake in First Sino Bank.

In May 2006, the Company purchased an additional 145,000 shares of the stock of Broadway Financial Corporation (the "BFC"), which is headquartered in Los Angeles, California for \$1.7 million increasing its total ownership of Broadway Financial Corporation to 13.1%. These shares has not been registered under the Securities Act of 1933 and may not be sold, offered for sale, pledged or hypothecated in the absence of an effective registration. The Company accounts for the BFC investment on the cost method due to the restricted nature of the shares and the less than 20% ownership. As of June 30, 2006, the investment in BFC totaled \$2.6 million, which is included in other assets.

On July 6, 2006, the Company announced the signing of a definitive agreement to acquire New Asia Bancorp and New Asia Bank, a Chicago based Illinois state-chartered bank. As of June 30, 2006, New Asia Bancorp had approximately \$140 million in assets. The merger is expected to close during the fourth quarter of 2006 and is subject to regulatory approvals and the affirmative vote of a majority of the shares of New Asia Bancorp.

3. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the interim periods presented are not necessarily indicative of the results that may be expected for the year ending December 31, 2006. Certain reclassifications have been made to the prior year's financial statements to conform to the current year's presentation. For further information, refer to the audited consolidated financial statements and footnotes included in the Company's annual report on Form 10-K for the year ended December 31, 2005.

The preparation of the consolidated financial statements in accordance with GAAP requires management of the Company to make a number of estimates and assumptions relating to the reported amount of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates. The most significant estimate subject to change relates to the allowance for loan losses.

4. Recent Accounting Pronouncements

In December 2004, the Financial Accounting Standards Board (FASB) revised Statement No. 123, Accounting for Stock-Based Compensation (SFAS 123R). SFAS 123R establishes accounting requirements for share-based compensation to employees and carries forward prior guidance on accounting for awards to non-employees. The provisions of this Statement became effective for the Company beginning January 1, 2006. SFAS 123R requires companies adopting SFAS 123R to select either the modified prospective or modified retrospective transition method. On January 1, 2006, the Company adopted the modified prospective method under SFAS 123R and recognized compensation expense ratably in the income statement for unvested awards granted before January 1, 2003, when the Company adopted SFAS 123, based on the estimated fair value of all awards granted to employees before January 1, 2003. In addition, SFAS 123R requires an entity to recognize compensation expense based on an estimate of the number of awards expected to actually vest, exclusive of awards expected to be forfeited. The cumulative effect of the change in accounting principal as of January 1, 2006 was \$138,000 which was recorded in the Company s consolidated statement of income as a reduction of compensation expense.

SFAS No. 154, Accounting Changes and Error Corrections, a Replacement of APB Opinion No. 20 and FASB Statement No. 3 (SFAS 154). SFAS 154 establishes, unless impracticable, retrospective application as the required method for reporting a change in accounting principle in the absence of explicit transition requirements specific to a newly adopted accounting principle. Previously, most changes in accounting principle were recognized by including the cumulative effect of changing to the new accounting principle in net income of the period of the change. Under SFAS 154, retrospective application requires (i) the cumulative effect of the change to the new accounting principle on periods prior to those presented to be reflected in the carrying amounts of assets and liabilities as of the beginning of the first period presented, (ii) an offsetting adjustment, if any, to be made to the opening balance of retained earnings (or other appropriate components of equity) for that period, and (iii) financial statements for each individual prior period presented to be adjusted to reflect the direct period-specific effects of applying the new accounting principle. Special retroactive application rules apply in situations where it is impracticable to determine either the period-specific effects or the cumulative effect of the change. Indirect effects of a change in accounting principle are required to be reported in the period in which the accounting change is made. SFAS 154 carries forward the guidance in APB Opinion 20 Accounting Changes, requiring justification of a change in accounting principle on the basis of preferability. SFAS 154 also carries forward without change the guidance contained in APB Opinion 20, for reporting the correction of an error in previously issued financial statements and for a change in an accounting estimate. SFAS 154 is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005.

SFAS No. 155, Accounting for Certain Hybrid Financial Instrument - an amendment of FASB Statements No. 133 and 140. (*SFAS 155*). *SFAS 155* amends *SFAS 133*, Accounting for Derivative Instruments and Hedging Activities and *SFAS 140*, Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities. *SFAS 155* (i) permits fair value remeasurement for any hybrid financial instrument that contains an embedded derivative that otherwise would require bifurcation, (ii) clarifies which interest-only strips and principal-only strips are not subject to the requirements of *SFAS 133*, (iii) establishes a requirement to evaluate interests in securitized financial assets to identify interests that are freestanding derivatives or that are hybrid financial instruments that contain an embedded derivative requiring bifurcation, (iv) clarifies that concentrations of credit risk in the form of subordination are not embedded derivatives, and (v) amends *SFAS 140* to eliminate the prohibition on a qualifying special purpose entity from holding a derivative financial instrument that pertains to a beneficial interest other than another derivative financial instrument. *SFAS 155* is effective for the Company on January 1, 2007, and is not expected to have a significant impact on the Company's financial statements.

SFAS No. 156, Accounting for Servicing of Financial Assets - an amendment of FASB Statement No. 140 (*SFAF 156*). *SFAS 156* amends *SFAS 140*. Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities - a replacement of FASB Statement No. 125, by requiring, in certain situations, an entity to recognize a servicing asset or servicing liability each time it undertakes an obligation to service a financial asset by entering into a servicing contract. All separately recognized servicing assets and servicing liabilities are required to be initially measured at fair value. Subsequent measurement methods include the amortization method, whereby servicing assets or servicing liabilities are amortized in proportion to and over the period of estimated net servicing income or net servicing loss or the fair value method, whereby servicing assets or servicing liabilities are measured at fair value at each reporting date and changes in fair value are reported in earnings in the period in which they occur. If the amortization method is used, an entity must assess servicing assets or servicing liabilities for impairment or increased obligation based on the fair value at each reporting date. *SFAS 156* is effective for the Company on January 1, 2007 and is not expected to have a significant impact on the Company's financial statements.

FASB Staff Position (FSP) No. 115-1, The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments (*FSP 115-1*). *FSP 115-1* provides guidance for determining when an investment is considered impaired, whether impairment is other-than-temporary, and measurement of an impairment loss. An investment is considered impaired if the fair value of the investment is less than its cost. If, after consideration of all available evidence to evaluate the realizable value of its investment, impairment is determined to be other-than-temporary, then an impairment loss should be recognized equal to the difference between the investment's cost and its fair value. *FSP 115-1* nullifies certain provisions of Emerging Issues Task Force (EITF) Issue No. 03-1, The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments, while retaining the disclosure requirements of EITF 03-1 which were adopted in 2003. *FSP 115-1* is effective for reporting periods beginning after December 15, 2005. There was no material impact on the Company's consolidated financial statements from adoption of this standard.

In June, 2005, the FASB approved EITF 04-5, *Investor's Accounting for an Investment in a Limited Partnership When the Investor is the Sole General Partner and the Limited Partners Have Certain Rights* (EITF 04-5). EITF 04-5 presumes that a sole general partner in a limited partnership controls the limited partnership and, therefore, should include the limited partnership in its consolidated financial statements. The presumption of control is overcome if the limited partners have (a) the substantive ability to remove the sole general partner or otherwise dissolve the limited partnership or (b) substantive participating rights. EITF 04-5 is effective for general partners of all new limited partnerships formed and for existing limited partnerships for which the partnership agreements are modified subsequent to June 29, 2005. The guidance in EITF 04-5 is effective for general partners in all other limited partnerships no later than the beginning of the first reporting period in fiscal years beginning after December 15, 2005. The Company has completed its analysis and concluded that it has substantive participating rights over the five limited partnerships which it had consolidated in previous years. There was no material impact on the Company's consolidated financial statements from adoption of this standard.

In June 2006, the FASB issued Interpretation No. 48 that defines the accounting threshold for uncertain tax positions in accordance with FASB Statement No. 109, *Accounting for Income Taxes*. The Interpretation requires that companies make the best estimate of recognized tax benefits at each reporting period based on management's best estimate given the information available at the reporting date, even though the outcome of the tax position is not absolute or final and that subsequent recognition, derecognition, and measurement for each reporting period should be based on new information. The Interpretation also requires that the measurement attribute for the amount of recognized tax benefit should be the maximum amount which is more-likely-than-not to be realized. The Interpretation is effective as of the beginning of the first annual period beginning after December 15, 2006. The Company has not completed its analysis to determine the impact on the Company's consolidated financial statements from adoption of this Interpretation.

5. Derivative Financial Instruments

The Company enters into financial derivatives in order to mitigate exposure to interest rate risks related to its interest-earning assets and interest-bearing liabilities. The Company has received rights to acquire stock in the form of warrants as an adjunct to its high technology lending relationships. All warrants with cashless exercise provision qualify as derivatives under SFAS No. 133. The Company recognizes all derivatives on the balance sheet at fair value. Those warrants that qualify as derivatives are carried at fair value and are included in other assets on the consolidated balance sheets with the change in fair value included in current earnings. Fair value is based on dealer quotes or quoted prices from instruments with similar characteristics. For derivatives designated as cash flow hedges, changes in fair value are recognized in other comprehensive income (loss) until the hedged item is recognized in earnings. For derivatives designated as fair value hedges, changes in the fair value of the derivatives are reflected in current earnings, together with changes in the fair value of the related hedged item, if there is a highly effective correlation between changes in the fair value of the derivatives and changes in the fair value of the hedged item. If there is not a highly effective correlation, then only the changes in the fair value of the derivatives are reflected in the Company's financial statements.

On March 21, 2000, the Company entered into an interest rate swap agreement with a major financial institution in the notional amount of \$20.0 million for a period of five years. The interest rate swap was for the purpose of hedging the cash flows from a portion of our floating rate loans against declining interest rates. The purpose of the hedge was to provide a measure of stability in the future cash receipts from such loans over the term of the swap agreement, which matured on March 21, 2005. Amounts paid or received on the interest rate swap were reclassified into earnings upon the receipt of interest payments in the underlying hedged loans, including amounts totaling \$0.2 million that were reclassified into earnings during the six months ended June 30, 2005. There was no such amount recorded during the quarter ended June 30, 2005.

To mitigate risks associated with changes to the fair value of \$85.6 million of Five Year CDs, on January 18, 2005, the Bank entered into swaptions that will terminate in 2009 and that can also be terminated after two years from the initial issuance of the Five Year CDs at the election of the counterparty in exchange for a cash payment of \$425,000. For the initial term of the swaptions, the Bank would receive interest at a weighted average fixed rate of 3.03% and would pay interest at a rate of LIBOR less 12.5 basis points. All of these swaptions were initially designated as fair value hedges and the Bank expected a highly effective correlation between changes in the fair values of the swaptions and changes in the fair value of the Five Year CDs. As of June 30, 2005, all of these swaptions were highly effective. The net increase in the unrealized gain on the swaptions of \$334,000 and the net change in the unrealized loss on the Five Year CDs of \$320,000 have been recorded in income for the second quarter of 2005. The net increase in the unrealized loss on the swaptions of \$212,000 and the net change in the unrealized gain on the Five Year CDs of \$207,000 have been recorded in income for the six months of 2005. These swaptions were terminated in December 2005.

To mitigate risks associated with changes to the fair value of \$25.8 million of Three Year CDs, on January 18, 2005, the Bank entered into swaptions that would terminate in 2007 and that could also be terminated after one year from the initial issuance of the Three Year CDs at the election of the counterparty in exchange for a cash payment of \$163,000. For the initial term of the swaptions, the Bank would receive interest at a weighted average fixed rate of 2.39% and would pay interest at a rate of LIBOR less 12.5 basis points. All of these swaptions were initially designated as fair value hedges. There was a highly effective correlation between changes in the fair values of the swaptions and changes in the fair value of the Three Year CDs. On May 9, 2005, the Company terminated the \$25.8 million swaptions related to the Three Year CDs by making a cash payment of \$163,000. The changes in fair values of the Three Year CDs and the \$25.8 million swaptions were recorded in income through the date the swaptions were terminated. This included a net realized gain on the swaptions of \$137,000 and the net realized loss on the Three Year CDs of \$135,000 have been recorded in income for the second quarter of 2005. The net realized gain or loss was zero on the swaptions and zero for the Three Year CDs for the first six months of 2005.

The periodic net settlement of swaptions is recorded as an adjustment to net interest income. These swaptions increased net interest income by \$8,000 for the quarter and \$94,000 for the six months ended June 30, 2005.

In April 2005, the Bank took in a total of \$8.9 million in one year certificates of deposit that pay a minimum interest of 0.5% plus additional interest tied to 60% of the appreciation of four foreign currencies against the US dollar. Under SFAS No. 133, a certificate of deposit that pays interest based on changes in exchange rates is a hybrid instrument with an embedded derivative that must be accounted for separately from the host contract (i.e. the certificate of deposit). These foreign currency linked certificates of deposits matured in April 2006. The related embedded derivative also expired at the same time. The net impact on the consolidated statement of income related to these currency linked certificates of deposit was a decrease to income of \$82,000 for the six months and \$16,000 for the three months ended June 30, 2006.

In April 2006, the Bank took in a total of \$4.1 million in six month certificates of deposit that pay a minimum interest of 0.5% plus additional interest tied to 60% of the appreciation of a foreign currency against the US dollar. Under SFAS No. 133, a certificate of deposit that pays interest based on changes in exchange rates is a hybrid instrument with an embedded derivative that must be accounted for separately from the host contract (i.e. the certificate of deposit). The fair value of the embedded derivative at June 30, 2006 was \$48,000 and is included in interest-bearing deposits in the consolidated balance sheet. The Bank purchased currency options with a fair value at June 30, 2006, of \$35,000 to manage its exposure to the appreciation of this foreign currency. The net impact on the consolidated statement of income related to these currency linked certificates of deposit was \$88,000 for the quarter ended and for the six months ended June 30, 2006.

6. Earnings per Share

Basic earnings per share excludes dilution and is computed by dividing net income available to common stockholders by the weighted-average number of common shares outstanding for the period. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock and resulted in the issuance of common stock that then shared in earnings.

Outstanding stock options with anti-dilutive effect were not included in the computation of diluted earnings per share. The following table sets forth basic and diluted earnings per share calculations and the average shares of stock options with anti-dilutive effect:

(Dollars in thousands, except share and per share data)	For the three months ended June 30,		For the six months ended June 30,	
	2006	2005	2006	2005
Net income	\$ 29,052	\$ 25,734	\$ 56,388	\$ 50,694
Weighted-average shares:				
Basic weighted-average number of common shares outstanding	51,390,534	50,497,321	50,811,866	50,601,527
Dilutive effect of weighted-average outstanding common shares equivalents				
Stock Options	496,394	371,598	482,524	436,519
Restricted Stock	3,559		5,673	
Diluted weighted-average number of common shares outstanding	51,890,487	50,868,919	51,300,063	51,038,046
Average shares of stock options with anti-dilutive effect	2,048,430	1,818,271	1,959,965	1,452,848
Earnings per share:				
Basic	\$ 0.57	\$ 0.51	\$ 1.11	\$ 1.00
Diluted	\$ 0.56	\$ 0.51	\$ 1.10	\$ 0.99

7. Stock-Based Compensation

Prior to 2003, the Company used the intrinsic-value method to account for stock-based compensation. Accordingly, no expense was recorded in periods prior to 2003 because the exercise prices did not exceed the market prices on the grant dates. In 2003, the Company adopted prospectively the fair value recognition provisions of FASB Statement No. 123, Accounting for Stock-Based Compensation, as amended by FASB Statement No. 148, Accounting for Stock-Based Compensation - Transition and Disclosure, an Amendment of FASB Statement No. 123, and began recognizing the expense associated with stock options granted beginning in 2003 using the fair value method.

On January 1, 2006, the Company adopted revised SFAS No. 123R on a modified prospective basis and recorded in the first quarter of 2006 additional compensation expense of \$36,000 for unvested stock options granted before January 1, 2003, based on the estimated fair value of all awards granted to employees before January 1, 2003. In addition, SFAS No. 123R requires an entity to recognize compensation expense based on an estimate of the number of awards expected to actually vest, exclusive of awards expected to be forfeited. The Company estimated forfeiture to be 8% when it adopted SFAS 123R in the first quarter of 2006. During 2003 through 2005, the Company recognized forfeitures as they occurred in accordance with SFAS 123. The \$138,000 cumulative effect of the change in accounting principle as of January 1, 2006 was recorded as a reduction of compensation expense in the Company's consolidated statement of income.

In 1998, the Board adopted the Cathay Bancorp, Inc. Equity Incentive Plan. Under the Equity Incentive Plan, as amended in September, 2003, directors and eligible employees may be granted incentive or non-statutory stock options, or awarded non-vested stock, for up to 7,000,000 shares of the Company's common stock on a split adjusted basis. In May 2005, the shareholders of the Company approved the 2005 Incentive Plan which provides that 3,131,854 shares of the Company's common stock may be granted as incentive or non-statutory stock options, or as non-vested stock. In conjunction with the approval of the 2005 Incentive Plan, the Bancorp agreed to cease granting awards under the Equity Incentive Plan. As of June 30, 2006, the Company has only granted non-statutory stock options to selected bank officers and non-employee directors at exercise prices equal to the fair market value of a share of the Company's common stock on the date of grant. Such options have a maximum ten-year term and vest in 20% annual increments (subject to early termination in certain events) except for 245,060 shares granted on March 22, 2005 of which 30% vested immediately, 10% vested on November 20, 2005 and an additional 20% would vest on November 20, 2006, 2007 and 2008, respectively, and 264,694 shares granted on May 22, 2005 of which 40% vested on November 20, 2005 and an additional 20% would vest on November 20, 2006, 2007, and 2008, respectively. If such options expire or terminate without having been exercised, any shares not purchased will again be available for future grants or awards. Stock options are typically granted in the first quarter of the year. The Company expects to issue new shares to satisfy stock option exercises.

Stock-based compensation expense for stock options is calculated based on the fair value of the award at the grant date for those options expected to vest, and is recognized as an expense over the vesting period of the grant. The Company uses the Black-Scholes option pricing model to estimate the value of granted options. This model takes into account the option exercise price, the expected life, the current price of the underlying stock, the expected volatility of the Company's stock, expected dividends on the stock and a risk-free interest rate. The Company estimates the expected volatility based on the Company's historical stock prices for the period corresponding to the expected life of the stock options. Option compensation expense totaled \$3.7 million for the six months ended June 30, 2006 and \$2.8 million for the six months ended June 30, 2005. For the three months ended June 30, option compensation expense totaled \$2.0 million for 2006 and \$1.8 million for 2005. Stock-based compensation is recognized ratably over the requisite service period for all awards. Unrecognized stock-based compensation expense related to stock options totaled \$24.5 million as June 30, 2006 and is expected to be recognized over the next 3.7 years.

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The weighted average per share fair value on the date of grant of the options granted was \$13.46 during the first six months of 2006 and \$12.83 for the first six months of 2005. For the three months ended June 30, the weighted average per share fair value on the date of grant of the options granted was \$14.44 for 2006 and \$11.68 for 2005. For options granted after 2004, the Company had estimated the expected life of the options based on the average of the contractual period and the vesting period. For options granted prior to 2005, the Company has estimated the expected life of the options to be four years. The fair value of stock options during 2005 and 2006 has been determined using the Black-Scholes option pricing model with the following assumptions:

	Three months ended June 30,		Six months ended June 30,	
	2006	2005	2006	2005
Expected life- number of years	6.50	5.88	6.50	6.23
Risk-free interest rate	4.96%	3.92%	4.39%	4.00%
Volatility	32.86%	33.95%	33.17%	34.40%
Dividend yield	1.20%	1.20%	1.20%	1.20%

If the compensation cost for the Company's stock option plan had been determined with the fair value at the grant dates for all awards under the plan consistent with the method of SFAS No. 123R, Share-Based Payment, prior to January 1, 2006, the Company's net income and earnings per share for the three months ended and for the six months ended June 30, 2005 would have been reduced to the pro forma amounts indicated in the table below:

	For the Three Months Ended June 30, 2005	For the Six Months Ended June 30, 2005
Net income, as reported	\$ 25,734	\$ 50,694
Add: Stock-based employee compensation expense included in reported net income, net of related tax effects	1,058	1,638
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects	(1,120)	(1,762)
Pro forma net income	\$ 25,672	\$ 50,570
Earnings per share:		
Basic as reported	\$ 0.51	\$ 1.00
Basic pro forma	0.51	1.00
Diluted as reported	0.51	0.99
Diluted pro forma	0.50	0.99

Cash received from exercises of stock options totaled \$1.5 million from 71,082 exercised shares during the six months ended June 30, 2006 and \$1.6 million from 115,540 exercised shares during the six months ended June 30, 2005. Cash received from exercises of stock options totaled \$748,000 from 31,166 exercised shares for the three months ended June 30, 2006 and \$277,000 from 12,960 exercised shares for the three months ended June 30, 2005. The fair value of stock options vested during the first quarter of 2006 was \$4.4 million compared to \$3.4 million for the first quarter of 2005. The fair value of stock options vested during the second quarter of 2006 was \$77,000 compared to \$75,000 for the second quarter of 2005. Aggregate intrinsic value for option exercised were \$1.1 million during the six months ended June 30, 2006 and \$2.2 million during the six months ended June 30, 2005. The aggregate intrinsic value for option exercised were \$442,000 during the second quarter of 2006 and \$171,000 during the second quarter of 2005. The table below summarizes stock option activity for the quarters ended March 31, and June 30, 2006:

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	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life (in years)	Aggregate Intrinsic Value (in thousands)
Balance, December 31, 2005	4,316,112	\$ 26.33		
Granted	795,630	36.56		
Forfeited	(60,007)	30.72		
Exercised	(39,916)	18.73		
Balance, March 31, 2006	5,011,819	\$ 27.96	7.6	\$ 48,513
Granted	12,000	38.26		
Forfeited	(49,848)	30.48		
Exercised	(31,166)	24.07		
Balance, June 30, 2006	4,942,805	\$ 27.99	7.4	\$ 42,153
Exercisable, June 30, 2006	2,132,861	\$ 23.18	6.1	\$ 28,249

At June 30, 2006, 2,160,733 shares were available under the Company's 2005 Incentive Plan for future grants. The following table shows stock options outstanding and exercisable as of June 30, 2006, the corresponding exercise prices, and the weighted-average contractual life remaining:

Exercise Price	Shares	Remaining Contractual Life (in Years)	Exercisable Shares
\$ 8.25	43,900	2.2	43,900
10.63	123,560	3.6	123,560
11.06	10,240	3.5	10,240
11.34	10,240	6.5	10,240
15.05	147,332	4.5	147,332
16.28	177,240	5.6	138,296
17.23	25,938	1.6	25,938
17.29	10,240	5.5	10,240
19.93	349,904	6.5	203,240
21.09	10,240	4.5	10,240
22.02	448,716	4.4	448,716
24.80	939,022	7.3	359,380
28.70	602,600	7.7	238,400
32.18	3,000	7.7	1,200
32.26	40,000	8.0	16,000
32.47	245,060	8.7	98,024
33.54	264,694	8.9	105,877
33.81	3,000	9.0	600
36.90	357,915	9.6	
36.24	414,230	9.6	
37.00	685,734	8.6	137,838
38.26	12,000	9.8	
38.38	18,000	8.4	3,600
	4,942,805	7.4	2,132,861

On January 25, 2006, the Company granted 30,000 shares of non-vested stock valued at the price of \$36.24 per share to its Chairman of the Board, President and Chief Executive Officer. The shares vest ratably over three years if certain annual performance criteria are met. The stock compensation expense recorded was \$ 91,000 for the three months and \$151,000 for the six months ended June 30, 2006. Unrecognized stock-based compensation expense related to non-vested stock awards was \$936,000 at June 30, 2006 and is expected to be recognized over the next 2.5 years.

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Prior to 2006, the Company presented the entire amount of the tax benefit on options exercised as operating activities in the consolidated statements of cash flows. After adoption of SFAS No. 123R in January 2006, the Company reports only the benefits of tax deductions in excess of grant-date fair value as cash flows from financing activity. The following table summarizes the tax benefit from option exercised:

(Dollars in thousands)	For the three months ended June 30,		For the six months ended June 30,	
	2006	2005	2006	2005
Benefit of tax deductions in excess of grant-date fair value	\$ 82	\$ 18	\$ 170	\$ 192
Benefit of tax deductions on grant-date fair value	104	54	530	522
Total benefit of tax deductions	\$ 186	\$ 72	\$ 700	\$ 714

8. Commitments and Contingencies

In the normal course of business, the Company becomes a party to financial instruments with off-balance sheet risk to meet the financing needs of its customers. These financial instruments include commitments to extend credit in the form of loans, or through commercial or standby letters of credit, and financial guarantees. Those instruments represent varying degrees of exposure to risk in excess of the amounts included in the accompanying condensed consolidated balance sheets. The contractual or notional amount of these instruments indicates a level of activity associated with a particular class of financial instrument and is not a reflection of the level of expected losses, if any.

The Company's exposure to credit loss in the event of non-performance by the other party to the financial instrument for commitments to extend credit is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments. The following table summarizes the outstanding commitments as of the dates indicated:

(In thousands)	At June 30, 2006	At December 31, 2005
Commitments to extend credit	\$ 1,951,666	\$ 1,776,844
Standby letters of credit	51,183	56,555
Other letters of credit	84,853	79,900
Bill of lading guarantee	550	513
Total	\$ 2,088,252	\$ 1,913,812

As of June 30, 2006, \$13.3 million unfunded commitments for affordable housing limited partnerships were recorded under other liabilities.

Commitments to extend credit are agreements to lend to a customer provided there is no violation of any condition established in the commitment agreement. These commitments generally have fixed expiration dates and the total commitment amounts do not necessarily represent future cash requirements. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained if deemed necessary by the Company upon extension of credit is based on management's credit evaluation of the borrowers. Letters of credit, including standby letters of credit and bill of lading guarantees, are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. The credit risk involved in issuing these types of instrument is essentially the same as that involved in making loans to customers.

9. Line of Credit

On May 31, 2005, Cathay General Bancorp entered into a \$30.0 million 364-day unsecured revolving loan agreement with a commercial bank bearing an interest rate of LIBOR plus 90 basis points and a commitment fee of 12.5 basis points on unused commitments. On May 31, 2006, this loan was renewed for 364 days and the amount increased to \$50.0 million. At June 30, 2006, \$28.0 million was outstanding with a weighted average rate of 6.06% under this loan.

10. Regulated Investment Company

As previously disclosed, on December 31, 2003, the California Franchise Tax Board (FTB) announced its intent to list certain transactions that in its view constitute potentially abusive tax shelters. Included in the transactions subject to this listing were transactions utilizing regulated investment companies (RICs) and real estate investment trusts (REITs). As part of the notification indicating the listed transactions, the FTB also indicated its position that it intends to disallow tax benefits associated with these transactions. While the Company continues to believe that the tax benefits recorded in three prior years with respect to its RIC were appropriate and fully defensible under California law, the Company has deemed it prudent to participate in Voluntary Compliance Initiative Option 2, requiring payment of all California taxes and interest on these disputed 2000 through 2002 tax benefits, and permitting the Company to claim a refund for these years while avoiding certain potential penalties. The Company retains potential exposure for assertion of an accuracy-related penalty should the FTB prevail in its position in addition to the risk of not being successful in its refund claims. As of June 30, 2006, the Company reflected a \$12.1 million net state tax receivable for the years 2000, 2001, and 2002 after giving effect to reserves for loss contingencies on the refund claims, or an equivalent of \$7.9 million after giving effect to Federal tax benefits. The FTB is currently in the process of reviewing and assessing our refund claims for taxes and interest for tax years 2000 through 2002. Although the Company believes its tax deductions related to the regulated investment company were appropriate and fully defensible, there can be no assurance of the outcome of its refund claims, and an adverse outcome on the refund claims could result in a loss of all or a portion of the \$7.9 million net state tax receivable after giving effect to Federal tax benefits.

11. Stock Repurchase Program

On March 18, 2005, the Company announced that its Board of Directors had approved a new stock repurchase program to buyback up to an aggregate of one million shares of the Company's common stock following the completion of the Company's current stock buyback authorization. During 2005, the Company repurchased 548,297 shares for \$18.3 million at an average price of \$33.40. No shares were repurchased during the six months of 2006. At June 30, 2006, 451,703 shares remain under the Company's March 2005 stock buyback authorization.

12. Premises and Equipment

In 2005, \$3.6 million was transferred from premises and equipment to other assets when management decided to sell a bank owned building, land, and related improvements. The \$3.6 million is the lower of carrying amount or fair value less estimated selling costs. As of June 30, 2006, the building continues to be held for sale.

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

The following discussion is given based on the assumption that the reader has access to and has read the Annual Report on Form 10-K for the year ended December 31, 2005, of Cathay General Bancorp (Bancorp) and its wholly-owned subsidiary Cathay Bank (the Bank and, together, the Company or we , us, or our).

Critical Accounting Policies

The discussion and analysis of the Company's unaudited condensed consolidated balance sheets and results of operations are based upon its unaudited condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these consolidated 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 our financial statements. Actual results may differ from these estimates under different assumptions or conditions.

Accounting for the allowance for loan losses involves significant judgments 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 judgments and assumptions used by management are based on historical experience and other factors, which are believed to be reasonable under the circumstances as described under the heading Accounting for the allowance for loan losses in the Company's annual report on Form 10-K for the year ended December 31, 2005.

Accounting for investment securities involves significant judgments and assumptions by management, which have a material impact on the carrying value of securities and the recognition of any other-than-temporary impairment to our investment securities. The judgments and assumptions used by management are described under the heading Investment Securities in the Company's annual report on Form 10-K for the year ended December 31, 2005.

Accounting for income taxes involves significant judgments and assumptions by management, which have a material impact on the amount of taxes currently payable and the income tax expense recorded in the financial statements. The judgments and assumptions used by management are described under the heading Income Taxes in the Company's annual report on Form 10-K for the year ended December 31, 2005.

HIGHLIGHTS

Second quarter earnings increased \$3.4 million, or 12.9%, compared to the same quarter a year ago.

Second quarter diluted earnings per share reached \$0.56, increasing 9.8%, compared to the same quarter a year ago.

Return on average assets was 1.60% for the quarter ended June 30, 2006, compared to 1.67% for the quarter ended March 31, 2006 and compared to 1.68% for the same quarter a year ago.

Return on average stockholders' equity was 14.45% for the quarter ended June 30, 2006, compared to 14.06% for the quarter ended March 31, 2006, and compared to 14.07% for the same quarter a year ago.

Gross loans excluding the loans acquired through Great Eastern Bank (GEB) increased by \$185.8 million, or 3.7%, from March 31, 2006 to June 30, 2006.

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We acquired 84.1% of the shares of GEB on April 7, 2006 and merged GEB into Cathay Bank on May 15, 2006.

On July 6, 2006, the Company entered into an agreement with Chicago based New Asia Bancorp to acquire all of its outstanding shares.

Income Statement Review

Net Income

Net income for the second quarter of 2006 was \$29.1 million, or \$0.56 per diluted share, a \$3.4 million, or 12.9%, increase compared with net income of \$25.7 million or \$0.51 per diluted share for the same quarter a year ago. Return on average assets was 1.60% and return on average stockholders' equity was 14.45% for the second quarter of 2006 compared with a return on average assets of 1.68% and a return on average stockholders' equity of 14.07% for the three months ended June 30, 2005.

Financial Performance

	<u>Second Quarter 2006</u>	<u>Second Quarter 2005</u>
Net income	\$ 29.1million	\$ 25.7million
Basic earnings per share	\$ 0.57	\$ 0.51
Diluted earnings per share	\$ 0.56	\$ 0.51
Return on average assets	1.60%	1.68%
Return on average stockholders' equity	14.45%	14.07%
Efficiency ratio	37.85%	37.08%

Net Interest Income Before Provision for Loan Losses

The comparability of financial information is affected by our acquisitions. Operating results included the operations of acquired entities from the date of acquisition.

Net interest income before provision for loan losses increased \$11.9 million, or 20.0%, to \$71.1 million during the second quarter of 2006 from \$59.2 million during the same quarter a year ago. The increase was due primarily to the strong growth in loans as well as the acquisition of GEB on April 7, 2006.

The net interest margin, on a fully taxable-equivalent basis, was 4.27% for the second quarter of 2006. The net interest margin decreased six basis points from 4.33% in the first quarter of 2006 and increased five basis points from 4.22% in the second quarter of 2005. The year to year increase in the net interest margin was primarily a result of the loan growth, the decrease in securities as a percentage of earning assets, and the increases in short term interest rates.

For the second quarter of 2006, the yield on average interest-earning assets was 7.26% on a fully taxable-equivalent basis, and the cost of funds on average interest-bearing liabilities equaled 3.60%. In comparison, for the second quarter of 2005, the yield on average interest-earning assets was 6.01% and cost of funds on average interest-bearing liabilities equaled 2.20%. The interest spread decreased primarily due to the increase in wholesale borrowing rates.

Average daily balances, together with the total dollar amounts, on a taxable-equivalent basis, of interest income and interest expense, and the weighted-average interest rate and net interest margin are as follows:

Interest-Earning Assets and Interest-Bearing Liabilities

Three months ended June 30,	2006			2005		
Taxable-equivalent basis (Dollars in thousands)	Average Balance	Interest Income/ Expense	Average Yield/ Rate (1)(2)	Average Balance	Interest Income/ Expense	Average Yield/ Rate (1)(2)
Interest Earning Assets						
Commercial loans	\$ 1,087,104	\$ 22,090	8.15%	\$ 1,019,882	\$ 15,945	6.27%
Residential mortgage	452,683	6,868	6.07	364,696	5,082	5.57
Commercial mortgage	3,100,893	60,197	7.79	2,207,890	37,506	6.81
Real estate construction loans	613,109	14,741	9.64	445,933	8,624	7.76
Other loans and leases	31,442	263	3.36	25,319	112	1.77
Total loans and leases (1)	5,285,231	104,159	7.90	4,063,720	67,269	6.64
Taxable securities	1,289,299	15,381	4.79	1,452,066	15,604	4.31
Tax-exempt securities (3)	85,393	1,493	7.01	104,517	1,725	6.62
FHLB and FRB stocks	30,171	369	4.91	29,502	344	4.68
Interest bearing deposits	17,235	87	2.02	9,178	102	