RIVERVIEW BANCORP INC
Form 10-Q
November 07, 2006

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

FORM 10-Q

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

For the quarterly period ended September 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: 0-22957

RIVERVIEW BANCORP, INC.
(Exact name of registrant as specified in its charter)

Washington	91-1838969
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer I.D. Number)
900 Washington St., Ste. 900,Vancouver, Washington	98660
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (360) 693-6650

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No ___

Indicate by check mark whether the registrant is 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 (X) Non-accelerated filer ( )

Indicate by check mark whether the registrant is a shell corporation (as defined in Exchange Act Rule 12b-2). Yes ___ No X

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 per share, 11,575,472 shares outstanding as of October 31, 2006.

Form 10-Q

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Part I. Financial Information
Item 1. Financial Statements (Unaudited)

RIVERVIEW BANCORP, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS
SEPTEMBER 30, 2006 AND MARCH 31, 2006

(In thousands, except share and per share data) (Unaudited)	SEPTEMBER 30, 2006	MARCH 31, 2006
ASSETS		
Cash (including interest-earning accounts of $15,198 and $7,786)	$ 43,453	$ 31,346
Loans held for sale	197	65
Investment securities available for sale, at fair value (amortized cost of $23,017 and $24,139)	22,963	24,022
Mortgage-backed securities held to maturity, at amortized cost (fair value of $1,495 and $1,830)	1,477	1,805
Mortgage-backed securities available for sale, at fair value (amortized cost of $7,608 and $8,436)	7,404	8,134
Loans receivable (net of allowance for loan losses of $8,263 and $7,221)	690,650	623,016
Prepaid expenses and other assets	2,021	2,210
Accrued interest receivable	4,117	3,058
Federal Home Loan Bank stock, at cost	7,350	7,350
Premises and equipment, net	21,011	19,127
Deferred income taxes, net	3,716	3,771
Mortgage servicing intangible, net	368	384
Goodwill	25,572	25,572
Core deposit intangible, net	799	895
Bank owned life insurance	13,349	13,092
TOTAL ASSETS	$844,447	$763,847
LIABILITIES AND SHAREHOLDERS' EQUITY		
LIABILITIES:		
Deposits accounts	$640,404	$606,964
Accrued expenses and other liabilities	7,921	8,768
Advanced payments by borrowers for taxes and insurance	377	358
Federal Home Loan Bank advances	90,000	46,100
Junior subordinated debenture	7,217	7,217
Capital lease obligations	2,737	2,753
Total liabilities	748,656	672,160
COMMITMENTS AND CONTINGENCIES (See Note 15)	-	-

SHAREHOLDERS' EQUITY:		
Serial preferred stock, $.01 par value; 250,000 authorized, issued and outstanding, none	-	-
Common stock, $.01 par value; 50,000,000 authorized, issued and outstanding:		
September 30, 2006 - 11,575,480 issued, 11,575,472 outstanding	116	57
March 31, 2006 - 11,545,380 issued, 11,545,372 outstanding		
Additional paid-in capital	57,794	57,316
Retained earnings	39,134	35,776
Unearned shares issued to employee stock ownership trust	(1,083)	(1,186)
Accumulated other comprehensive loss	(170)	(276)
Total shareholders' equity	95,791	91,687
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$844,447	$763,847

See notes to consolidated financial statements.

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RIVERVIEW BANCORP, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF INCOME

(In thousands, except share and per share data) (Unaudited)	Three Months Ended September 30, 2006	Three Months Ended September 30, 2005	Six Months Ended September 30, 2006	Six Months Ended September 30, 2005
INTEREST INCOME:				
Interest and fees on loans receivable	$ 14,834	$ 11,010	$ 28,603	$ 20,607
Interest on investment securities - taxable	221	195	442	381
Interest on investment securities - non-taxable	42	43	84	86
Interest on mortgage-backed securities	109	138	223	283
Other interest and dividends	96	250	148	504
Total interest income	15,302	11,636	29,500	21,861
INTEREST EXPENSE:				
Interest on deposits	4,908	3,059	9,130	5,530
Interest on borrowings	1,267	482	2,230	1,138
Total interest expense	6,175	3,541	11,360	6,668
Net interest income	9,127	8,095	18,140	15,193
Less provision for loan losses	600	450	950	900
Net interest income after				

provision for loan losses	8,527	7,645	17,190	14,293
NON-INTEREST INCOME:				
Fees and service charges	1,449	1,598	2,780	3,084
Asset management fees	455	342	891	706
Gain on sale of loans held for sale	111	77	183	203
Gain on sale of real estate owned	-	-	-	21
Loan servicing income (expense)	36	(8)	81	19
Gain on sale of credit card portfolio	66	304	133	304
Bank owned life insurance	129	122	257	242
Other	45	47	81	90
Total non-interest income	2,291	2,482	4,406	4,669
NON-INTEREST EXPENSE:				
Salaries and employee benefits	3,532	3,441	7,367	6,840
Occupancy and depreciation	1,135	883	2,209	1,686
Data processing	222	373	557	738
Amortization of core deposit intangible	46	55	96	104
Advertising and marketing expense	356	306	658	537
Federal Deposit Insurance Corporation insurance premium	13	17	37	32
State and local taxes	133	148	288	283
Telecommunications	101	99	213	162
Professional fees	198	388	376	752
Other	536	551	1,240	1,223
Total non-interest expense	6,272	6,261	13,041	12,357
INCOME BEFORE INCOME TAXES	4,546	3,866	8,555	6,605
PROVISION FOR INCOME TAXES	1,573	1,304	2,951	2,222
NET INCOME	$ 2,973	$ 2,562	$ 5,604	$ 4,383
Earnings per common share:				
Basic	$ 0.26	$ 0.23	$ 0.50	$ 0.39
Diluted	0.26	0.22	0.49	0.39
Weighted average number of shares outstanding:				
Basic	11,302,927	11,309,322	11,289,143	11,107,745
Diluted	11,473,750	11,443,810	11,463,125	11,242,686
Cash Dividends Per Share	$ 0.10	$ 0.085	$ 0.195	$ 0.170

See notes to consolidated financial statements.

RIVERVIEW BANCORP, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED MARCH 31, 2006

AND THE SIX MONTHS ENDED SEPTEMBER 30, 2006

(In thousands, except share data)	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Retained Earnings	Unearned Shares Issued to Employee Stock Ownership Trust	Accumulated Other Comprehensive Income (Loss)	Tot
Balance April 1, 2005	10,031,498	$ 50	$41,112	$29,874	$(1,392)	$(122)	$69
Cash dividends ($0.17 per share)	-	-	-	(3,836)	-	-	(3
Exercise of stock options	37,144	-	314	-	-	-	
Stock repurchased and retired	(100,000)	-	(1,227)	-	-	-	(1
Stock issued in connection with acquisition	1,576,730	7	16,706	-	-	-	16
Earned ESOP shares	-	-	352	-	206	-	
Tax benefit, stock option	-	-	59	-	-	-	
	11,545,372	57	57,316	26,038	(1,186)	(122)	82
Comprehensive income:							
Net income	-	-	-	9,738	-	-	9
Other comprehensive income:							
Unrealized holding loss on securities of $154 (net of $79 tax effect)	-	-	-	-	-	(154)	
Total comprehensive income	-	-	-	-	-	-	9
Balance March 31, 2006	11,545,372	$ 57	$57,316	$35,776	$(1,186)	$(276)	$91
Stock split	-	58	-	(58)	-	-	
Cash dividends ($0.195 per share)	-	-	-	(2,188)	-	-	(2
Exercise of stock options	30,100	1	260	-	-	-	
Earned ESOP shares	-	-	218	-	103	-	
	11,575,472	116	57,794	33,530	(1,083)	(276)	90
Comprehensive income:							
Net income	-	-	-	5,604	-	-	5
Other comprehensive income:							
Unrealized holding gain on securities of $106 (net of $55 tax effect)	-	-	-	-	-	106	
Total comprehensive income	-	-	-	-	-	-	5
Balance September 30, 2006	11,575,472	$116	$57,794	$39,134	$(1,083)	$(170)	$95

See notes to consolidated financial statements.

RIVERVIEW BANCORP, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands) (Unaudited)	Three Months Ended September 30,		Six Months Ended September 30,	
	2006	2005	2006	2005
Net income	$2,973	$2,562	5,604	$4,383
Other comprehensive income:				
Change in fair value of securities available for sale, net of tax	162	(53)	106	21
Total comprehensive income	$3,135	$2,509	$5,710	$4,404

See notes to consolidated financial statements.

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RIVERVIEW BANCORP, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS Ended SEPTEMBER 30, 2006 and 2005

(In thousands) (Unaudited)	2006	2005
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 5,604	$ 4,383
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation and amortization	1,121	855
Mortgage servicing rights valuation adjustment	(13)	(11)
Provision for loan losses	950	900
Provision for deferred income taxes	-	142
Noncash expense related to ESOP	321	263
Increase in deferred loan origination fees, net of amortization	52	335
Origination of loans held for sale	(8,077)	(9,160)
Proceeds from sales of loans held for sale	7,961	9,704
Net gain on loans held for sale, sale of real estate owned, mortgage-backed securities, investment securities and premises and equipment	(176)	(206)
Income from bank owned life insurance	(257)	(242)
Changes in assets and liabilities:		
Prepaid expenses and other assets	24	(412)
Accrued interest receivable	(1,059)	(121)
Accrued expenses and other liabilities	(953)	1,647

Net cash provided by operating activities	5,498	8,077
CASH FLOWS FROM INVESTING ACTIVITIES:		
Loan originations	(283,589)	(314,354)
Principal repayments/refinance on loans	215,072	282,789
Proceeds from call, maturity, or sale of investment securities available for sale	1,110	5,250
Principal repayments on investment securities available for sale	37	37
Purchase of investment securities available for sale	-	(4,996)
Principal repayments on mortgage-backed securities available for sale	828	1,709
Principal repayments on mortgage-backed securities held to maturity	327	141
Purchase of premises and equipment	(2,755)	(1,954)
Acquisition, net of cash received	-	(14,663)
Proceeds from sale of real estate owned and premises and equipment	2	273
Net cash used in investing activities	(68,968)	(45,768)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net increase in deposit accounts	33,440	63,047
Dividends paid	(2,026)	(1,709)
Proceeds from borrowings	186,300	-
Repayment of borrowings	(142,400)	(29,000)
Principal payments under capital lease obligation	(16)	-
Net increase in advance payments by borrowers	19	12
Proceeds from exercise of stock options	260	108
Net cash provided by financing activities	75,577	32,458
NET INCREASE (DECREASE) IN CASH	12,107	(5,233)
CASH, BEGINNING OF PERIOD	31,346	61,719
CASH, END OF PERIOD	$ 43,453	$ 56,486
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid during the year for:		
Interest	$ 10,733	$ 6,548
Income taxes	3,491	1,704
SUPPLEMENTAL DISCLOSURE OF BANK ACQUISITION		
Issuance of common stock	-	(16,713)
Investments acquired	-	1,417
Fair value of loans receivable acquired	-	119,536
Other assets acquired	-	3,372
Deposits assumed	-	(79,755)
Borrowings and other liabilities assumed	-	(30,334)
Goodwill	-	17,140
NONCASH INVESTING AND FINANCING ACTIVITIES:		
Dividends declared and accrued in other liabilities	$ 1,118	$ 958
Fair value adjustment to securities available for sale	161	32
Increased construction in process in accounts payable	-	937

Income tax effect related to fair value adjustment	(55)	(11)

See notes to consolidated financial statements.

RIVERVIEW BANCORP, INC. AND SUBSIDIARY
Notes to Consolidated Financial Statements
(Unaudited)

1. BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements were prepared in accordance with instructions for Quarterly Reports on Form 10-Q and, therefore, do not include all disclosures necessary for a complete presentation of financial condition, results of operations and cash flows in conformity with accounting principles generally accepted in the United States of America. However, all adjustments that are, in the opinion of management, necessary for a fair presentation of the interim unaudited financial statements have been included. All such adjustments are of a normal recurring nature.

The unaudited consolidated financial statements should be read in conjunction with the audited financial statements included in the Riverview Bancorp, Inc. Annual Report on Form 10-K for the year ended March 31, 2006 ("2006 Form 10-K"). The results of operations for the six months ended September 30, 2006 are not necessarily indicative of the results which may be expected for the fiscal year ending March 31, 2007. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

On August 24, 2006 the Riverview Bancorp. Inc. common stock was split 2-for-1 in the form of a 100% stock dividend. Shareholders received one additional share for every share owned. The Board of Directors ("Board") declared the stock split on July 27, 2006 and the record date was August 10, 2006. All share and per share amounts (including stock options) in the Consolidated Financial Statements and accompanying notes were restated to reflect the split.

2. PRINCIPLES OF CONSOLIDATION

The consolidated financial statements of Riverview Bancorp, Inc. and its wholly-owned subsidiary (the "Company")[Not sure I understand distinction between Company and Bancorp) include all the accounts of the parent company, Riverview Bancorp, Inc. ("Bancorp") and the consolidated accounts of its wholly-owned subsidiary, Riverview Community Bank (the "Bank"), the Bank's wholly-owned subsidiary, Riverview Services, Inc., and the Bank's majority-owned subsidiary, Riverview Asset Management Corp. ("RAM Corp.") All inter-company transactions and balances have been eliminated in consolidation.

3. STOCK PLANS AND STOCK-BASED COMPENSATION

In July 1998, shareholders of the Company approved the adoption of the 1998 Stock Option Plan ("1998 Plan"). The 1998 Plan was effective October 1, 1998 and will expire on the tenth anniversary of the effective date, unless terminated sooner by the Board. Under the 1998 Plan, the Company may grant both incentive and non-qualified stock options up to 714,150 shares of its common stock to officers, directors and employees. The exercise price of each option granted under the 1998 Plan equals the fair market value of the Company's stock on the date of the grant with a maximum term of ten years from date of grant and options vest zero to five years. At September 30, 2006, there were options for 36,962 shares available for the grant under the 1998 Plan.

In July 2003, shareholders of the Company approved the adoption of the 2003 Stock Option Plan ("2003 Plan"). The 2003 Plan was effective July 2003 and will expire on the tenth anniversary of the effective date, unless terminated sooner by the Board. Under the 2003 Plan, the Company may grant both incentive and non-qualified stock options up to 458,554 shares of its common stock to officers, directors and employees. The exercise price of each option granted under the 2003 Plan equals the fair market value of the Company's stock on the date of grant with a maximum term of ten years from date of grant and options vest over zero to five years. At September 30, 2006, there were options for 144,554 shares available for grant under the 2003 Plan.

On March 15, 2006, 314,000 stock options from the 2003 Plan were granted to officers and directors. Each option was granted at the fair market value of the Company's stock on the date of grant with a maximum term of 10 years from date of grant and were fully vested at grant date.

All stock options have an exercise price that is equal to the fair market value of Company's stock on the date the options were granted. Options granted under the 2003 Plan generally vest over a zero to five year vesting period. Stock options granted have a 10-year maximum term. Options previously issued under the 1998 Plan are fully vested.

The following table presents information on stock options outstanding for the periods shown.

	Six Months Ended September 30, 2006		Year Ended March 31, 2006	
	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price
Balance, beginning of period	755,846	$ 9.68	454,990	$ 7.18
Grants	-	-	354,000	12.70
Options Exercised	(30,100)	7.90	(53,144)	8.48
Forfeited	(14,000)	10.05	-	-
Balance, end of period	711,746	$ 9.74	755,846	$ 9.68

The following table presents information on stock options outstanding for the periods shown, less estimated forfeitures.

	Six Months Ended September 30, 2006	Year Ended March 31, 2006
Intrinsic value of options		

exercised in the period		$158,350		$159,070
Stock options fully vested and expected to vest:				
Number	707,666		748,166	
Weighted average exercise price		$9.74		$9.67
Aggregate intrinsic value		$2,654,666		$2,774,511
Weighted average contractual term of options		6.51 years		7.25 years
Stock options vested and currently exercisable				
Number	675,546		690,886	
Weighted average exercise price		$9.73		$9.64
Aggregate intrinsic value		$2,542,501		$2,584,305
Weighted average contractual term of options		6.15 years		6.52 years

Effective April 1, 2006 the Company began recognizing compensation expense for stock options with the adoption of Statement of Financial Accounting Standards ("SFAS") No. 123 (Revised), "Share-Based Payment," ("SFAS 123R"), using the modified prospective method. The fair value of each stock option granted is estimated on the date of grant using the Black-Scholes based stock option valuation model. The fair value of all awards was amortized on a straight-line basis over the requisite service periods, which are generally the vesting periods. The Black-Scholes model uses the assumptions listed in the table below. The expected life of options granted represents the period of time that they are expected to be outstanding. The expected life is determined based on historical experience with similar options, giving consideration to the contractual terms and vesting schedules. Expected volatility was estimated at the date of grant based on the historical volatility of the Company's stock. Expected dividends are based on dividend trends and the market value of the Company's stock at the time of grant. The risk-free interest rate for periods within the contractual life of the options is based on the U.S Treasury yield curve in effect at the time of the grant. There were no options granted during the six months ended September 30, 2006.

	Risk Free Interest Rate	Expected Life (years)	Expected Volatility	Expected Dividends
Fiscal 2006	4.67%	10.00	26.32%	3.07%

For the quarter ended September 30, 2006, the Company recognized pre-tax compensation expense related to stock options of approximately $11,000. For the six months ended September 30, 2006, the Company recognized pre-tax compensation expense related to stock options of approximately $21,000. The following table illustrates the effect on net income and earnings per share if the Company had applied the fair value recognition provisions established in SFAS 123R to stock-based compensation awards in the prior period.

	Three months ended September 30, 2005	Six months ended September 30, 2005
Net Income:		
As reported	$2,562	$4,383
Deduct: Total stock based compensation expense determined under fair value based method for all options, net of related tax benefit	(17)	(105)

Pro forma	$2,545	$4,278
Earnings per common share - basic:		
As reported	$ 0.23	$ 0.39
Pro forma	0.23	0.39
Earnings per common share-fully diluted:		
As reported	$ 0.22	$ 0.39
Pro forma	0.22	0.38

4. EARNINGS PER SHARE

Basic earnings per share ("EPS") is computed by dividing net income applicable to common stock by the weighted average number of common shares outstanding during the period, without considering any dilutive items. Diluted EPS is computed by dividing net income applicable to common stock by the weighted average number of common shares and common stock equivalents for items that are dilutive, net of shares assumed to be repurchased using the treasury stock method at the average share price for the Company's common stock during the period. Common stock equivalents arise from assumed conversion of outstanding stock options. Employee Stock Ownership Plan ("ESOP") shares are not considered outstanding for earnings per share purposes until they are committed to be released.

	Three Months Ended September 30,		Six Months Ended September 30,	
	2006	2005	2006	2005
Basic EPS computation:				
Numerator-net income	$ 2,973,000	$ 2,562,000	$ 5,604,000	$ 4,383,000
Denominator-weighted average common shares outstanding	11,302,927	11,309,322	11,289,143	11,107,745
Basic EPS	$ 0.26	$ 0.23	$ 0.50	$ 0.39
Diluted EPS computation:				
Numerator-net income	$ 2,973,000	$ 2,562,000	$ 5,604,000	$ 4,383,000
Denominator-weighted average common shares outstanding	11,302,927	11,309,322	11,289,143	11,107,745
Effect of dilutive stock options	170,823	134,488	173,982	134,941
Weighted average common shares and common stock equivalents	11,473,750	11,443,810	11,463,125	11,242,686
Diluted EPS	$ 0.26	$ 0.22	$ 0.49	$ 0.39

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5. INVESTMENT SECURITIES

The amortized cost and approximate fair value of investment securities available for sale consisted of the following (in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
September 30, 2006				
Trust Preferred	$ 5,000	$ 38	$ -	$ 5,038
Agency securities	14,163	-	(137)	14,026
Municipal bonds	3,854	45	-	3,899
Total	$23,017	$ 83	$(137)	$22,963
March 31, 2006				
Trust Preferred	$ 5,000	$ 44	$ -	$ 5,044
Agency securities	15,246	-	(218)	15,028
Municipal bonds	3,893	57	-	3,950
Total	$24,139	$101	$(218)	$24,022

The contractual maturities of investment securities available for sale are as follows (in thousands):

September 30, 2006	Amortized Cost	Estimated Fair Value
Due in one year or less	$14,207	$14,073
Due after one year through five years	1,888	1,908
Due after five years through ten years	274	284
Due after ten years	6,648	6,698
Total	$23,017	$22,963

Investment securities with an amortized cost of $9.1 million and $10.2 million and a fair value of $9.0 million and $10.1 million at September 30, 2006 and March 31, 2006, respectively, were pledged as collateral for advances at the Federal Home Loan Bank ("FHLB") of Seattle. Investment securities with an amortized cost of $1.1 million and $1.1 million and a fair value of $1.2 million and $1.2 million at September 30, 2006 and March 31, 2006, respectively, were pledged as collateral for treasury tax and loan funds held by the Bank. Investment securities with an amortized cost of $492,000 and $495,000 and a fair value of $499,000 and $504,000 at September 30, 2006 and March 31, 2006, respectively, were pledged as collateral for governmental public funds held by the Bank. Investment securities with an amortized cost of $5.0 million and $5.0 million and a fair value of $5.0 million and $5.0 million at September 30, 2006 and March 31, 2006, respectively, were pledged as collateral for borrowings from the discount window at the Federal Reserve Bank of San Francisco.

The fair value of temporarily impaired securities, the amount of unrealized losses and the length of time these unrealized losses existed as of September 30, 2006 are as follows (in thousands):

	Less than 12 months		12 months or longer		Total	
Description of	Fair	Unrealized	Fair	Unrealized	Fair	Unrealized

Securities	Value	Losses	Value	Losses	Value	Losses
Agency securities	$ -	$ -	$14,026	$(137)	$14,026	$(137)

The fair value of temporarily impaired securities, the amount of unrealized losses and the length of time these unrealized losses existed as of March 31, 2006 are as follows (in thousands):

	Less than 12 months		12 months or longer		Total	
Description of Securities	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Agency securities	$6,124	$(61)	$8,904	$(157)	$15,028	$(218)

The Company has evaluated these securities and has determined that the decline in the value is temporary. The decline in value is not related to any company or industry specific event. The Company anticipates full recovery of amortized cost with respect to these securities at maturity or sooner in the event of a more favorable market interest rate environment. The Company realized no gains or losses on sales of investment securities available for sale for the six-month periods ended September 30, 2006 and 2005.

6. MORTGAGE-BACKED SECURITIES

Mortgage-backed securities held to maturity consisted of the following (in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
September 30, 2006				
Real estate mortgage investment conduits	$1,149	$12	$ -	$1,161
FHLMC mortgage-backed securities	124	1	-	125
FNMA mortgage-backed securities	204	5	-	209
Total	$1,477	$18	$ -	$1,495
March 31, 2006				
Real estate mortgage investment conduits	$1,402	$18	$ -	$1,420
FHLMC mortgage-backed securities	138	2	-	140
FNMA mortgage-backed securities	265	5	-	270
Total	$1,805	$25	$ -	$1,830

The contractual maturities of mortgage-backed securities classified as held to maturity are as follows (in thousands):

September 30, 2006	Amortized Cost	Estimated Fair Value
Due after one year or less	$ -	$ -
Due after one year through five years	-	-
Due after five years through ten years	23	23
Due after ten years	1,454	1,472
Total	$1,477	$1,495

Mortgage-backed securities held to maturity with an amortized cost of $1.2 million and $1.4 million and a fair value of $1.2 million and $1.4 million at September 30, 2006 and March 31, 2006, respectively, were pledged as collateral for governmental public funds held by the Bank. Mortgage-backed securities held to maturity with an amortized cost of $145,000 and $199,000 and a fair value of $148,000 and $203,000 at September 30, 2006 and March 31, 2006, respectively, were pledged as collateral for treasury tax and loan funds held by the Bank. The real estate mortgage investment conduits consist of Federal Home Loan Mortgage Corporation ("FHLMC" or "Freddie Mac") and Federal National Mortgage Association ("FNMA" or "Fannie Mae") securities.

Mortgage-backed securities available for sale consisted of the following (in thousands):

September 30, 2006	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Real estate mortgage investment conduits	$1,188	$18	$ (5)	$1,201
FHLMC mortgage-backed securities	6,288	-	(218)	6,070
FNMA mortgage-backed securities	132	2	(1)	133
Total	$7,608	$20	$(224)	$7,404
March 31, 2006				
Real estate mortgage investment conduits	$1,326	$19	$ (6)	$1,339
FHLMC mortgage-backed securities	6,951	-	(316)	6,635
FNMA mortgage-backed securities	159	2	(1)	160
Total	$8,436	$21	$(323)	$8,134

The contractual maturities of mortgage-backed securities available for sale are as follows (in thousands):

September 30, 2006	Amortized Cost	Estimated Fair Value
Due after one year or less	$ 97	$ 97

Due after one year through five years	77	78
Due after five years through ten years	6,758	6,535
Due after ten years	676	694
Total	$7,608	$7,404

Expected maturities of mortgage-backed securities held to maturity and available for sale will differ from contractual maturities because borrowers may have the right to prepay obligations.

Mortgage-backed securities available for sale with an amortized cost of $7.5 million and $8.3 million and a fair value of $7.3 million and $8.0 million at September 30, 2006 and March 31, 2006, respectively, were pledged as collateral for FHLB advances. Mortgage-backed securities available for sale with an amortized cost of $6,000 and $17,000 and a fair value of $6,000 and $18,000 at September 30, 2006 and March 31, 2006, respectively, were pledged as collateral for treasury tax and loan funds held by the Bank.

The fair value of temporarily impaired securities, the amount of unrealized losses and the length of time these unrealized losses existed as of September 30, 2006 are as follows (in thousands):

	Less than 12 months		12 months or longer		Total	
Description of Securities	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Real estate mortgage investment conduits	$ -	$ -	$ 461	$ (5)	$ 461	$ (5)
FHLMC mortgage-backed securities	91	(1)	5,979	(217)	6,070	(218)
FNMA mortgage-backed securities	23	(1)	-	-	23	(1)
Total temporarily impaired securities	$114	$(2)	$6,440	$(222)	$6,554	$(224)

The fair value of temporarily impaired mortgage-backed securities, the amount of unrealized losses and the length of time these unrealized losses existed as of March 31, 2006 are as follows (in thousands):

	Less than 12 months		12 months or longer		Total	
Description of Securities	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Real estate mortgage investment conduits	$523	$(6)	$ -	$ -	$ 523	$ (6)
FHLMC mortgage-backed						

securities	66	(1)	6,543	(315)	6,609	(316)
FNMA mortgage-backed securities	17	(1)	-	-	17	(1)
Total temporarily impaired securities	$606	$(8)	$6,543	$(315)	$7,149	$(323)

The Company has evaluated these securities and has determined that the decline in the value is temporary. The decline in value is not related to any company or industry specific event. The Company anticipates full recovery of amortized cost with respect to these securities at maturity or sooner in the event of a more favorable market interest rate environment. The Company realized no gains or losses on sales of mortgage-backed securities available for sale for the six months ended September 30, 2006 and 2005.

7. LOANS RECEIVABLE

Loans receivable excluding loans held for sale consisted of the following (in thousands):

	September 30, 2006	March 31, 2006
Residential:		
One-to-four family	$ 34,552	$ 32,488
Multi-family	3,219	2,157
Construction:		
One-to-four family	91,051	81,572
Commercial real estate	51,510	47,079
Commercial	66,008	59,834
Consumer:		
Secured	31,484	29,781
Unsecured	1,141	1,415
Land	62,989	49,558
Commercial real estate	361,244	330,705
	703,198	634,589
Less:		
Deferred loan fees, net	4,285	4,352
Allowance for loan losses	8,263	7,221
Loans receivable, net	$690,650	$623,016

Most of the Bank's business activity is with customers located in the states of Washington and Oregon. Loans and extensions of credit outstanding at one time to one borrower are generally limited by federal regulation to 15% of the Bank's shareholders' equity, excluding accumulated other comprehensive income (loss). As of September 30, 2006 and March 31, 2006, the Bank had no loans to one borrower in excess of the regulatory limit and also had no individual industry concentrations of credit.

8. ALLOWANCE FOR LOAN LOSSES

A reconciliation of the allowance for loan losses is as follows (in thousands):

	Three Months Ended September 30,		Six Months Ended September 30,	
	2006	2005	2006	2005
Beginning balance	$7,626	$6,526	$7,221	$4,395
Provision for losses	600	450	950	900
Charge-offs	-	(253)	(3)	(511)
Recoveries	37	29	95	80
Allowance transferred from APB acquisition	-	-	-	1,888
Total allowance for loan losses	8,263	6,752	8,263	6,752
Allowance for unfunded commitments	385	408	385	408
Allowance for credit losses	$8,648	$7,160	$8,648	$7,160

Changes in the allowance for unfunded loan commitments and lines of credit were as follows (in thousands):

	Three Months Ended September 30,		Six Months Ended September 30,	
	2006	2005	2006	2005
Beginning balance	$376	$329	$362	$253
Net change in allowance for unfunded loan commitments and lines of credit	9	79	23	155
Ending balance	$385	$408	$385	$408

The allowance for unfunded loan commitments is included in accrued expenses and other liabilities on the Consolidated Balance Sheets. The provision for unfunded commitments is charged to non-interest expense.

At September 30, 2006 and March 31, 2006, the Company's recorded investment in impaired loans was $1.7 million and $415,000 respectively. At September 30, 2006, an allowance for credit losses of $239,000 was determined in accordance with the SFAS No. 114, Accounting by Creditors for Impairment of a Loan. The average investment in impaired loans was $1.1 million, $1.1 million and $889,000 during the six months ended September 30, 2006, September 30, 2005 and the year ended March 31, 2006 respectively. Interest income recognized on impaired loans was $44,000, $40,000 and $100,000 for the six months ended September 30, 2006, September 30, 2005, and the year ended March 31, 2006, respectively. There were no loans past due 90 days or more and still accruing interest at September 30, 2006 and March 31, 2006.

9. LOANS HELD FOR SALE

The Company identifies loans held for sale at the time of origination, which are carried at the lower of aggregate cost or net realizable value. Market values are derived from available market quotations for comparable pools of mortgage loans. Adjustments for unrealized losses, if any, are charged to income.

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10. MORTGAGE SERVICING RIGHTS

The following table is a summary of the activity in mortgage servicing rights ("MSRs") and the related allowance for the periods indicated and other related financial data (in thousands):

	Three Months Ended September 30,		Six Months Ended September 30,	
	2006	2005	2006	2005
Balance at beginning of period, net	$372	$458	384	$ 470
Additions	43	26	68	65
Amortization	(46)	(71)	(97)	(132)
Change in valuation allowance	(1)	1	13	11
Balance at end of period, net	$368	$414	$368	$ 414
Valuation allowance at beginning of period	$ 46	$ 74	60	$ 84
Change in valuation allowance	1	(1)	(13)	(11)
Valuation allowance at end of period	$ 47	$ 73	$ 47	$ 73

The Company evaluates MSRs for impairment by stratifying MSRs based on the predominant risk characteristics of the underlying financial assets. At September 30, 2006 and March 31, 2006, the fair value of MSRs totaled $1.1 million. The September 30, 2006, fair value was estimated using various discount rates and a range of PSA values (the Bond Market Association's standard prepayment values) that ranged from 129 to 428.

Remaining amortization expense for the net carrying amount of MSRs at September 30, 2006 is estimated as follows (in thousands):

Year Ending March 31,	
2007	$ 78
2008	107
2009	84
2010	45
2011	29
After 2011	25
Total	$368

11. CORE DEPOSIT INTANGIBLE

Net unamortized core deposit intangible totaled $799,000 at September 30, 2006 and $895,000 at March 31, 2006. Amortization expense related to the core deposit intangible during the six months ended September 30, 2006 and 2005 totaled $96,000 and $104,000, respectively.

Remaining amortization expense for the net core deposit intangible at September 30, 2006 was estimated to be as follows (in thousands):

Year Ending March 31,	
2007	$ 88
2008	155
2009	131
2010	111
2011	95
After 2011	219
Total	$799

12. BORROWINGS

Borrowings are summarized as follows (in thousands):

	At September 30, 2006	At March 31, 2006
Federal Home Loan Bank advances	$90,000	$46,100
Weighted average interest rate:	5.34%	4.65%

Borrowings have the following maturities at September 30, 2006 (in thousands):

2007	85,000
2008	5,000
Total	$90,000

13. JUNIOR SUBORDINATED DEBENTURE

Riverview Bancorp Statutory Trust I (the "Trust"), a wholly-owned subsidiary trust established by the Company, issued $7.0 million of Floating Rate Capital Securities (the "Trust Preferred Securities") in December 2005 with a liquidation value of $1,000 per share. The Trust Preferred Securities are due in 30 years, redeemable at par after five years and pay distributions at a floating rate based on London Interbank Offered Rate ("LIBOR"). The Trust Preferred Securities represent undivided beneficial interests in the Trust, which was established for the purpose of issuing the Trust Preferred Securities. The Trust Preferred Securities were sold in a private transaction exempt from registration under the Securities Act of 1933, as amended (the "Act") and have not been registered under the Act. The Trust Preferred Securities may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

The Trust used the proceeds from the sale of the $7.0 million of Trust Preferred Securities and the sale of $217,000 of the trust's common securities to the Company to purchase $7.2 million of Floating Rate Junior Subordinated Debentures ("Debentures") of the Company. The Company's obligations under the Debentures and related documents, taken together, constitute a full and unconditional guarantee by the Company of the obligations of the trust. The Trust Preferred Securities are mandatory redeemable upon the maturity of the Debentures, or upon earlier redemption as provided by the Debenturess. The Company has the right to redeem the Debentures in whole or in part after year 5 on any coupon date, at a redemption price specified by the Debentures plus any accrued but unpaid interest to the redemption date.

The Debentures issued by the Company to the Trust totaling $7.0 million, are reflected in the Company's Consolidated Balance Sheets in the liabilities section at September 30, 2006, under the caption "Junior subordinated debenture." Interest expense on the Debentures is recorded in the interest expense on borrowings in the Consolidated Statements of Income. The Company recorded $217,000 in other assets in the Consolidated Balance Sheets at September 30, 2006, for the common capital securities issued by the Trust. Proceeds from the Trust Preferred Securities totaling $5.0 million were invested in the Bank and the Company retained the remaining $2.0 million for general corporate purposes.

The following table is a summary of the terms of the Trust Preferred Securities at September 30, 2006:

Issuance trust	Issuance Date	Amount Out-standing	Rate Type (1)	Initial Rate	Rate at 9/30/06	Maturing Date
	(Dollars in thousands)					
Riverview Bancorp, Inc. Statutory Trust 1	12/2005	$7,000	Variable	5.88%	6.75%	12/2035

(1) The Trust Preferred Securities reprice quarterly.

The Trust Preferred Securities qualify as Tier 1 capital of the Bancorp to the extent permitted by Federal Reserve Board regulations.

14. NEW ACCOUNTING PRONOUNCEMENTS

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements." SFAS 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS 157 is effective for the Company on April 1, 2008 and is not expected to have a material effect on the Company's consolidated financial statements.

In September 2006, the Securities and Exchange Commission issued Staff Accounting Bulleting No. 108 ("SAB 108"). SAB 108 provides interpretive guidance on how the effects of the carryover or reversal of prior year misstatements should be considered in quantifying a potential current year misstatement. Prior to SAB 108, Companies might evaluate the materiality of financial-statement misstatements using either the income statement or balance approach, with the income statement approach focusing on new misstatements added in the current year, and the balance sheet approach focusing on the cumulative amount of misstatement present in a company's balance sheet. Misstatements that would be material under one approach could be viewed as immaterial under another approach, and not be corrected. SAB 108 now requires that companies view financial statement misstatements as material if they are material according to either the income statement or balance sheet approach. SAB 108 is effective for the Company for all financial statements issued by the Company after November 15, 2006 and is not expected to have a material effect on the Company's consolidated financial statements.

In July 2006, FASB issued FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement No 109 ("FIN 48"). FIN 48 establishes a recognition threshold and measurement for income tax positions recognized in an enterprise's financial statements in accordance with FASB Statement No. 109, Accounting for Income Taxes. FIN 48 also prescribes a two-step evaluation process for tax positions. The first step is recognition and the second is measurement. For recognition, an enterprise judgmentally determines whether it is more-likely-than-not that a tax position will be sustained upon examination, including resolution of related appeals or litigation processes, based on the technical merits of the position. If the tax position meets the more-likely-than-not recognition threshold it is measured and recognized in the financial statements. If a tax position does not meet the more-likely-than-not recognition threshold, the benefit of that position is not recognized in the financial statements. Tax positions that meet the more-likely-than-not recognition threshold at the effective date of FIN 48 may be recognized or, continue to be recognized, upon adoption of this Interpretation. The cumulative effect of applying the provisions of FIN 48 shall be reported as an adjustment to the opening balance of retained earnings for that fiscal year. FIN 48 is effective for fiscal years beginning after December 15, 2006. The Company is currently analyzing the effects of FIN 48.

15. COMMITMENTS AND CONTINGENCIES

Off-balance sheet arrangements. The Company is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments generally include commitments to originate mortgage, commercial and consumer loans, and involve to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the balance sheet. The Company's maximum exposure to credit loss in the event of nonperformance by the borrower is represented by the contractual amount of those instruments. Because some commitments may expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Company uses the same credit policies in making commitments as it does for on-balance sheet instruments. Commitments to extend credit are conditional and are honored for up to 45 days subject to the Company's usual terms and conditions. Collateral is not required to support commitments. The allowance for unfunded loan commitments was $385,000 at September 30, 2006.

Standby letters of credit are conditional commitments issued by the Bank to guarantee the performance of a customer to a third party. Those guarantees are primarily used to support public and private borrowing arrangements. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. Collateral held varies and is required in instances where the Bank deems necessary.

The following is a summary of commitments and contingent liabilities with off-balance sheet risk as of September 30, 2006 (in thousands):

	Contract or Notional Amount
Commitments to originate loans:	
Adjustable-rate	$ 42,309
Fixed-rate	4,924
Standby letters of credit	1,989
Undisbursed loan funds, and unused lines of credit	189,977
Total	$239,199

At September 30, 2006 the Company had firm commitments to sell $197,000 of residential loans to FHLMC. These agreements are short term fixed rate commitments and no material gain or loss is likely.

Other Contractual Obligations. In connection with certain asset sales, the Bank typically makes representations and warranties about the underlying assets conforming to specified guidelines. If the underlying assets do not conform to the specifications, the Bank may have an obligation to repurchase the assets or indemnify the purchaser against loss. At September 30, 2006, loans under warranty totaled $111.7 million, which substantially represents the unpaid principal balance of the Company's loans serviced for others portfolio. The Bank believes that the potential for loss under these arrangements is remote. Accordingly, no contingent liability is recorded in the financial statements.

At September 30, 2006 scheduled maturities of certificates of deposit, FHLB advances and future minimum operating lease commitments were as follows (in thousands):

	Within 1 Year	Over 1-3 Years	Over 3-5 Years	Over 5 Years	Total Balance
Certificates of deposit	$144,972	$51,391	$6,133	$3,917	$206,413
FHLB advances	85,000	5,000	-	-	90,000
Operating leases	1,632	3,173	1,932	4,696	11,433
Total other contractual obligations	$231,604	$59,564	$8,065	$8,613	$307,846

The Company is party to litigation arising in the ordinary course of business. In the opinion of management, these actions will not have a material adverse effect, if any, on the Company's financial position, results of operations, or liquidity.

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

Management's Discussion and Analysis and other portions of this report contain certain forward-looking statements concerning the future operations of the Company. Management desires to take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and is including this statement for the express purpose of availing the Company of the protections of the safe harbor with respect to all forward-looking statements contained in this Quarterly Report. The Company has used forward-looking statements to describe future plans and strategies, including its expectations of future financial results. Management's ability to predict results or the effect of future plans or strategies is

inherently uncertain. Factors which could affect actual results include interest rate trends, the general economic climate in the Company's market area and the country as a whole, the ability of the Company to control costs and expenses, deposit flows, demand for mortgages and other loans, pricing of products and services, real estate values and vacancy rates, the ability of the Company to efficiently incorporate acquisitions into its operations, competition, loan delinquency rates, technological factors affecting operations and changes in federal and state regulation. These factors should be considered in evaluating the forward-looking statements, and undue reliance should not be placed on such statements. The Company undertakes no obligation and specifically disclaims any obligation to publish revised forward-looking statements to reflect the occurrence of unanticipated events or circumstances after the date hereof. These risks could cause our actual results for 2006 and beyond to differ materially from those expressed in any forward-looking statements by, or on behalf of, the Company.

As used throughout this report, the terms "we", "our", "us", or the "Company" refer to Riverview Bancorp, Inc. and its consolidated subsidiaries.

Critical Accounting Policies

Critical accounting policies and estimates are discussed in our 2006 Form 10-K under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operation   Critical Accounting Policies." That discussion highlights estimates the Company makes that involve uncertainty or potential for substantial change. There have not been any material changes in our critical accounting policies and estimates as compared to that contained in our disclosure in the Company's 2006 Form 10-K.

Non-GAAP Financial Information

This report contains certain financial information determined by methods other than in accordance with accounting principles generally accepted in the United States of America (GAAP). These measures include net interest income on a fully tax equivalent basis and net interest margin on a fully tax equivalent basis. Our management uses these non-GAAP measures in its analysis of our performance. The tax equivalent adjustment to net interest income recognizes the income tax savings when comparing taxable and tax-exempt assets and assumes a 34% tax rate. Management believes that it is a standard practice in the banking industry to present net interest income and net interest margin on a fully tax equivalent basis, and accordingly believes that providing these measures may be useful for peer comparison purposes. These disclosures should not be viewed as substitutes for the results determined to be in accordance with GAAP, nor are they necessarily comparable to non-GAAP performance measures that may be presented by other companies. Reconciliations of net interest income on a fully tax equivalent basis to net interest income and net interest margin [not clear what is being shown in the table] on a fully tax equivalent basis to net interest margin are contained in the tables under "Interest Expense." [amend as appropriate and add explanation re efficiency ratio]

Executive Overview

Financial Highlights. Net income for the three months ended September 30, 2006 was $3.0 million, or $0.26 per basic share ($0.26 per diluted share), compared to net income of $2.6 million, or $0.23 per basic share ($0.22 per diluted share) for the three months ended September 30, 2005. Net interest income after provision for loan losses increased $882,000 compared to the same quarter last year. Non-interest income increased in the categories of asset management fees, gain on sale of loans held for sale, loan servicing income and bank-owned life insurance. These increases were partially offset by decreases in fees and service charges and a smaller gain on sale of credit card portfolio. The Company's operating results also reflect the fact that non-interest expenses were relatively unchanged at $6.3 million for the periods ended September 30, 2006 and 2005.

The annualized return on average assets was 1.45% for the three months ended September 30, 2006, compared to 1.40% for the three months ended September 30, 2005. For the same periods, the annualized return on average common equity was 12.22% compared to 11.36% respectively. The efficiency ratio, which is defined as the percentage of non-interest expenses to total revenue excluding intangible asset amortization, was 54.31% for the second quarter of fiscal 2007 as compared to 58.28% for the same period last year.

The Company is a progressive community-oriented financial institution, which emphasizes local, personal service to residents of its primary market area. The Company considers Clark, Cowlitz, Klickitat and Skamania counties of Washington along with Multnomah and Marion counties of Oregon as its primary market area. The Company is engaged primarily in the business of attracting deposits from the general public and using these funds in its primary market area to originate mortgage loans secured by commercial real estate, one- to four- family residential real estate, multi-family construction loans for these types of properties, and non-mortgage loans providing financing for business or "commercial" and consumer purposes. Commercial real estate loans (including commercial real estate construction loans) and commercial loans have grown from 30.0% and 7.98% of the loan portfolio, respectively, at March 31, 2002 to 58.7% and

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9.4% of the loan portfolio, respectively, at September 30, 2006. A significant increase in loans came from the April 2005 acquisition of American Pacific Bank ("APB") . The Company's strategic plan includes targeting the commercial banking customer base in its primary market area, specifically small and medium size businesses, professionals and wealth building individuals. In pursuit of these goals, the Company emphasizes controlled growth and the diversification of its loan portfolio to include a significant amount of commercial and commercial real estate loans. A related goal is to increase the proportion of personal and business checking account deposits used to fund these new loans. Significant portions of our commercial and commercial real estate loans carry adjustable rates, higher yields or shorter terms and higher credit risk than traditional fixed-rat one- to four- family residential mortgages. Our strategic plan also stresses increased emphasis on non-interest income, including asset management fees and deposit service charges. Our strategic plan is designed to enhance earnings, reduce interest rate risk and provide a more complete range of financial services to customers and the local communities the Company serves. We believe we are well positioned to attract new customers and to increase our market share given that our administrative headquarters and ten of our 17 branches are located in Clark County, one of the fastest growing counties in the State of

Washington according to the U.S. Census Bureau. The Company's acquisition of APB positions it for growth in the vibrant Portland, Oregon market as well.

In order to support our strategy of growth without compromising local, personal service to customers and its commitment to asset quality, the Company has made significant investments in experienced branch, lending, asset management and support personnel and has incurred significant costs in facility expansion and in our infrastructure. The Company's non-interest expense reflect this investment and will remain relatively high as a percentage of our average assets for the foreseeable future due to the emphasis on growth and local, personal service. Controlling our non-interest expenses remains a high priority for the Company's management.

The Company continuously reviews new products and services to provide its customers more financial options. With our emphasis on the growth of non-interest income and control of non-interest expense, all new technology and services are generally reviewed for business development and cost saving purposes. In-house processing of checks and check imaging has supported the Bank's increased service to customers and at the same time has increased efficiency. The Company continues to experience growth in customer use of online banking services. Our customers are able to conduct a full range of services on a real-time basis, including balance inquiries, transfers and electronic bill paying. Our online service has also enhanced the delivery of cash management services to commercial customers.

With our home office and six branches located in Vancouver, Washington and branch offices located in Camas, Washougal, Stevenson, White Salmon, Battle Ground, Goldendale and Longview, Washington, the Company continues to provide local, personal service to its customers located in Southwest Washington. The acquisition of APB resulted in three offices in Oregon, two in the Portland metropolitan area and one in Aumsville, Oregon. The market area for lending and deposit taking activities encompasses Clark, Cowlitz, Skamania and Klickitat Counties throughout the Columbia River Gorge area of Washington, and Multnomah and Marion Counties in Oregon.

The Company operates a trust and financial services company, RAMCorp., located in downtown Vancouver. Riverview Mortgage, a mortgage broker division of the Company, originates mortgage (including construction) loans for various mortgage companies in the Portland metropolitan area, as well as for the Bank. Riverview Services, Inc. acts as trustee for deeds of trust on mortgage loans granted by the Bank. Business banking services are offered by the Business and Professional Banking Division located at both the downtown Vancouver and Portland branches.

Vancouver, located in Clark County, is north of Portland, Oregon. Several large employers including Sharp Microelectronics, Hewlett Packard, Georgia Pacific, Underwriters Laboratory and Wafer Tech are located in Southwestern Washington. Major employers in Portland include Intel Corp., Providence Health System, Fred Meyer, Legacy Health System and Kaiser Permanente. In addition to the expanding industry base, the Columbia River Gorge is a popular tourist destination, generating revenue for all the communities within the area. As a result, the area's economy has become less dependent on the timber industry.

Comparison of Financial Condition at September 30, 2006 and March 31, 2006

At September 30, 2006, the Company had total assets of $844.4 million, compared with $763.8 million at March 31, 2006. The $80.6 million increase in total assets was primarily attributable to the organic growth in the loan portfolio and increase in cash.

Cash, including interest-earning accounts, totaled $43.4 million at September 30, 2006, compared to $31.3 million at March 31, 2006.

Loans held for sale at September 30, 2006 totaled $197,000, compared to $65,000 at March 31, 2006. The balance of loans held for sale can vary significantly from period to period reflecting the interest rate environment, loan demand by borrowers, and loan origination for sale by mortgage brokers versus loan origination for the Company's loan portfolio. The Company originates fixed-rate residential loans for sale in the secondary market and retains the related loan servicing

rights. Selling fixed interest rate mortgage loans allows the Company to reduce the interest rate risk associated with long term, fixed interest rate products. The sale of loans also makes additional funds available to make new loans and diversify the loan portfolio. The Company continues to service the loans it sells, maintaining the customer relationship and generating ongoing non-interest income.

Loans receivable, net, totaled $690.7 million at September 30, 2006, compared to $623.0 million at March 31, 2006, an increase of $67.6 million. Increases were experienced in residential loans of $3.1 million, one-to-four family construction loans of $9.5 million, commercial real estate construction loans of $4.4 million, commercial of $6.2 million, land of $13.4 million and commercial real estate of $30.5 million. A substantial portion of the loan portfolio is secured by real estate, either as primary or secondary collateral, located in the Company's primary market areas.

Investment securities available-for-sale totaled $23.0 million at September 30, 2006, compared to $24.0 million at March 31, 2006. The decrease was attributable to maturities and scheduled cash flows.

Mortgage-backed securities available-for-sale totaled $7.4 million at September 30, 2006, compared to $8.1 million at March 31, 2006. The decrease is attributable to maturities and scheduled cash flows.

Goodwill was $25.6 million at September 30, 2006 and March 31, 2006. As of September 30, 2006, there have been no events or changes in circumstances that would indicate a potential impairment.

Core deposit intangible decreased $96,000 to $799,000 at September 30, 2006 from $895,000 at March 31, 2006 due to amortization.

Bank owned life insurance increased to $13.4 million at September 30, 2006, from $13.7 million at March 31, 2006, reflecting an increase in the cash surrender value of the policies.

Deposits totaled $640.4 million at September 30, 2006, compared to $607.0 million at March 31, 2006. As market interest rates have increased, the balances in the interest checking accounts and money market deposit accounts have increased. At September 30, 2006 the balance of interest checking accounts had increased $24.2 million to $153.6 million from $129.4 million at March 31, 2006. Money market deposit accounts totaled $145.6 million at September 30, 2006 compared to $137.4 million at March 31, 2006. Certificates of deposit balance at September 30, 2006 and March 31, 2006 were $206.4 million and $207.1 million, respectively.

FHLB advances totaled $90.0 million at September 30, 2006 and $46.1 million at March 31, 2006. This $43.9 million increase along with our deposit growth was used to fund the increases in our loan portfolio and cash accounts.

Shareholders' Equity and Capital Resources

Shareholders' equity increased $4.1 million to $95.8 million at September 30, 2006 from $91.7 million at March 31, 2006. The increase in equity of $5.6 million from earnings for the six months was partially offset by cash dividends declared to shareholders of $2.2 million. Exercise of stock options, earned ESOP shares and the net of tax effect of SFAS No. 115 adjustment to securities comprised the remaining $700,000 increase.

The Bank is subject to various regulatory capital requirements administered by the Office of Thrift Supervision ("OTS"). Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of the Bank's assets, liabilities and certain off-balance sheet items as calculated in accordance with regulatory accounting practices. The Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk, weightings and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios of total capital to risk-weighted assets, Tier I capital to risk-weighted assets, core capital to total assets and tangible capital to tangible assets (set forth in the table below). Management believes the Bank meets all capital adequacy requirements to which it is subject as of September 30, 2006.

To be categorized as "well capitalized," the Bank must maintain minimum total capital and Tier I capital to risk-weighted assets, core capital to total assets and tangible capital to tangible assets (set forth in the table below). There are no conditions or events since that notification that management believes have changed the Bank's category.

The Bank's actual and required minimum capital amounts and ratios are presented in the following table (dollars in thousands):

	Actual		For Capital Adequacy Purposes		Categorized as "Well Capitalized" Under Prompt Corrective Action Provision	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
September 30, 2006						
Total Capital:						
(To Risk-Weighted Assets)	$79,975	10.76%	$59,483	8.0%	$74,354	10.0%
Tier I Capital:						
(To Risk-Weighted Assets)	71,951	9.68	29,741	4.0	44,612	6.0
Tier I Capital:						
(To Adjusted Tangible						

Assets)	71,951	8.85	24,383	3.0	40,639	5.0
Tangible Capital:						
(To Tangible Assets)	71,951	8.85	12,192	1.5	N/A	N/A

	Actual		For Capital Adequacy Purposes		Categorized as "Well Capitalized" Under Prompt Corrective Action Provision	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
March 31, 2006						
Total Capital:						
(To Risk-Weighted Assets)	$78,469	11.48%	$54,688	8.0%	$68,361	10.0%
Tier I Capital:						
(To Risk-Weighted Assets)	71,248	10.42	27,344	4.0	41,016	6.0
Tier I Capital:						
(To Adjusted Tangible Assets)	71,248	9.70	22,038	3.0	36,730	5.0
Tangible Capital:						
(To Tangible Assets)	71,248	9.70	11,019	1.5	N/A	N/A

The following table is a reconciliation of the Bank's capital, calculated according to generally accepted accounting principles to regulatory tangible and risk-based capital at September 30, 2006 (in thousands):

Equity	$ 98,573
Net unrealized securities loss	170
Goodwill and other intangibles	(26,755)
Servicing asset	(37)
Tangible capital	71,951
General valuation allowance	8,024
Total capital	$ 79,975

Liquidity

The Bank's primary sources of funds are customer deposits, proceeds from principal and interest payments on loans, proceeds from the sale of loans, maturing securities and FHLB advances. While maturities and scheduled amortization of loans are a predictable source of funds, deposit flows and mortgage prepayments are greatly influenced by general interest rates, economic conditions and competition.

The Bank must maintain an adequate level of liquidity to ensure the availability of sufficient funds to fund loan originations ,deposit withdrawals and continuing operations, satisfy other financial commitments and take advantage of investment opportunities. The Bank generally maintains sufficient cash and short-term investments to meet short-term liquidity needs. At September 30, 2006, cash totaled $43.5 million, or 5.1%, of total assets. The Bank has a line of credit with the FHLB of Seattle in the amount of 30% of total assets to the extent the Bank provides qualifying collateral and holds sufficient FHLB stock. At September 30, 2006, the Bank had $90.0 million in outstanding advances from the FHLB of Seattle under an available credit facility of $237.9 million, limited to available collateral. The Bank also had a $10.0 million line of credit available from Pacific Coast Bankers Bank and a $5.0 million borrowing capability at the Federal Reserve discount window at September 30, 2006. The Bank had no borrowings outstanding under either of these credit arrangements at September 30, 2006.

Sources of capital and liquidity for the Company on a stand-alone basis include distributions from the Bank and the issuance of debt or equity securities. Dividends and other capital distributions from the Bank are subject to regulatory restrictions.

Off-Balance Sheet Arrangements and Other Contractual Obligations

Through the normal course of operations, the Company enters into certain contractual obligations and other commitments. Obligations generally relate to funding of operations through deposits and borrowings as well as leases for premises. Commitments generally relate to lending operations.

The Company has obligations under long-term operating leases, principally for building space and land. Lease terms generally cover a five-year period, with options to extend, and are not subject to cancellation.

The Company has commitments to originate fixed and variable rate mortgage loans to customers. Because some commitments expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. Undisbursed loan funds and unused lines of credit include funds not disbursed, but committed to construction projects and home equity and commercial lines of credit. Standby letters of credit are conditional commitments issued by the Company to guarantee the performance of a customer to a third party.

For further information regarding the Company's off-balance sheet arrangements and other contractual obligations, see Note 16 of the Notes to Consolidated Financial Statements contained herein.

Asset Quality

The allowance for loan losses was $8.3 million at September 30, 2006 and $7.2 million at March 31, 2006. Management believes the allowance for loan losses at September 30, 2006 is adequate to cover probable credit losses existing in the loan portfolio at that date. The allowance for loan losses is maintained at a level sufficient to provide for estimated loan losses based on evaluating known and inherent risks in the loan portfolio. Pertinent factors considered include size and composition of the portfolio, actual loss experience, industry trends and data, current economic conditions, and detailed analysis of individual loans. The appropriate allowance level is estimated based upon factors and trends identified by management at the time the consolidated financial statements are prepared. Commercial loans are considered to involve a higher degree of credit risk than one to four-family residential loans, and tend to be more vulnerable to adverse conditions in the real estate market and deteriorating economic conditions. While management believes the estimates and assumptions used in its determination of the adequacy of the allowance are reasonable, no assurances, however, can be given that such estimates and assumptions will not be proven incorrect in the future, or that the actual amount of future provisions will not exceed the amount of past provisions or that any increased provisions that may be required will not adversely impact our financial condition and results of operations. In addition, the determination of the amount of the Bank's allowance for loan losses is subject to review by bank regulators, as part of the routine examination process, which may result in the establishment of additional reserves based upon their judgment of information available to them at the time of their examination.

Non-performing assets were $1.7 million, or 0.20% of total assets at September 30, 2006, compared with $415,000 or 0.05% of total assets at March 31, 2006. The $1.7 million balance of nonaccrual loans is composed of one commercial loan and two commercial real estate loans. The following table sets forth information regarding the Company's non-performing assets.

	September 30, 2006	March 31, 2006
	(Dollars in thousands)	
Loans accounted for on a nonaccrual basis:		
Commercial real estate	$1,659	$415
Commercial	45	-
Consumer	-	-
Total	1,704	415
Accruing loans which are contractually past due 90 days or more	-	-
Total of nonaccrual and 90 days past due loans	1,704	415
Real estate owned (net)	-	-
Total non-performing assets	$1,704	$415
Total loans delinquent 90 days or more to net loans	0.24%	0.07%
Total loans delinquent 90 days or more to total assets	0.20%	0.05%
Total non-performing assets to total assets	0.20%	0.05%

As of September 30, 2006 and March 31, 2006, other loans of concern totaled $4.2 million and $3.7 million, respectively. Other loans of concern consist of loans with respect to which known information concerning possible credit problems with the borrowers or the cash flows of the collateral securing the respective loans has caused management to be concerned about the ability of the borrowers to comply with present loan repayment terms, which may result in the future inclusion of such loans in the nonaccrual category.

Comparison of Operating Results for the Three Months Ended September 30, 2006 and 2005

Net Interest Income. The Company's profitability depends primarily on its net interest income, which is the difference between the income it receives on interest-earning assets and its cost of funds, which consists of interest paid on deposits and borrowings. Net interest income is also affected by the relative amounts of interest-earning assets and interest-bearing liabilities. When interest-earning assets equal or exceed interest-bearing liabilities, any positive interest rate spread will generate net interest income. The level of non-interest income and expenses also affects the Company's profitability. Non-interest income includes deposit service fees, income associated with the origination and sale of mortgage loans, brokering loans, loan servicing fees, income from real estate owned, net gains on sales of assets, bank-owned life insurance income and asset management fee income. Non-interest expenses include compensation and benefits, occupancy and equipment expenses, deposit insurance premiums, data servicing expenses and other operating costs. The Company's results of operations are also significantly affected by general economic and competitive conditions, particularly changes in market interest rates, government legislation and regulation, and monetary and fiscal policies.

Net interest income for the three months ended September 30, 2006 was $9.1 million, representing a $1.0 million, or 12.8% increase, from $8.1 million during the same prior year period. This improvement reflected a 11.8% increase in the average balance of interest earning assets as a result of increased loan originations primarily in commercial loans, partially offset by a 13.4% increase in the average balance of interest-bearing liabilities to $610.4 million for the three months ended September 30, 2006 from $538.5 million for the comparable period in 2005 primarily as a result of the increase in FHLB borrowings and to a lesser extent, deposit growth. Average interest-earning assets to average interest-bearing liabilities totaled 119.63% for the three-month period ended September 30, 2006 compared to 121.34% in the same prior year period. The net interest margin for the quarter ended September 30, 2006 was 4.97% compared to 4.93% at September 30, 2005, respectively. The Bank's sizeable adjustable rate loan portfolio and emphasis on consumer, commercial loans and construction loans with relatively short-terms to maturity has contributed to minimizing the negative impact of the currently slightly inverted yield curve.

Interest Income. Interest income increased $3.7 million, or 31.5%, to $15.3 million for the three months ended September 30, 2006 compared to $11.6 million, for the three months ended September 30, 2005. The yield on interest-

earning assets was 8.32% for the three months ended September 30, 2006 compared to 7.08% for the same three months ended September 30, 2005. The Federal Reserve Board has increased federal funds interest rates eight times, resulting in improved yields on both loans and investments upon repricing to the higher current interest rates.

The Bank did not receive a dividend on FHLB of Seattle stock during the quarters ended September 30, 2006 and September 30, 2005. The FHLB of Seattle has been operating under a regulatory directive since May 2005 and has announced that all future dividends will be suspended until its financial position and performance improve.

Interest Expense. Interest expense increased $2.7 million to $6.2 million for the three months ended September 30, 2006, or 74.4% compared to $3.5 million for the three months ended September 30, 2005. Average interest-bearing liabilities increased $72.0 million to $610.5 million for the three months ended September 30, 2006 compared to $538.5 million for the same prior year period. The significant increase in interest expense primarily resulted from the higher rates of interest paid on deposits and FHLB borrowings attributable to Federal Reserve Board short-term interest rate increases during the last year. The weighted average interest rate on total deposits increased to 3.76% for the three months ended September 30, 2006 from 2.46% for the same period in the prior year. The weighted average cost of FHLB borrowings, junior subordinated debenture and capital lease obligations increased to 5.46% for the three months ended September 30, 2006 from 4.16% for same period in the prior year.

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The following table sets forth, for the periods indicated, information regarding average balances of assets and liabilities as well as the total dollar amounts of interest income from average interest-earning assets and interest expense on average interest-bearing liabilities, resultant yields, interest rate spread, ratio of interest-earning assets to interest-bearing liabilities and net interest margin.

	Three Months Ended September 30,					
	2006			2005		
	Average Balance	Interest and Dividends	Yield/ Cost	Average Balance	Interest and Dividends	Yield/ Cost
	(Dollars in thousands)					
Interest-earning assets:						
Real estate loans	$583,779	$12,709	8.64%	$479,397	$ 9,294	7.69%
Non-real estate loans	99,599	2,125	8.46	100,700	1,716	6.76
Total net loans (1)	683,378	14,834	8.61	580,097	11,010	7.53
Mortgage-backed securities (2)	9,352	109	4.62	12,668	138	4.32
Investment securities (2)(3)	23,009	284	4.90	24,250	260	4.25
Daily interest-bearing assets	7,002	92	5.21	29,034	248	3.39
Other earning assets (4)	7,567	4	0.21	7,350	-	-
Total interest-earning assets	730,308	15,323	8.32	653,399	11,656	7.08
Non-interest-earning assets:						
Office properties and equipment, net	19,486			10,029		
Other non-interest-earning assets	61,498			62,076		
Total assets	$811,292			$725,504		
Interest-bearing liabilities:						
Regular savings						

accounts	$ 34,242	47	0.55	$ 38,507	53	0.55
Interest checking accounts	148,320	1,221	3.27	131,771	505	1.52
Money market deposit accounts	141,966	1,524	4.26	125,407	824	2.61
Certificates of deposit	193,854	2,116	4.33	196,782	1,677	3.38
Total deposits	518,382	4,908	3.76	492,467	3,059	2.46
Other interest-bearing liabilities	92,065	1,267	5.46	46,003	482	4.16
Total interest-bearing liabilities	610,447	6,175	4.01	538,470	3,541	2.61
Non-interest-bearing liabilities:						
Non-interest-bearing deposits	96,736			88,650		
Other liabilities	7,548			8,926		
Total liabilities	714,731			636,046		
Shareholders' equity	96,561			89,458		
Total liabilities and shareholders' equity	$811,292			$725,504		
Net interest income		$ 9,148			$ 8,115	
Interest rate spread			4.31%			4.47%
Net interest margin			4.97%			4.93%
Ratio of average interest-earning assets to average interest-bearing liabilities			119.63%			121.34%
Tax equivalent adjustment (3)		$ 21			$ 22	

(1) Includes non-accrual loans.

(2) For purposes of the computation of average yield on investments available for sale, historical cost balances were utilized; therefore, the yield information does not give effect to changes in fair value that are reflected as a component of shareholders' equity.

(3) Tax-equivalent adjustment relates to non-taxable investment interest income. Interest and rates are presented on a fully taxable equivalent basis under a tax rate of 34%.

(4) The FHLB of Seattle has been operating under a regulatory directive since May 2005 and has announced that all future dividends will be suspended until its financial position and performance improves.

The following table sets forth the effects of changing rates and volumes on net interest income of the Company for the quarter ended September 30, 2006 compared to the quarter ended September 30, 2005. Variances that were immaterial have been allocated based upon the percentage relationship of changes in volume and changes in rate to the total net change.

	Three Months Ended September 30, 2006 vs. 2005		
	Increase (Decrease) Due to		Total Increase
	Volume	Rate	(Decrease)
	(In thousands)		
Interest Income:			
Real estate loans	$2,181	$1,234	$3,415
Non-real estate loans	(19)	428	409
Mortgage-backed securities	(38)	9	(29)
Investment securities (1)	(14)	38	24
Daily interest-bearing	(247)	91	(156)
Other earning assets	-	4	4
Total interest income	1,863	1,804	3,667
Interest Expense:			
Regular savings accounts	(6)	-	(6)
Interest checking accounts	70	646	716
Money market deposit accounts	121	579	700
Certificates of deposit	(25)	464	439
Other interest-bearing liabilities	598	187	785
Total interest expense	758	1,876	2,634
Net interest income (1)	$1,105	$ (72)	$1,033

(1) Net interest income as reported	$9,127
Taxable equivalent effect	21
Net interest income on a fully tax equivalent basis	$9,148

Provision for Loan Losses. The provision for loan losses for the three months ended September 30, 2006 was $600,000, compared to $450,000 for the same period in the prior year. Net recoveries for the current period were $37,000, compared to net charge-offs of $224,000 for the same period last year. The ratio of allowance for credit losses and unfunded loan commitments to total net loans was 1.24% at September 30, 2006, compared to 1.22% at September 30, 2005. Annualized net recoveries to average net loans for the three-month period ended September 30, 2006 was 0.02% compared to annualized net charge-offs of 0.15% for the same period in the prior year. During the quarter ended September 30, 2006, management evaluated known and inherent risks in the loan portfolio and based on the analysis and changes were made in the estimation, assumptions and allocation of the allowance for loan losses to reflect the changing housing market. The estimated loan loss rate was increased by 0.125% to 1.125% for speculative construction loans [for properties not under contract], land and lots for development loans and raw land loans to cover the probable losses inherent in the loan portfolio. Management considered the allowance for loan losses at September 30, 2006 to be adequate to cover probable losses inherent in the loan portfolio based on the assessment of various factors affecting the loan portfolio as described above under "Asset Quality".

Non-Interest Income. Non-interest income decreased $200,000 to $2.3 million for the quarter ended September 30, 2006 compared to $2.5 million for the quarter ended September 30, 2005. Increases in asset management fees, loan servicing income, gains on sale of loans held for sale and bank owned life insurance partially offset the lower fees and service charges and gains on sale of credit card portfolio. The decrease of $149,000 in fees and service charges reflects the sale during the second quarter of fiscal year 2006 of the credit card portfolio acquired from APB and reduced mortgage broker fee income. During the first quarter of fiscal year 2007, the Bank sold another credit card portfolio with a balance of approximately $475,000 for a gain of $66,000. These sales from our credit card portfolio contributed to the decline in credit card fees during the current quarter of approximately $95,000 when compared to the same period in the prior year. Asset management fees from fiduciary services increased by $113,000 to $455,000 for the quarter ended September 30, 2006, compared to $342,000 for the quarter ended September 30, 2005. RAM Corp. had $276.3 million in total assets under management at September 30, 2006, compared to $212.3 million at September 30, 2005.

In the current quarter, gains on the sale of loans increased $34,000 to $111,000 as mortgage refinance activity increased our ability to originate loans for sale compared to $77,000 for the quarter ended September 30, 2005.

Non-Interest Expense. Non-interest expense remained relatively unchanged at $6.3 million unchanged for both three-month periods ended September 30, 2006 and 2005. The principal component of the Company's non-interest expense is salaries and employee benefits. For the three months ended September 30, 2006, salaries and employee benefits, which include mortgage broker commission compensation, was $3.5 million, compared to $3.4 million for the three months ended September 30, 2005.

Occupancy and depreciation expense totaled $1.1 million for the three months ended September 30, 2006, compared to $883,000 for the three months ended September 30, 2005. The increase in occupancy and depreciation expense reflects the opening in Clark county of the Tech Center branch in the fourth quarter last year and expenses related to the Riverview Service Center, the Bank's operations center, which opened in the third quarter of fiscal year 2006.

Data processing expense decreased by $151,000 to $222,000 for the three months ended September 30, 2006 compared to the $373,000 for the three months ended September 30, 2005. The $151,000 decrease reflects savings from the April 2006 change in service bureaus that perform the Bank's core computer system processing.

The amortization expense of core deposit intangible ("CDI") was $46,000 for the three months ended September 30, 2006 compared to $55,000 for the prior year period. The acquisition of APB and its $79.8 million in deposits created a $526,000 CDI, representing the excess of cost over fair market value of acquired deposits. The acquisition of Today's Bank in July 2003 created CDI of

$820,000. CDI is amortized over a ten-year life using an accelerated amortization method.

Professional fees totaled $198,000 for the three months ended September 30, 2006; a $190,000 decrease compared to the $388,000 total for the three months ended September 30, 2005. Professional fees were higher for the second quarter of the prior year due to costs related to the implementation of the Sarbanes-Oxley regulations.

Other non-interest expense decreased $15,000 for the three months ended September 30, 2006 to $536,000, compared to $551,000 for the three months ended September 30, 2005.

Provision for Income Taxes. Provision for income taxes was $1.6 million for the three months ended September 30, 2006, compared to $1.3 million for the three months ended September 30, 2005. The effective tax rate for three months ended September 30, 2006 was 34.6% compared to 33.7% for the three months ended September 30, 2005. The effective tax rate increased from the prior year's quarter primarily as a result of phase in to higher statutory tax rate of 35% due to higher income [is this phase in due to higher income?] and state income taxes related to Oregon operations. The Bank has three branches in Oregon as a result of acquiring APB. The Company's overall effective tax rate at September 30, 2006 takes into account the estimated Oregon apportionment factors for property, payroll and sales.

Comparison of Operating Results for the Six Months Ended September 30, 2006 and 2005

Financial Highlights. Net income for the six months ended September 30, 2006 was $5.6 million, or $0.50 per basic share ($0.49 per diluted share), compared to net income of $4.4 million, or $0.39 per basic share ($0.39 per diluted share) for the six months ended September 30, 2005. The Company's improved operating results reflect growth in average interest earning-assets and interest-bearing liabilities, combined with a $133,000 gain on the sale of credit card portfolios.

The annualized return on average assets was 1.41% for the six months ended September 30, 2006, compared to 1.25% for the six months ended September 30, 2005. For the same periods, the annualized return on average common equity was 11.70% compared to 10.19%. The Company's efficiency ratio (non-interest expense divided by net interest income plus non-interest income was 57.84% for the six months ended September 30, 2006 as compared to 62.21% compared to the same period in the prior year.

Net Interest Income. Net interest income for the six months ended September 30, 2006 was $18.1 million, representing a $3.1 million, or a 19.4% increase, compared to $15.2 million for the same prior year period. This improvement reflected a 12.7% increase in the average balance of interest-earning assets (primarily increases in the average balance of commercial loans, partially offset by a decrease in the average balance of residential mortgage loans, and mortgage-backed securities, investment securities and daily interest earning accounts) to $711.4 million. The increase in interest-earning assets was offset by a 13.5% increase in average balance of interest-bearing liabilities (an increase in all deposit categories except savings accounts) to $592.7 million. The ratio of average interest-earning assets to average interest-bearing liabilities decreased slightly to 120.03% in the six-month period ended September 30, 2006 from 120.91% in the same prior year period. The ratio indicates that the interest-earning asset growth is being funded more by interest-bearing liabilities as compared to capital and non-interest-bearing demand deposits.

Interest Income. Interest income totaled $29.5 million and $21.9 million, for the six months ended September 30, 2006 and 2005, respectively. The increased interest income of $7.6 million reflects the 12.7% increase in the average balance of interest earning assets for the current six month period compared to the same period in the prior year, which was attributable to increased loan originations. The yield on interest-earning assets was 8.28% for the six months ended September 30, 2006 compared to 6.92% for the six months ended September 30, 2005. The increased yield in all loan categories reflects the increase in the prime rate and other indices used to originate and reprice our loans as a result of the Federal Reserve Board increasing short-term interest rates during this period.

Interest Expense. Interest expense was $11.4 million for the six months ended September 30, 2006 an increase of 70.4% from $6.7 million for the same period in the prior year. Average interest-bearing liabilities increased $70.5 million to $592.7 million for the six months ended September 30, 2006 from $522.1 million for the same prior year period. The change in interest expense reflects the higher market rates of interest paid on deposits and FHLB borrowings and the increased balance of interest-bearing liabilities when comparing average balances at September 30, 2006 and September 30, 2005. The weighted average interest rate on total deposits increased to 3.58% for the six months ended September 30, 2006 from 2.34% for the same period in the prior year. The weighted average interest rate of FHLB borrowings, junior subordinated debenture and capital lease obligations increased to 5.32% for the six months ended September 30, 2006 from 4.41% for same period in the prior year.

	Six Months Ended September 30,					
	2006			2005		
	Average Balance	Interest and Dividends	Yield/ Cost	Average Balance	Interest and Dividends	Yield/ Cost
	(Dollars in thousands)					
Interest-earning assets:						
Mortgage loans	$568,206	$24,505	8.60%	$457,198	$17,303	7.55%
Non-mortgage loans	97,023	4,098	8.42	99,490	3,304	6.62
Total net loans (1)	665,229	28,603	8.58	556,688	20,607	7.38
Mortgage-backed securities(2)	9,640	223	4.61	13,146	283	4.29
Investment securities(2)(3)	23,413	569	4.85	24,068	550	4.56
Daily interest-bearing assets	5,523	141	5.09	30,200	475	3.14
Other earning assets (4)	7,567	7	0.18	7,205	-	-

Total interest-earning assets	711,372	29,543	8.28	631,307	21,915	6.92
Non-interest-earning assets:						
Office properties and equipment, net	19,328			9,364		
Other non-interest-earning assets	61,777			58,309		
Total assets	$792,477			$698,980		
Interest-bearing liabilities:						
Regular savings accounts	$ 35,283	97	0.55%	$ 38,112	105	0.55%
Interest checking accounts	137,809	2,105	3.05	128,090	907	1.41
Money market deposit accounts	137,948	2,781	4.02	113,339	1,371	2.41
Certificates of deposit	198,041	4,147	4.18	191,076	3,147	3.28
Total deposits	509,081	9,130	3.58	470,617	5,530	2.34
Other interest-bearing liabilities	83,598	2,230	5.32	51,497	1,138	4.41
Total interest-bearing liabilities	592,679	11,360	3.82	522,114	6,668	2.55
Non-interest-bearing liabilities:						
Non-interest-bearing deposits	95,602			83,149		
Other liabilities	8,701			7,904		
Total liabilities	696,982			613,167		
Shareholders' equity	95,495			85,813		
Total liabilities and shareholders' equity	$792,477			$698,980		
Net interest income		$18,183			$15,247	
Interest rate spread			4.46%			4.37%
Net interest margin			5.10%			4.82%
Ratio of average interest-earning assets to average interest-bearing liabilities			120.03%			120.91%
Tax Equivalent Adjustment (3)		$ 43			$ 54	

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(1) Includes non-accrual loans.

(2) For purposes of the computation of average yield on investments available for sale, historical cost balances were utilized, therefore, the yield information does not give effect to change in fair value that are reflected as a component of shareholders' equity.

(3) Tax-equivalent adjustment relates to non-taxable investment interest income. Interest and rates are presented on a fully taxable-equivalent basis under a tax rate of 34%.

(4) The FHLB of Seattle has been operating under a regulatory directive since May 2005 and has announced that all future dividends will be suspended until its financial position and performance improves.

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The following table sets forth the effects of changing rates and volumes on net interest income of the Company for the six months ended September 30, 2006 compared to the six months ended September 30, 2005. Variances that were immaterial have been allocated based upon the percentage relationship of changes in volume and changes in rate to the total net change

	Six Months Ended September 30,		
	2006 vs. 2005		
	Increase (Decrease) Due to		Total Increase (Decrease)
	Volume	Rate	
	(In thousands)		
Interest Income:			
Mortgage loans	$4,579	$2,623	$7,202
Non-mortgage loans	(84)	878	794
Mortgage-backed securities	(80)	20	(60)
Investment securities (1)	(15)	34	19
Daily interest-bearing	(525)	191	(334)
Other earning assets	-	7	7
Total interest income	3,875	3,753	7,628
Interest Expense:			
Regular savings accounts	(8)	-	(8)
Interest checking accounts	74	1,124	1,198
Money market deposit accounts	346	1,064	1,410
Certificates of deposit	118	882	1,000
Other interest-bearing liabilities	820	272	1,092
Total interest expense	1,350	3,342	4,692
Net interest income (1)	$2,525	$ 411	$2,936

(1) Net interest income as reported	$18,140
Taxable equivalent effect	43
Net interest income on a fully tax equivalent basis	$18,183

Provision for Loan Losses. The provision for loan losses for the six months ended September 30, 2006 was $950,000, compared to $900,000 for the same period in the prior year. Net recoveries for the six months ended September 30, 2006 were $92,000, compared to $431,000 net charge offs for the same period of last year. The ratio of allowance for loan losses to total net loans increased to 1.18% from 1.15% at September 30, 2005. Annualized net recoveries to average net loans for the six-month period ended September 30, 2006 was 0.03% compared to annualized net charge-offs of 0.15% for the same period in the prior year. During the six months ended September 30, 2006, management evaluated known and inherent risks in the loan portfolio and changes were made in the estimation, assumptions and allocation of the allowance for loan losses to reflect the changing housing market. The estimated loan loss rate was increased by 0.125% to 1.125% for land and lots for development, speculative construction loans (for properties not under contract) and raw land loans. Management considered the allowance for loan losses at September 30, 2006 to be adequate to cover probable losses inherent in the loan portfolio based on the assessment of various factors affecting the loan portfolio as described above under "Asset Quality".

Non-Interest Income. Non-interest income decreased $263,000 or 5.6%, to $4.4 million for the six months ended September 30, 2006 from $4.7 million for the six months ended September 30, 2005. The decrease reflected the impact of reduced credit card due to the sale of credit card portfolios as discussed above and the decrease in mortgage broker fees. For the six months ended September 30, 2006 credit card fees included in fees and service charges decreased by $234,000 compared to the same period in the prior year.
Loan servicing income for the six months ended September 30, 2006 includes a $13,000 write-up to the market value of mortgage servicing rights as compared to an $11,000 write-up in market value of mortgage servicing rights for the same prior year period. For the same six-month periods in 2006 and 2005, loan-servicing income also included amortization of mortgage servicing rights of $97,000 and $132,000, respectively.

Asset management services income was $891,000 for the six months ended September 30, 2006, compared to $706,000 for the six months ended September 30, 2005. RAMCorp. had $276.3 million in total assets under management at September 30, 2006, compared to $212.3 million at September 30, 2005.

Non-Interest Expense. Non-interest expense increased $685,000, or 5.5%, to $13.0 million for the six month period ended September 30, 2006, compared to $12.4 million for the six months ended September 30, 2005.

The principal component of the Company's non-interest expense is salaries and employee benefits. For the six months ended September 30, 2006, salaries and employee benefits, which include mortgage broker commission compensation, was $7.4 million, an increase of 7.7% from $6.8 million for the six months ended September 30, 2005. Full-time equivalent employees increased to 256 at September 30, 2006 from 237 at September 30, 2005, which is principally attributable to the increase in branch and loan support staff. The addition of the Riverview Service Center, the Bank's operations center and Tech Center branch contributed to increases in occupancy, depreciation, data processing, telecommunication and other expense.

The amortization of CDI was $96,000 for the six months ended September 30, 2006 compared to $104,000 for the same period in the prior year. Data processing expense totaled $557,000 for the six months ended September 30, 2006, a $181,000 decrease from the same period in prior year reflecting the savings from the April 2006 conversion to a new service bureau performing the Bank's core computer processing.

Provision for Federal Income Taxes. Provision for federal income taxes was $3.0 million for the six months ended September 30, 2006, compared to $2.2 million for the six months ended September 30, 2005 as a result of higher income before taxes. The effective tax rate for the six months ended September 30, 2006 was 34.5% compared to 33.6% for the six months ended September 30, 2005. The Company's overall effective tax rate at September 30, 2006 takes into account Oregon apportionment factors for property, payroll and sales.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The Company's Asset Liability Committee is responsible for implementing the interest rate risk policy, which sets forth limits established by the Board of Directors of acceptable changes in net interest income, and the portfolio value from specified changes in interest rates. The OTS defines net portfolio value as the present value of expected cash flows from existing assets minus the present value of expected cash flows from existing liabilities plus the present value of expected cash flows from existing off-balance sheet contracts. The Asset Liability Committee reviews, among other items, economic conditions, the interest rate outlook, the demand for loans, the availability of deposits and borrowings, and the Company's current operating results, liquidity, capital and interest rate exposure. In addition, the Asset Liability Committee monitors asset and liability characteristics on a regular basis and performs analyses to determine the potential impact of various business strategies in controlling interest rate risk and other potential impact of these strategies upon future earnings under various interest rate scenarios. Based on these reviews, the Asset Liability Committee formulates a strategy that is intended to implement the objectives contained in its business plan without exceeding limits set forth in the Company's interest rate risk policy for losses in net interest income and net portfolio value.

There has not been any material change in the market risk disclosures contained in the 2006 Form 10-K.

Item 4. Controls and Procedures

An evaluation of the Company's disclosure controls and procedures (as defined in Rule 13(a) - 15(e) of the Securities Exchange Act of 1934) was carried out as of September 30, 2006 under the supervision and with the participation of the Company's Chief Executive Officer, Chief Financial Officer and several other members of the Company's senior management as of the end of the period covered by this report. As of April 22, 2006, the Company transitioned its financial core processing systems to new platforms. Implementation of the new systems necessarily involved changes to our procedures for control over financial reporting. The new systems were subjected to extensive testing prior to and after April 22, 2006. We have not experienced any significant difficulties to date in connection with the implementation or operation of the new system. We have not fully tested application controls covering this new system, but we plan to do so during the current year in connection with management's assessment of internal controls over financial reporting. The Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective in ensuring that the information required to be disclosed by the Company in the reports it files or submits under the Securities and Exchange Act of 1934 is (i) accumulated and communicated to the Company's management (including the Chief Executive Officer and Chief Financial Officer) in a timely manner, and (ii) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

In the quarter ended September 30, 2006, except as referenced above, the Company did not make any changes in its internal control over financial reporting that has materially affected, or is reasonably likely to materially affect these controls. The Company intends to continually review and evaluate the design and effectiveness of its disclosure controls and procedures and to improve its controls and procedures over time and to correct any deficiencies that it may discover in the future. The

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goal is to ensure that senior management has timely access to all material financial and non-financial information concerning the Company's business.

While the Company believes the present design of its disclosure controls and procedures is effective to achieve its goal, future events affecting its business may cause the Company to modify its disclosure controls and procedures. The Company does not expect that its disclosure controls and procedures and internal control over financial reporting will prevent all error and fraud. A control procedure, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control procedure are met. Because of the inherent limitations in all control procedures, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns in controls or procedures can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any control procedure is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control procedure, misstatements due to error or fraud may occur and not be detected.

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(b) RIVERVIEW BANCORP, INC. AND SUBSIDIARY
PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The Company is party to litigation arising in the ordinary course of business. In the opinion of management, these actions will not have a material adverse effect, on the Company's financial position, results of operations, or liquidity.

Item 1A. Risk Factors

There have been no material changes to the risk factors previously disclosed in the 2006 Form 10-K.

Item 2. Unregistered Sale of Equity Securities and Use of Proceeds

None

Item 3. Defaults Upon Senior Securities

Not applicable

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

None.

Item 5. Other Information

Not applicable

Item 6. Exhibits

(a) Exhibits:

3.1	Articles of Incorporation of the Registrant (1)
3.2	Bylaws of the Registrant (1)
4	Form of Certificate of Common Stock of the Registrant (1)
10.1	Employment Agreement with Patrick Sheaffer (2)
10.2	Employment Agreement with Ronald A. Wysaske (2)
10.3	Severance Agreement with Karen Nelson (2)
10.4	Severance Agreement with John A. Karas (3)
10.5	Employee Severance Compensation Plan (2)
10.6	Employee Stock Ownership Plan (4)
10.7	Management Recognition and Development Plan (5)
10.8	1998 Stock Option Plan (5)
10.9	1993 Stock Option and Incentive Plan (5)
10.10	2003 Stock Option Plan (6)
10.11	Form of Incentive Stock Option Award Pursuant to 2003 Stock Option Plan (7)
10.12	Form of Non-qualified Stock Option Award Pursuant to 2003 Stock Option Plan (7)
11	Statement recomputation of per share earnings (See Note 5 of Notes to Consolidated Financial Statements contained herein.)
31.1	Certifications of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act
31.2	Certifications of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act
32	Certifications of the Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act

(1) Filed as an exhibit to the Registrant's Registration Statement on Form S-1 (Registration No. 333-30203), and incorporated herein by reference.

(2) Filed as an exhibit to the Registrant's Quarterly Report on Form 10-Q for the quarter ended December 31, 1997, and incorporated herein by reference.

(3) Filed as an exhibit to the Registrant's Annual Report on Form 10-K for the year ended March 31, 2002, and incorporated herein by reference.
(4) Filed as an exhibit to the Registrant's Annual Report on Form 10-K for the year ended March 31, 1998, and incorporated herein by reference.
(5) Filed as an exhibit to the Registrant's Registration Statement on Form S-8 (Registration No. 333-66049), and incorporated herein by reference.
(6) Filed as Exhibit 99 to the Registration Statement on form S-8 (Registration No. 333-109894), and incorporated herein by reference.
(7) Filed as an exhibit to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005, and incorporated herein by reference.

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.

RIVERVIEW BANCORP, INC.

By: /S/ Patrick Sheaffer	By: /S/ Ron Dobyns
Patrick Sheaffer Chairman of the Board Chief Executive Officer (Principal Executive Officer)	Ron Dobyns Senior Vice President (Chief Financial and Accounting Officer)
Date: November 6, 2006	Date: November 6, 2006

EXHIBIT INDEX

31.1 Certifications of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act
31.2 Certifications of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act
32 Certifications of the Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act

Exhibit 31.1

Section 302 Certification

I, Patrick Sheaffer, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2006 of Riverview Bancorp, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13(a)- 15(e) and 15(d)- 15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13(a)- 15(f) and 15(d)- 15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fiscal fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial data information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting

Date: November 6, 2006

/S/ Patrick Sheaffer

Patrick Sheaffer
Chairman and Chief Executive Officer

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Exhibit 31.2

Section 302 Certification

I, Ron Dobyns, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2006 of Riverview Bancorp, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13(a)- 15(e) and 15(d)- 15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13(a)- 15(f) and 15(d)- 15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fiscal fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial data information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting

Date: November 6, 2006

/S/ Ron Dobyns

Ron Dobyns
Chief Financial Officer

Exhibit 32

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF
RIVERVIEW BANCORP, INC.
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned hereby certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and in connection with this Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2006 that:

1. the report fully complies with the requirements of sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended, and

2. the information contained in the report fairly presents, in all material respects, Riverview Bancorp, Inc.'s financial condition and results of operations as of the dates and for the periods presented in the financial statements included in such report.

/S/ Patrick Sheaffer	/S/ Ron Dobyns
Patrick Sheaffer	Ron Dobyns
Chief Executive Officer	Chief Financial Officer

Dated: November 6, 2006 Dated: November 6, 2006

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