RIVERVIEW BANCORP INC
Form 10-Q/A
July 06, 2004

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q/A
AMENDMENT NO.1

(Mark One)

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

For the quarterly period ended December 31, 2003

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 Identification No.)
900 Washington, Suite 900 Vancouver, WA	98660
(Address of principal executive offices)	(Zip Code)

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

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 shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No .

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes No X .

APPLICABLE ONLY TO CORPORATE ISSUERS: 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, 4,772,911 shares outstanding as of January 15, 2004.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A amends the registrant's Quarterly Report on Form 10-Q for the quarter ended December 31, 2003, and is being filed solely to correct a typographical error in the number of shares of common stock outstanding at December 31, 2003 on the Riverview Bancorp, Inc. and Subsidiary Consolidated Balance Sheets. The registrant's Consolidated Financial Statements included in this Amendment No. 1 on Form 10-Q/A have not changed in any other respect. Exhibit Numbers 31.1, 31.2 and 32 are being currently dated but are otherwise unchanged.

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

RIVERVIEW BANCORP, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2003 AND MARCH 31, 2003

(In thousands, except share data) (Unaudited)	DECEMBER 31, 2003	MARCH 31, 2003
ASSETS		
Cash (including interest-earning accounts of $22,485 and $42,464)	$ 44,778	$ 60,858
Loans held for sale	423	1,501
Investment securities available for sale, at fair value (amortized cost of $37,269 and $20,265)	37,051	20,426
Mortgage-backed securities held to maturity, at amortized cost (fair value of $2,739 and $3,403)	2,667	3,301
Mortgage-backed securities available for sale, at fair value (amortized cost of $11,285 and $12,669)	11,464	13,069
Loans receivable (net of allowance for loan losses of $4,885 and $2,739)	372,136	300,310
Real estate owned	868	425
Prepaid expenses and other assets	3,859	854
Accrued interest receivable	1,851	1,492
Federal Home Loan Bank stock, at cost	5,986	5,646
Premises and equipment, net	10,164	9,703
Deferred income taxes, net	3,031	1,321
Mortgage servicing rights, net	668	629
Goodwill	9,214	-
Core deposit intangible, net	879	369
Bank-owned life insurance	9,002	-
TOTAL ASSETS	$514,041	$419,904
LIABILITIES AND SHAREHOLDERS' EQUITY		
LIABILITIES:		
Deposit accounts	$405,553	$320,742
Accrued expenses and other liabilities	4,565	4,364
Advance payments by borrowers for taxes and insurance	108	287
Federal Home Loan Bank advances	40,000	40,000

Total liabilities	450,226	365,393
COMMITMENTS AND CONTINGENCIES (NOTE 14)		
SHAREHOLDERS' EQUITY:		
Serial preferred stock, $.01 par value; 250,000 authorized, issued and outstanding, none	-	-
Common stock, $.01 par value; 50,000,000 authorized		
December 31, 2003 - 4,954,479 issued, 4,772,911 outstanding		
March 31, 2003 - 4,585,543 issued, 4,358,704 outstanding	50	46
Additional paid-in capital	40,038	33,525
Retained earnings	25,402	22,389
Unearned shares issued to employee stock ownership trust	(1,649)	(1,804)
Unearned shares held by the management recognition and development plan	-	(15)
Accumulated other comprehensive (loss) income	(26)	370
Total shareholders' equity	63,815	54,511
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$514,041	$419,904

See notes to consolidated financial statements.

1

RIVERVIEW BANCORP, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF INCOME

(In thousands, except share data) (Unaudited)	Three Months Ended December 31, 2003	2002	Nine Months Ended December 31, 2003	2002
INTEREST INCOME:				
Interest and fees on loans receivable	$ 6,673	$ 5,869	$ 19,069	$ 17,842
Interest on investment securities	146	74	301	132
Interest on mortgage-backed securities	143	236	478	1,052
Other interest and dividends	229	315	701	1,058
Total interest income	7,191	6,494	20,549	20,084
INTEREST EXPENSE:				
Interest on deposits	1,230	1,293	3,564	4,348
Interest on borrowings	499	642	1,491	2,418
Total interest expense	1,729	1,935	5,055	6,766
Net interest income	5,462	4,559	15,494	13,318
Less provision for loan losses	-	190	70	517

Net interest income after provision for loan losses	5,462	4,369	15,424	12,801
NON-INTEREST INCOME:				
Fees and service charges	954	1,221	3,372	3,183
Asset management services	229	179	666	549
Gain on sale of loans held for sale	198	494	789	1,108
Gain on sale of securities	-	162	-	162
Gain on sale of other real estate owned	1	13	49	42
Loan servicing income (expense)	(2)	(97)	149	(438)
Other	39	22	59	62
Total non-interest income	1,419	1,994	5,084	4,668
NON-INTEREST EXPENSE:				
Salaries and employee benefits	2,575	2,095	7,324	6,164
Occupancy and depreciation	782	619	2,137	1,853
Data processing	233	197	675	614
Amortization of core deposit intangible	121	82	310	245
Marketing expense	183	92	696	502
FDIC insurance premium	24	13	49	35
State and local taxes	110	94	317	285
Telecommunications	64	59	185	157
Professional fees	147	105	341	310
Other	331	339	1,049	939
Total non-interest expense	4,570	3,695	13,083	11,104
INCOME BEFORE FEDERAL INCOME TAXES	2,311	2,668	7,425	6,365
PROVISION FOR FEDERAL INCOME TAXES	772	896	2,468	2,027
NET INCOME	$ 1,539	$ 1,772	$ 4,957	$ 4,338
Earnings per common share:				
Basic	$ 0.32	$ 0.41	$ 1.08	$ 0.99
Diluted	0.32	0.40	1.06	0.98
Weighted average number of shares outstanding:				
Basic	4,757,750	4,331,305	4,594,958	4,372,325
Diluted	4,844,247	4,382,873	4,673,038	4,428,332
Cash dividends per common share	$ 0.140	$ 0.125	$ 0.420	$ 0.375

See notes to consolidated financial statements.

RIVERVIEW BANCORP, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED MARCH 31, 2003
AND THE NINE MONTHS ENDED DECEMBER 31, 2003
(Unaudited)

(In thousands, except per share data)	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Retained Earnings	Unearned Shares Issued to Employee Stock Ownership Trust	Unearned Shares Issued to MRDP	Accumulated Other Comprehensive Income (Loss)
Balance, April 1, 2002	4,458,456	$ 47	$ 35,725	$ 20,208	$ (2,010)	$ (218)	$ (75)
Cash dividends	-	-	-	(2,178)	-	-	-
Exercise of stock options	46,577	-	417	-	-	-	-
Stock repurchased and retired	(196,100)	(1)	(2,881)	-	-	-	-
Earned ESOP shares	24,633	-	166	-	206	-	-
Tax benefit associated with MRDP	-	-	98	-	-	-	-
Earned MRDP shares	25,138	-	-	-	-	203	-
	4,358,704	46	33,525	18,030	(1,804)	(15)	(75)
Comprehensive income							
Net Income	-	-	-	4,359	-	-	-
Other Comprehensive Income: Unrealized holding gain on securities of $966 (net of $498 tax effect) less reclassification adjustment for net losses included in net income of $1,411 (net of $727 tax effect)	-	-	-	-	-	-	445
Total comprehensive income	-	-	-	-	-	-	-
Balance, March 31, 2003	4,358,704	46	33,525	22,389	(1,804)	(15)	370
Cash dividends	-	-	-	(1,944)	-	-	-
Exercise of stock options	35,281	-	422	-	-	-	-
Stock repurchased and retired	(81,500)	(1)	(1,509)	-	-	-	-
Stock issued in connection with acquisition (Note 15)	430,655	5	7,343	-	-	-	-
Earned ESOP shares	24,633	-	198	-	155	-	-
Tax benefit associated with MRDP	-	-	59	-	-	-	-
Earned MRDP shares	5,138	-	-	-	-	15	-
	4,772,911	50	40,038	20,445	(1,649)	-	370
Comprehensive income							
Net Income	-	-	-	4,957	-	-	-
Other Comprehensive Income: Unrealized holding loss on securities of $396 (net of							

$204 tax effect)	-	-	-	-	-	-	(396)
Total comprehensive income	-	-	-	-	-	-	-
Balance, December 31, 2003	4,772,911	$ 50	$ 40,038	$ 25,402	$ (1,649)	$ -	$ (26)

See notes to consolidated financial statements.

3

RIVERVIEW BANCORP, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED DECEMBER 31,

(In thousands) (Unaudited)	2003	2002
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 4,957	$ 4,338
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation and amortization	1,641	1,312
Mortgage servicing rights impairment	(304)	491
Provision for losses on loans	70	517
Origination of loans held for sale	(43,706)	(38,177)
Proceeds from sales of loans held for sale	44,888	38,810
Provision (credit) for deferred income taxes	237	(161)
Noncash expense related to ESOP benefit	353	271
Noncash expense related to MRDP benefit	15	194
Decrease in deferred loan origination fees, net of amortization	669	536
Federal Home Loan Bank stock dividend	(182)	(246)
Net gain on sale of loans, real estate owned and premises and equipment	(699)	(1,119)
Changes in assets and liabilities:		
Increase in prepaid expenses and other assets	(2,949)	(225)
Decrease in accrued interest receivable	195	297
Decrease in accrued expenses and other liabilities	(815)	(36)
Net cash provided by operating activities	4,370	6,802
CASH FLOWS FROM INVESTING ACTIVITIES:		
Loan originations	(232,828)	(189,503)
Principal repayments on loans	245,679	168,538
Principal repayments on mortgage-backed securities held to maturity	632	865
Principal repayments on mortgage-backed securities available for sale	6,823	18,183
Purchase of mortgage-backed securities available for sale	(4,937)	-
Purchase of investment securities available for sale	(11,000)	(5,000)
Proceeds from call or maturity of investment securities available for sale	250	1,356
Purchase of premises, equipment and other	(380)	(120)
Acquisition, net of cash received	7,206	-
Purchase of first mortgage or improvement to REO	(159)	-
Purchase bank-owned life insurance	(9,000)	-

Proceeds from sale of real estate	654	1,456
Net cash provided by (used in) investing activities	2,940	(4,225)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net (decrease) increase in deposit accounts	(20,302)	54,698
Dividends paid	(1,821)	(1,584)
Repurchase of common stock	(1,510)	(2,599)
Proceeds from Federal Home Loan Bank advances	-	5,000
Repayment of Federal Home Loan Bank advances	-	(29,500)
Net decrease in advance payments by borrowers	(179)	(135)
Proceeds from exercise of stock options	422	31
Net cash (used in) provided by financing activities	(23,390)	25,911
NET (DECREASE) INCREASE IN CASH	(16,080)	28,488
CASH, BEGINNING OF PERIOD	60,858	22,492
CASH, END OF PERIOD	$ 44,778	$ 50,980
SUPPLEMENTAL DISCLOSURES:		
Cash paid during the period for:		
Interest	$ 5,158	$ 6,972
Income taxes	2,170	1,912
NONCASH INVESTING AND FINANCING ACTIVITIES:		
Transfer of loans to real estate owned	$ 688	$ 1,527
Dividends declared and accrued in other liabilities	668	539
Fair value adjustment to securities available for sale	(599)	(932)
Income tax effect related to fair value adjustment	204	317
Common stock issued upon business combination	7,347	-

See notes to consolidated financial statements.

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

(1) Organization and Basis of Presentation

The accompanying unaudited consolidated financial statements were prepared in accordance with instructions for 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, 2003. The results of operations for the three and nine months ended December 31, 2003 are not necessarily indicative of the results which may be expected for the entire fiscal year. 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.

(2) Principles of Consolidation

The accompanying unaudited consolidated financial statements of Riverview Bancorp, Inc. and Subsidiary (the "Company") include all the accounts of Riverview Bancorp, Inc. and the consolidated accounts of its wholly-owned subsidiary, Riverview Community Bank (the "Community Bank"), and the Community Bank's majority-owned subsidiary Riverview Asset Management Corporation ("RAM CORP.") and wholly-owned subsidiary Riverview Services, Inc. All references to the Company herein include the Community Bank where applicable. All inter-company balances and transactions have been eliminated upon consolidation.

(3) Stock Based Compensation

In December 2002, Statement of Financial Accounting Standards ("SFAS") No. 148, Accounting for Stock-Based Compensation -- Transition and Disclosure, an amendment of Financial Accounting Standards Board ("FASB") Statement No. 123, was issued. This Statement amends FASB Statement No. 123, Accounting for Stock-Based Compensation, to provide alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation. In addition, this Statement amends the disclosure requirements of Statement No. 123 to require prominent disclosures in both annual and interim financial statements about the method of accounting for stock-based employee compensation and the effect of the method used on reported results.

Effective March 31, 2003, and in accordance with Statement No. 148, the Company elected to continue to account for stock-based awards under the guidance of Accounting Principles Board ("APB") Opinion No. 25.

Had compensation cost for the Company's stock-based compensation plans been determined using the fair value method consistent with Statement No. 123 for all periods presented, the Company's net income per share would have been reduced to the pro forma amounts indicated below:

	Three Months Ended December 31,	
	2003	2002
Net income		
As reported	$ 1,539,000	$ 1,772,000
Deduct: Total stock-based employee compensation expense determined		

under fair value method for all awards, net of related tax effects	(16,542)	(23,890)
Pro forma	$ 1,522,458	$ 1,748,110
Earnings per common share - basic:		
As reported	$ 0.32	$ 0.41
Pro forma	0.32	0.40
Earnings per common share - fully diluted:		
As reported	0.32	0.40
Pro forma	0.32	0.40

	Nine Months Ended December 31, 2003	2002
Net income		
As reported	$ 4,957,000	$ 4,338,000
Deduct: Total stock-based employee compensation expense determined under fair value method for all awards, net of related tax effects	(49,626)	(71,670)
Pro forma	$ 4,907,374	$ 4,266,330
Earnings per common share - basic:		
As reported	$ 1.08	$ 0.99
Pro forma	1.07	0.98
Earnings per common share - fully diluted:		
As reported	1.06	0.98
Pro forma	1.05	0.97

(4) Comprehensive Income

Comprehensive income is defined as the change in equity during a period from transactions and other events from nonowner sources. Comprehensive income is the total of net income and other comprehensive income, which for the Company is comprised of unrealized gains and losses on securities available for sale adjusted for gains and losses on securities available for sale included in non-interest income.

For the three and nine months ended December 31, 2003, the Company's total comprehensive income was $885,000 and $4.6 million, respectively, compared to $954,000 and $3.7 million for the three and nine months ended December 31, 2002, respectively.

Total comprehensive income for the three and nine months ended December 31, 2003 is comprised of net income of $1.5 million and $5.0 million and other comprehensive losses of $654,000 and $396,000, net of tax effect, respectively. Other comprehensive income for the three months and nine months ended December 31, 2003 consists of unrealized securities losses of $654,000 and $396,000, net of tax effect.

Total comprehensive income for the three and nine months ended December 31, 2002 is comprised of net income of $1.8 million and $4.3 million and other comprehensive loss of $818,000 and $615,000, net of tax effect, respectively. Other comprehensive income for the three and nine months ended December 31, 2002, consists of unrealized securities loss of $711,000 and $508,000, net of tax effect, respectively, less gain on securities available for sale included in non-interest income of $107,000 for both periods, net of tax effect.

(5) Earnings Per Share

Basic earnings per share ("EPS") is computed by dividing net income applicable to common stock by the weighted average number of shares of common stock outstanding during the period, without considering the effect of any dilutive items. Diluted EPS is computed by dividing net income applicable to common stock by the weighted average number of shares of common stock 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 and awarded but not released Management Recognition and Development Plan ("MRDP") shares. Employee Stock Ownership Plan ("ESOP") shares are not considered outstanding for EPS purposes until they are committed to be released.

	Three Months Ended December 31, 2003	Three Months Ended December 31, 2002
Basic EPS computation:		
Numerator-Net Income	$ 1,539,000	$ 1,772,000
Denominator-Weighted average common shares outstanding	4,757,750	4,322,832
Basic EPS	$ 0. 32	$ 0.41
Diluted EPS computation:		
Numerator-Net Income	$ 1,539,000	$ 1,772,000
Denominator-Weighted average common shares outstanding	4,757,750	4,331,305
Effect of dilutive stock options	86,497	49,383
Effect of dilutive MRDP	-	2,185
Weighted average common shares and common stock equivalents	4,844,247	4,382,873

Diluted EPS	$ 0.32	$ 0.40

	Nine Months Ended December 31,	
	2003	2002
Basic EPS computation:		
Numerator-Net Income	$ 4,957,000	$ 4,338,000
Denominator-Weighted average common shares outstanding	4,594,958	4,372,325
Basic EPS	$ 1.08	$ 0. 99
Diluted EPS computation:		
Numerator-Net Income	$ 4,957,000	$ 4,338,000
Denominator-Weighted average common shares outstanding	4,594,958	4,372,325
Effect of dilutive stock options	75,260	43,579
Effect of dilutive MRDP	2,820	12,428
Weighted average common shares and common stock equivalents	4,673,038	4,428,332
Diluted EPS	$ 1.06	$ 0.98

(6) Investment Securities

There were no sales of investment securities classified as held to maturity during the three and nine month periods ended December 31, 2003 and 2002.

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
December 31, 2003				
Trust preferred securities	$ 5,000	$ -	$ -	$ 5,000
U.S. Treasury securities	4,006	4	-	4,010
Agency securities	13,000	110	-	13,110
Equity securities	12,700	-	(525)	12,175
School district bonds	2,563	193	-	2,756
	$ 37,269	$ 307	$ (525)	$ 37,051

March 31, 2003

Trust preferred securities	$ 5,000	$ -	$ (25)	$ 4,975
Equity securities	12,700	-	-	12,700
School district bonds	2,565	186	-	2,751
	$ 20,265	$ 186	$ (25)	$ 20,426

Investment securities with an amortized cost of $15.0 million and $12.7 million and a fair value of $14.6 million and $12.7 million at December 31, 2003 and March 31, 2003, respectively, were pledged as collateral for advances at the Federal Home Loan Bank. Investment securities with an amortized cost of $500,000 and $753,000 and a fair value of $502,000 and $760,000 at December 31, 2003 and March 31, 2003, respectively, were pledged as collateral for government public funds held by the Community Bank. Investment securities with an amortized cost of $500,000 and a fair value of $500,000 at December 31, 2003 were pledged as collateral for treasury tax and loan funds held by the Community Bank.

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

December 31, 2003	Amortized Cost	Estimated Fair Value
Due in one year or less	$ 4,006	$ 4,010
Due after one year through five years	14,415	14,636
Due after five years through ten years	530	579
Due after ten years	18,318	17,826
	$ 37,269	$ 37,051

(7) 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
December 31, 2003				
REMICs	$ 1,802	$ 48	$ -	$ 1,850
FHLMC mortgage-backed securities	362	8	-	370
FNMA mortgage-backed securities	503	16	-	519
	$ 2,667	$ 72	$ -	$ 2,739
March 31, 2003				
REMICs	$ 1,803	$ 57	$ -	$ 1,860
FHLMC mortgage-backed securities	589	13	-	602
FNMA mortgage-backed securities	909	32	-	941
	$ 3,301	$ 102	$ -	$ 3,403

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

December 31, 2003	Amortized Cost	Estimated Fair Value
Due in one or less	$ 79	$ 81
Due after one year through five years	57	60
Due after five years through ten years	9	10
Due after ten years	2,522	2,588
	$ 2,667	$ 2,739

Mortgage-backed securities held to maturity with an amortized cost of $1.9 million and $2.2 million and a fair value of $1.9 million and $2.3 million at December 31, 2003 and March 31, 2003, respectively, were pledged as collateral for governmental public funds held by the Community Bank. Mortgage-backed securities held to maturity with an amortized cost of $355,000 and $385,000 and a fair value of $366,000 and $399,000 at December 31, 2003 and March 31, 2003, respectively, were pledged as collateral for treasury tax and loan funds held by the Community Bank. The real estate mortgage investment conduits ("REMICs") consist of Federal Home Loan Mortgage Corporation ("FHLMC"), Federal National Mortgage Association ("FNMA") and privately issued securities.

Expected maturities of mortgage-backed securities held to maturity will differ from contractual maturities because borrowers may have the right to prepay obligations with or without prepayment penalties.

There were no sales of mortgage-backed securities held to maturity during the three and nine month periods ended December 31, 2003 and 2002.

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

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
December 31, 2003				
REMICs	$ 3,326	$ 73	$ (3)	$ 3,396
FHLMC mortgage-backed securities	7,517	94	-	7,611
FNMA mortgage-backed securities	442	15	-	457
	$ 11,285	$ 182	$ (3)	$ 11,464
March 31, 2003				
REMICs	$ 6,327	$ 100	$ (6)	$ 6,421
FHLMC mortgage-backed securities	5,811	286	-	6,097
FNMA mortgage-backed securities	531	20	-	551
	$ 12,669	$ 406	$ (6)	$ 13,069

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

December 31, 2003	Amortized Cost	Estimated Fair Value
Due in one year or less	$ 39	$ 39
Due after one year through five years	3,063	3,137
Due after five year through ten years	4,890	4,912
Due after ten years	3,293	3,376
	$ 11,285	$ 11,464

Expected maturities of mortgage-backed securities available for sale will differ from contractual maturities because borrowers may have the right to prepay obligations with or without prepayment penalties.

Mortgage-backed securities with an amortized cost of $5.9 million and $11.9 million and a fair value of $6.0 million and $12.2 million at December 31, 2003 and March 31, 2003, respectively, were pledged as collateral for advances at the Federal Home Loan Bank. Mortgage-backed securities with an amortized cost of $274,000 and a fair value of $283,000 at December 31, 2003 were pledged as collateral for governmental public funds held by the Community Bank. Mortgage-backed securities with an amortized cost of $114,000 and $316,000 and a fair value of $120,000 and $327,000 at December 31, 2003 and March 31, 2003, respectively, were pledged as collateral for treasury tax and loan funds held by the Community Bank.

(8) Loans Receivable

Loans receivable consisted of the following (in thousands):

	December 31, 2003	March 31, 2003
Residential:		
One- to- four family	$ 47,049	$ 58,498
Multi-family	5,529	6,313
Construction:		
One- to- four family	72,428	70,397
Multi-family	2,100	2,100
Commercial real estate	1,437	4,531
Commercial	58,633	34,239
Consumer:		
Secured	28,280	23,458
Unsecured	1,933	1,334
Land	29,748	34,630
Commercial real estate	164,204	101,672
	411,341	337,172

Less:

Undisbursed portion of loans	31,182	31,222
Deferred loan fees	3,138	2,901
Allowance for loan losses	4,885	2,739
Loans receivable, net	$ 372,136	$ 300,310

(9) Allowance for Loan Losses

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

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2003	2002	2003	2002
Beginning balance	$ 5,205	$ 2,689	$ 2,739	$ 2,537
Provision for losses	-	190	70	517
Charge-offs	(333)	(77)	(575)	(261)
Recoveries	13	4	51	13
Acquisition	-	-	2,639	-
Net change in allowance for unfunded loan commitments and lines of credit	-	-	(39)	-
Ending balance	$ 4,885	$ 2,806	$ 4,885	$ 2,806

At December 31, 2003 and March 31, 2003, the Company's recorded investment in loans for which impairment has been recognized under the guidance of SFAS No. 114 and SFAS No. 118 was $2.0 million and $323,000, respectively. The allowance for loan losses in excess of specific reserves is available to absorb losses from all loans, although allocations have been made for certain loans and loan categories as part of management's analysis of the allowance. The average investment in impaired loans was approximately $1.0 million, $1.3 million and $1.1 million during the nine months ended December 31, 2003, December 31, 2002 and the year ended March 31, 2003 respectively.

(10) Loans held for Sale

The Company identifies loans held for sale at the time of origination and they 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.

(11) Intangible Assets

The Company adopted SFAS No. 142, Goodwill and Other Intangible Assets, on April 1, 2002. SFAS No. 142 provides that goodwill is no longer amortized and the value of an identifiable intangible asset must be amortized over its useful life, unless the asset is determined to have an indefinite life. During the quarter ended September 30, 2003, the Company's purchase of Today's Bancorp, Inc. ("Today's Bancorp") resulted in the recording of $9.2 million of goodwill (see note 16 for further details). The Company will review this balance on an annual basis for impairment. The annual test for impairment will be a two-step process. The first step will be to compare the current fair value of Riverview Bancorp, Inc. with its book value, including goodwill. If the current fair value exceeds the book value, goodwill will not be considered to be impaired and the test is completed. If the book value is greater than the current fair value, the implied value of the goodwill will be analyzed against the carrying value of the goodwill. Any noted impairment losses will be taken at that time.

The Company also has identifiable intangible assets of core deposit intangible and mortgage servicing rights ("MSR") that will continue to be amortized. As part of the Today's Bancorp acquisition, core deposit intangibles increased $820,0000.

Intangible asset balances (excluding MSR) consisted of the following (in thousands):

	December 31, 2003		
	Carrying Amount	Accumulated Amortization	Net
Core deposit intangible	$ 4,088	$ 3,209	$ 879

	March 31, 2003		
	Carrying Amount	Accumulated Amortization	Net
Core deposit intangible	$ 3,269	$ 2,900	$ 369

	Amortization Expense Quarter Ended December 31,	
	2003	2002
Core deposit intangible	$ 121	$ 82

	Amortization Expense Nine Months Ended December 31,	
	2003	2002
Core deposit intangible	$ 310	$ 245

The value of the MSR asset is subject to prepayment risk. Future expected net cash flows from servicing a loan in the servicing portfolio are not realized if the loan pays off earlier than anticipated. If loans payoff earlier than anticipated there is no economic benefit because loans in our servicing portfolio do not contain penalty provisions for early payoff.

An estimated fair value of MSR is determined quarterly using a discounted cash flow model. The model estimates the present value of the future net cash flows of the servicing portfolio based on various factors, such as servicing costs, servicing income, expected prepayments speeds, discount rate, loan maturity and interest rate. MSR impairment is recorded in the amount that the estimated fair value is less than the MSR carrying value.

Changes in balance of MSR, net of valuation, were as follows (in thousands):

	Three Months Ended December 31,	
	2003	2002
Beginning balance	$ 718	$ 636
Additions	36	227
Amortization	(87)	(75)
Impairment adjustment	1	(108)
Total	$ 668	$ 680
Allowance at beginning of period	$ 110	$ 477
Provision for impairment	(1)	108
Allowance at end of period	$ 109	$ 585

	Nine Months Ended December 31,	
	2003	2002
Beginning balance	$ 629	$ 912
Additions	166	461
Amortization	(431)	(202)
Impairment adjustment	304	(491)
Total	$ 668	$ 680
Allowance at beginning of period	$ 413	$ 94
Provision for impairment	(304)	491
Allowance at end of period	$ 109	$ 585

Amortization expense for the net carrying amount of intangible assets at December 31, 2003 is estimated to be as follows (in thousands):

Fiscal year

2004	$ 189
2005	389
2006	237
2007	192
2008	172
Beyond 5 years	368
Total	$1,547

(12) Borrowings

Borrowings are summarized as follows (in thousands):

	December 31, 2003	March 31, 2003
Federal Home Loan Bank advances	$40,000	$40,000
Weighted average interest rate:	4.88%	5.53%

Borrowings have the following maturities at December 31, 2003 (in thousands):

Fiscal Year	
2004	$ -
2005	-
2006	15,000
2007	20,000
2008	5,000
	$ 40,000

(13) Shareholders' Equity

Repurchase of Common stock

In September 2002, the Company announced a stock repurchase of up to 5%, or 214,000 shares, of its outstanding common stock. At December 31, 2003, 81,500 shares had been repurchased at an average cost of $18.53 per share.

In July 2001, the Company received regulatory approval to repurchase up to 10% or 465,504 shares of its outstanding common stock at June 30, 2001. At December 31, 2003, 465,504 shares had been repurchased at an average cost of $12.93 per share. Because the Company is a Washington corporation and the State of Washington treats all treasury stock as retired upon purchase, all purchases of treasury stock reduce stock issued and the cost of treasury stock acquired is charged to par value and paid-in capital.

(14) Recently Issued Accounting Pronouncements

In May 2003, the FASB issued Statement No. 150, Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity. This Statement establishes standards for how an issuer classifies and measures certain financial instruments with characteristics of both liabilities and equity. It requires that an issuer classify a financial instrument that is within its scope as a liability (or an asset in some circumstances). Such instruments may have been previously classified as equity. This Statement is effective for financial instruments entered into or modified after May 31, 2003, and otherwise is effective at the beginning of the first interim period beginning after June 15, 2003. Adoption of this standard has not had a significant effect on the Company's reported equity.

(15) Commitments and Contingencies

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, consumer and commercial loans. Those instruments 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 applicable instruments. 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.

At December 31, 2003, the Company had commitments to originate fixed rate mortgages of $1.9 million at interest rates ranging from 4.625% to 7.000%. At December 31, 2003 adjustable rate mortgage loan commitments were $2.7 million at an average interest rate of 6.051%. The undisbursed balance of mortgage loans closed was $31.2 million at December 31, 2003. Consumer loan commitments totaled $53,500 and unused lines of consumer credit totaled $17.9 million at December 31, 2003. Commercial real estate loan commitments totaled $2.8 million and unused lines of commercial real estate credit totaled $17.9 million at December 31, 2003. Commercial loan commitments totaled $1.1 million and unused commercial lines of credit totaled $27.1 million at December 31, 2003.

The allowance for unfunded commitments was $214,192 at December 31, 2003.

At December 31, 2003, the Company had firm commitments to sell $423,000 of residential loans to FHLMC. These agreements are short term fixed rate commitments and no material gain or loss is likely.

In connection with certain asset sales, the Community 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 Community Bank may have an obligation to repurchase the assets or indemnify the purchaser against loss. As of December 31, 2003, loans under warranty totaled $124.7 million, which substantially represents the unpaid principal balance of the Community Bank's loans serviced for others portfolio. The Community Bank believes that the potential for loss under these arrangements is remote. Accordingly, no contingent liability is recorded in the financial statements.

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

(16) ACQUISITION

On July 18, 2003 the Company completed the acquisition of Today's Bancorp. Each share of Today's Bancorp common stock was exchanged for 0.826 shares of the Company's common stock, or $13.64 in cash, or combination thereof resulting in the issuance of 430,655 additional shares. The acquisition was accounted for using the purchase method of accounting and, accordingly, the assets and liabilities of Today's Bancorp were recorded at their respective fair value. Goodwill, the excess of the purchase price over the net fair value of the assets and liabilities acquired, was recorded at $9.2 million. The merger of the two community-oriented institutions will give the Company a stronger presence as a business and retail commercial bank in the growing Vancouver and Clark County market area.

The following unaudited actual and pro forma financial information for the three and nine months ended December 31, 2003 and 2002 assumes that the Today's Bancorp acquisition occurred as of March 31, 2002, after giving effect to certain adjustments. The pro forma results have been prepared for comparative purposes only and are not necessarily indicative of the results of operations which may occur in the future or that would have occurred had the Today's Bancorp acquisition been consummated on the date indicated.

	Financial Information for the Three Months Ended December 31,	
	2003	2002
	Actual	Pro Forma
	(in thousands)	
Net Interest Income	$ 5,462	$ 5,647
Non-interest Income	1,419	2,003
Non-interest Expense	4,570	4,626
Net Income	1,539	417

	Pro Forma Financial Information for the Nine Months Ended December 31,	
	2003	2002
	(in thousands)	
Net Interest Income	$ 16,596	$ 17,157
Non-interest Income	5,182	4,780
Non-interest Expense	14,424	13,591
Net Income	5,138	3,703

SIGNATURES

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

RIVERVIEW BANCORP, INC.

DATE: July 1, 2004 BY: /S/ Patrick Sheaffer

Patrick Sheaffer
Chief Executive Officer

DATE: July 1, 2004 BY: /S/ Ron Dobyns

Ron Dobyns
Senior Vice President and
Chief Financial Officer

17

EXHIBIT 31.1

Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act

18

I, Patrick Sheaffer, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q 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 13a-15(e) and 15d-15(e)) 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) 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

(c) 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 fourth fiscal 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 the 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 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: July 1, 2004 /S/ Patrick Sheaffer

Patrick Sheaffer
Chief Executive Officer

EXHIBIT 31.2

Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act

I, Ron Dobyns, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q 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 13a-15(e) and 15d-15(e)) 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) 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

   (c) 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 fourth fiscal 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 the 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 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: July 1, 2004

/S/ Ron Dobyns

Ron Dobyns
Chief Financial Officer

21

EXHIBIT 32

Certification Pursuant to Section 906 of the Sarbanes-Oxley Act

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 herby certify, pursuant to Section 906 of the Sarbanes-Oxley act of 2002 and in connection with this Quarterly Report on Form 10-Q 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, the Company's financial condition and results of operations.

/S/ Patrick Sheaffer	/S/ Ron Dobyns
Patrick Sheaffer	Ron Dobyns
Chairman and Chief Executive Officer	Senior Vice President and Chief Financial Officer

Dated: July 1, 2004