



First Regional Bancorp

Code of Business Conduct and Ethics

Adopted April 26, 2007

I. General Policy Statement

It is the policy of each of First Regional Bancorp and First Regional Bank (together or separately, as the context requires, the “Company”) to conduct its business in accordance with the highest ethical standards of the financial industry and to comply with all laws regulating the conduct of the Company and its Employees.

The Company requires that all Directors, officers and employees of the Company conduct their personal and business affairs in a manner that avoids both actual and even the appearance of ethical impropriety. Every Employee must act to protect the Company's reputation as a responsible and professional financial services organization.

Employees are urged not only to use their best judgment in these matters but also to discuss any situation of questionable ethical or legal propriety with a member of the Conduct and Ethics Committee (as described below). No set of guidelines can anticipate or provide answers to every ethical dilemma, nor is mere adherence to the letter of these guidelines an assured defense against charges that federal or state law has been violated.

This Code is based upon the use of conservative good judgment. It is the obligation of each employee, officer and director to be familiar with and understand this Code and the Company's other policies and procedures and to consult with any member of the Conduct and Ethics Committee regarding any questions.

II. Administration and Compliance Standards

The Conduct and Ethics Committee is responsible for applying these policies to specific situations in which questions may arise and has the authority to interpret these policies in any particular situation. Any questions relating to how these policies should be interpreted or applied should be addressed to a member of the Conduct and Ethics Committee. The members of the Conduct and Ethics Committee are the independent members of the Company's Board of Directors.

An employee who is unsure of whether a situation violates this Code should discuss the situation with a member of the Conduct and Ethics Committee to prevent possible misunderstandings and embarrassment at a later date.

Any employee who becomes aware of any existing or potential violation of applicable laws, rules, regulations or this Code is required to promptly notify a member of the Conduct and Ethics Committee. Failure to do so is itself a violation of this Code. The Company will not allow retaliation for a report made in good faith.

III. Conflicts of Interest

A “conflict of interest” occurs when an individual’s private interest interferes or appears to interfere with the interests of the Company. Conflicts of interest are prohibited as a matter of Company policy, unless they have been approved by the Company. In particular, an employee, officer or director must never use or attempt to use his or her position at the Company to obtain any improper personal benefit for himself or herself, for his or her family, or for any other person. If an employee, officer or director, in connection with such person’s position with the Company, is offered or receives anything of value beyond what is token or reasonable under the circumstances, such person must report it immediately to a member of the Conduct and Ethics Committee and seek approval from such Committee before accepting such item(s).

Any employee, officer or director who is aware of a conflict of interest, or is concerned that a conflict might develop, is required to discuss the matter with a member of the Conduct and Ethics Committee promptly.

IV. Corporate Opportunities

Employees, officers and directors owe a duty to the Company to advance the Company’s business interests when the opportunity to do so arises. Employees, officers and directors are prohibited from taking (or directing to a third party) a business opportunity that is discovered through the use of corporate property, information or position, unless the Company has already been offered the opportunity and declined such opportunity. More generally, employees, officers and directors are prohibited from using corporate property, information or position for personal gain and from competing with the Company.

Sometimes the line between personal and Company benefits is difficult to draw, and sometimes there are both personal and Company benefits in certain activities. The only prudent course of conduct for our employees, officers and directors is to make sure that any use of Company property or services that is not solely for the benefit of the Company is approved beforehand by a member of the Conduct and Ethics Committee.

Employees, officers and directors also may not in any way compete with the Company through other employment or engage in activities, which might impair such person’s ability to perform his or her responsibilities for the Company, expose the Company to any liability or reflect poorly on the Company. Prior to accepting a position as a director, officer or employee (whether full-time or part-time) of any other entity, employees, officers and directors (with respect to directors, only to the extent of a potential conflict as described herein) must first seek and obtain approval. Employees and non-executive officers should seek and obtain approval from the Company’s Director of Human Resources. Directors and executive officers should seek approval from the Conduct and Ethics Committee.

V. Confidentiality

In carrying out the Company's business, employees, officers and directors often learn confidential or proprietary information about the Company, its customers, its suppliers, or other parties with which the Company does business. Employees, officers and directors must maintain the confidentiality of all information so entrusted to them, except when disclosure is authorized or legally mandated. Confidential or proprietary information of our Company, of our customers, and of other companies, includes any non-public information that would be harmful to the relevant Company or useful or helpful to competitors if disclosed. The obligation to maintain this confidentiality continues even after an employee, officer or director is no longer employed by the Company.

VI. Fair Dealing

The Company has a history of succeeding through honest business competition. The Company does not seek competitive advantages through illegal or unethical business practices. Each employee, officer and director should endeavor to deal fairly with the Company's customers, service providers, suppliers, competitors and employees. No employee, officer or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing or practice.

VII. Protection and Proper Use of Company Assets

All employees, officers and directors should protect the Company's assets and ensure their efficient use. All Company assets should be used only for legitimate business purposes.

VIII. Full and Fair Disclosure

It is the Company's policy to comply with all applicable laws, rules and regulations related to the disclosures the Company makes to the SEC and to ensure that such disclosures are made fairly, accurately and timely. First Regional Bancorp will disclose in its annual report filed with the SEC that it has adopted a code of ethics for all of its directors, officers and employees, including its principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. First Regional Bancorp will make a copy of this Code available to the public through an exhibit to its annual report filed with the SEC or through a posting on its Internet website and by disclosing its Internet website address and the fact that it has posted its code of ethics on its Internet website in its annual report filed with the SEC.

IX. Compliance with Certain Laws, Rules and Regulations (Including Insider Trading Laws)

It is the Company's policy to comply with all applicable laws, rules and regulations. The Company is subject to a variety of laws governing the business of banking and the operations of the Company. It is the personal responsibility of each employee, officer and director to adhere to the standards and restrictions imposed by those laws, rules and regulations. The Company has

in place a number of policies designed to ensure compliance with those laws and regulations. It is the responsibility of each employee, officer and director to become familiar with the various policies that pertain to his/her responsibilities within the Company and to comply with such policies. Such policies include but are not limited to the following:

Federal Company Bribery Law: The Federal Company Bribery Law makes it a crime for officers, directors, agents, attorneys and employees of federally insured banks or bank holding companies, directly or indirectly, to ask, solicit, accept, receive or agree to receive anything of value, for themselves or for any other person or entity, from any person, or entity, for or in connection with any transaction or business of the financial institution. Violation of the law can lead to termination of employment and criminal penalties. The offer or grant of such improper payment is also prohibited, and employees, officers and directors must immediately report either situation to their supervisors, or to a member of the Conduct and Ethics Committee.

Federal Deposit Insurance Act: The Federal Deposit Insurance Act prohibits individuals who have been convicted of or plead guilty to a crime involving dishonesty or a breach of trust from working for the Company unless the individual has received a waiver from the Federal Deposit Insurance Corporation. Any applicant or employee, officer or director who has been convicted or has pled guilty to a crime involving dishonesty or a breach of trust must disclose such conviction or plea to Company management. Failure to do so in a timely manner may result in discipline, up to and including termination.

Regulation O and Extensions of Credit to Insiders: The Company has an Insider Lending Policy which governs the extensions of credit by the Company to its executive officers, directors, principal shareholders and their related interests as well as to employees generally. All extensions of credit to any of the foregoing are to be made pursuant to the Company's Insider Lending Policy.

Office of Foreign Assets Control (OFAC) Regulations: Federal law prohibits specific transactions with targeted countries and individuals that are known to be acting on behalf of the targeted countries. The parties subject to the OFAC are usually identified as "Specially Designated Nationals" (SDN). Employees are to immediately report to the Company's BSA Officer or Compliance Officer any transaction, loan application, letter of credit application, or other bank account, service or document which may involve or make reference to a SDN. The Company's Company Secrecy Act Policy, Customer Information Program and Foreign Exchange policies provide additional mandatory procedures for Company employees in order to comply with OFAC regulations and other laws such as the Company Secrecy Act and the USA Patriot Act.

Securities Laws and Insider Trading. Generally, it is both illegal and against Company policy for any individual to profit from undisclosed information relating to the Company. You may not trade in First Regional Bancorp securities, or in the securities of customers, based on material nonpublic information. You may not share confidential information about our customers with others or assist others in insider trading and may not disclose information in any manner which would result in violation of insider trading laws.

The Company has determined that all directors, officers and other employees of the Company who, by virtue of their position with the Company, may have access to material nonpublic information concerning the Company, shall be prohibited from buying, selling or otherwise effecting transactions in any stock or other securities of the Company or derivative securities thereof except during a trading window that will begin at the open of market on the second trading day following the date of public disclosure of the Company's financial results for a particular fiscal quarter or year and will end at the close of market on the last trading day of the second calendar month of the following quarter. In addition, the Company shall have the right to impose special black-out periods during which such persons will be prohibited from buying, selling or otherwise effecting transactions in any stock or other securities of the Company or derivative securities thereof, even though the trading window would otherwise be open. These restrictions on trading shall not apply to transactions made under a trading plan adopted pursuant to Securities and Exchange Commission Rule 10b5-1(c) and approved in writing by the Board of Directors of the Company or a committee thereof, or such proper officers of the Company as may be designated by the Board of Directors.

If you are uncertain about the rules involving your purchase or sale of any Company securities or any securities in companies that you are familiar with by virtue of your work for the Company, you should consult with the Company's General Counsel or, in the General Counsel's absence, the Company's Chief Financial Officer before making any such purchase or sale.

Any violation of applicable laws, rules or regulations, including any conflict of interest that rises to such a level, will be dealt with swiftly by the Company and, if and as appropriate, promptly disclosed to the applicable law enforcement authorities.

Section 16 Reporting. Directors and officers of First Regional Bancorp are required to maintain full compliance with Section 16 of the Securities Exchange Act of 1934, which requires reporting of certain transactions relating to the common stock or other securities, or derivatives thereof, of First Regional Bancorp. Officers of First Regional Bank involved in policy-making functions on behalf of First Regional Bancorp may be deemed to be officers of First Regional Bancorp for purposes of Section 16. All such First Regional Bancorp officers and directors are also prohibited by Section 16(b) from making any "short swing" profits in First Regional Bancorp's common stock or other securities (involving a purchase and sale, or sale and purchase, within any six-month period). Applicable officers and directors should consult with the Company's General Counsel or, in the General Counsel's absence, the Chief Financial Officer, prior to effecting any transactions involving Company securities to ensure the timely filing of any applicable forms (such as Forms 3, 4 or 5) and compliance with all aspects of Section 16 and other applicable securities laws.

X. Other Guidelines

Giving Advice to Customers: Employees may occasionally be asked by customers to comment upon the legality or tax consequences of a particular transaction. The Company cannot practice law or give legal or tax advice. Employees must exercise care in discussing transactions with customers and offer nothing that may be interpreted as legal, tax or investment advice.

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Only officers authorized by the Company to recommend the services of a particular attorney, investment advisor, accountant or other advisors or service provider to a customer may do so. In those instances when an Employee makes such a recommendation, more than one professional, preferably three, should be recommended, allowing the customer a choice of professional services. It is against Company policy to receive any remittance or fee of any kind for any such referral other than pursuant to a program approved by the Executive Committee or Board or otherwise, without the approval of the Executive Committee or Board.

Lending Practices: It is the policy of the Company to maintain prudent lending services to meet the credit needs of its customers. Any rate concessions shall be based on the best interests of the Company with or without a borrower's credit worthiness and overall business relationship with the Company.

Employees, officers and directors are not in any way to represent or exercise authority on behalf of the Company, grant direct or indirect accommodations, or make credit recommendations with respect to members of their families, any individual or organization to which the Employee or his or her immediate family is indebted, or any organization with which the Employee or his or her immediate family is employed or in which they hold a material financial interest.

Additional Guidelines for Ethical Conduct: The following list is not all-inclusive and is intended to apply to relatively common situations:

1. Employees must observe fair and ethical conduct when dealing with the Company's competitors. Disparaging remarks regarding competitors are considered inappropriate, unethical and may be unlawful. The Company emphasizes quality and competence in its staff and services.
2. Employees are prohibited from involving the Company in arrangements with its competitors, which involve the setting, or controlling of rates, prices, or marketing policies, as such arrangements may violate antitrust laws.
3. Conditioning the sale of services to a customer upon that customer's purchase of other services from the Company or the exclusive purchase of any services from the Company must be approved by a senior officer (Chief Executive Officer, President or Executive Vice President), as the tying of certain services may be prohibited by law.
4. Employees are required to cooperate fully with examinations, reviews and audits conducted by regulators and the Company's internal auditors and external, independent auditors. Inquiries by examiners and auditors must be responded to fully and honestly, without concealment of any kind.
5. All records and accounts must accurately reflect the Company's assets, liabilities, receipts and disbursements. The falsification of any books, records, or documents, or the destruction of any books, records or documents for purposes of concealment, is grounds for discipline, up to and including termination and also may result in criminal

- prosecution. Documents must be retained in accordance with the Company's Document Retention Policy.
6. An Employee's personal use of the Company's letterhead or that of a Company affiliate is inappropriate and may prove embarrassing for both the Employee and the Company. Accordingly, Employees may not use official stationery or envelopes for personal correspondence or any purpose unrelated to the Company's official business.
 7. Any bequest or legacy made, or proposed to be made, to an Employee by a customer must be reported in writing to and approved by the Employee's supervisor. Approval of the bequest or legacy is based upon (1) the absence of a lender/borrower relationship between the two parties, and (2) whether the bequest or legacy resulted from a personal relationship, apart from the Company.
 8. The Company believes every citizen should pursue an active interest in political and governmental processes. Employees are encouraged to keep themselves informed of political issues and candidates and to take an active interest in such matters. However, in every instance, Employees participate in political and civic activities as individuals, not as the Company's representatives. The Company's name, address, financial or other resources may not be used in connection with such activities. The use of Company facilities, equipment, personnel or other resources in connection with political activities is prohibited. Employees may not make any contribution on the Company's behalf in connection with any election or any issue before voters without first receiving approval from the Executive Committee or Board of Directors.

XI. Investigations

The Conduct and Ethics Committee will investigate any complaints and will report its findings to the Audit Committee and the full Board. In the case of complaints unrelated to accounting, accounting controls or auditing matters, management shall have the authority to direct any discipline deemed appropriate, up to and including termination of any employee found to have engaged in wrongdoing. The Audit Committee will investigate promptly any reports it receives of concerns or complaints about accounting, accounting controls or auditing matters. The Audit Committee will review the outcome of any such investigations and record the results in the minutes of its meetings. The Audit Committee shall have the authority to determine any discipline it deems appropriate for complaints about accounting, accounting controls or auditing matters, up to and including dismissal of employees found to have engaged in wrongdoing.

XII. Waivers of the Code

From time to time, the Company may waive some provisions of this Code. Any employee, officer or director who believes that a waiver is appropriate should contact a member of the Conduct and Ethics Committee. Under the rules of the Nasdaq National Market, Inc. any waiver of the Code for executive officers or directors of the Company may be made only by the affirmative vote of a majority of the Board of Directors of the Company, and must be disclosed promptly to shareholders, along with the reasons for the waiver, within four business days.

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In addition, any amendment or waiver (including an implicit waiver) of this Code that applies to any of the Company's principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions shall be disclosed in a Form 8-K filed by First Regional Bancorp, or posted on its Internet website within four business days of such amendment or waiver. The disclosure shall include a brief description of the nature of the amendment or waiver, and in the case of a waiver, the name of the person to whom the waiver was granted and the date of the waiver. Such disclosure will be required with respect to any material departure from a provision of this Code, or the failure by the Company to take action within a reasonable period of time regarding a material departure from a provision of this Code. No disclosure in a Form 8-K or by posting on the Company's Internet website, however, will be required for technical, administrative or other non-substantive amendments of this Code. If First Regional Bancorp discloses amendments or waivers to this Code by means of a posting on its Internet website, then it shall previously have disclosed, in its most recent annual report filed with the SEC, its Internet website address and the fact that it intends to disclose such amendments and waivers on its Internet website; otherwise, a Form 8-K filing shall be required.