

CENTRAL PACIFIC FINANCIAL CORP  
Form 424B5  
July 20, 2009

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**The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.**

Filed pursuant to Rule 424(b)(5)  
Registration No. 333-157166

**SUBJECT TO COMPLETION DATED JULY 20, 2009**

**PRELIMINARY PROSPECTUS SUPPLEMENT  
(To Prospectus dated February 23, 2009)**

**\$100,000,000**

**Central Pacific Financial Corp.  
Common Stock  
Series B Junior Participating Preferred Stock**

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We are offering \$100,000,000 in aggregate public offering price of our common stock, no par value per share, and our Series B Junior Participating Preferred Stock, no par value per share ("Series B Preferred Stock"). We have granted the underwriters an option to purchase up to an additional \$15,000,000 in aggregate public offering price of shares comprised of, at their election, our common stock and/or our Series B Preferred Stock to cover over-allotments, if any.

Our common stock is listed on the New York Stock Exchange ("NYSE") under the symbol "CPF." The last reported sale price of our common stock on July 17, 2009 was \$2.15 per share.

The Series B Preferred Stock will not be redeemable. On the fifth business day after which we have received the approval by the holders of our common stock of an amendment to our restated articles of incorporation to increase the number of authorized shares of common stock to permit the full conversion of the Series B Preferred Stock into common stock, the Series B Preferred Stock will automatically convert into shares of our common stock at a conversion rate of \_\_\_\_\_ shares of common stock per share of Series B Preferred Stock, subject to adjustment as described herein. Dividends on the Series B Preferred Stock will be payable on a non-cumulative basis, when, as and if declared by our board of directors. Our board of directors may not declare and pay any dividend or make any distribution (including, but not limited to, regular quarterly dividends) in respect of our common stock, whether in the form of cash or securities or any other form of property or assets, unless our board of directors declares and pays a dividend or makes a distribution, as applicable, to the holders of the Series B Preferred Stock, at the same time and on the same terms as holders of the common stock, in an amount per share of Series B Preferred Stock equal to the product of (i) the per share dividend or distribution, as applicable, declared and paid or made in respect of each share of common stock and (ii) the number of shares of common stock into which such share of Series B Preferred Stock is then convertible. Prior to this offering, there has been no public market for the Series B Preferred Stock. We intend to apply to list the Series B Preferred Stock on the NYSE under the symbol "CPF PrB."

You should read both this prospectus supplement and the accompanying prospectus, as well as any documents incorporated by reference in this prospectus supplement and/or the accompanying prospectus, before you make your investment decision.

**Investing in our common stock or Series B Preferred Stock involves risks. You should carefully consider the risks described under "Risk Factors" beginning on page S-12 of this prospectus supplement and page 4 of the accompanying prospectus before making any decision to invest in our common stock or Series B Preferred Stock.**

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	Per Share of Common Stock		Per Share of Series B Preferred Stock	
		Total		Total
Public offering price	\$	\$	\$	\$
Underwriting discount(1)	\$	\$	\$	\$
Proceeds, before expenses, to us	\$	\$	\$	\$

(1)

In addition to the underwriting discount, we have agreed to reimburse the underwriters for their actual out of pocket expenses (including fees and disbursements of underwriters' counsel), not to exceed \$350,000, incurred in connection with this offering, which we estimate will be approximately \$300,000 in the aggregate.

The underwriters expect to deliver shares of common stock and Series B Preferred Stock in book-entry form only, through the facilities of The Depository Trust Company ("DTC") against payment on or about July , 2009.

**None of the Securities and Exchange Commission, the Hawaii Division of Financial Institutions (the "DFI"), the Federal Deposit Insurance Corporation (the "FDIC"), the Board of Governors of the Federal Reserve System, any state securities commission or any other federal or state bank regulatory agency has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.**

Neither the shares of common stock nor the shares of Series B Preferred Stock offered by this prospectus supplement are savings accounts, deposits or other obligations of any bank, and neither are insured or guaranteed by the FDIC or any other governmental agency.

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The date of this prospectus supplement is July , 2009

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**Prospectus**

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You should rely only on the information contained or incorporated by reference in this prospectus supplement or the accompanying prospectus. We have not, and the underwriters have not, authorized anyone to provide you with different information, and you should not rely on any information not contained in or incorporated by reference into this prospectus supplement or the accompanying prospectus. We, and the underwriters, are offering to sell shares of our common stock and Series B Preferred Stock and are seeking offers to buy shares of our common

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stock and Series B Preferred Stock only in jurisdictions where offers and sales are permitted. The information contained in this prospectus supplement and the accompanying prospectus is accurate only as of the date of each document regardless of the time of delivery of this prospectus supplement and the accompanying prospectus or any sale of the shares of our common stock and Series B Preferred Stock. In case there are any differences or inconsistencies between this prospectus supplement, the accompanying prospectus and the information incorporated by reference in them, you should rely on the information in the document with the latest date.

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**ABOUT THIS PROSPECTUS SUPPLEMENT**

Unless the context indicates otherwise, all references in this prospectus supplement to "we," "us" and "our" refer to Central Pacific Financial Corp. and its subsidiaries, including Central Pacific Bank, on a consolidated basis. This prospectus supplement and the accompanying prospectus are part of a registration statement that we filed with the Securities and Exchange Commission ("SEC") using a shelf registration process. Under the shelf registration process, we may offer shares of common stock, preferred stock and other securities specified in the accompanying prospectus for an aggregate maximum offering price of \$165 million in one or more offerings. The shelf registration statement also registered 135,000 shares of our fixed rate cumulative perpetual preferred stock (the "TARP Preferred Stock"), a warrant to purchase 1,585,748 shares of our common stock (the "TARP Warrant") and shares of common stock issuable from time to time upon exercise of such warrant for resale by the United States Department of Treasury ("U.S. Treasury") or its transferees.

Both this prospectus supplement and the accompanying prospectus include or incorporate by reference important information about us, our common stock, our Series B Preferred Stock and other information you should know before investing. This prospectus supplement also adds, updates and changes information contained in the accompanying prospectus. You should read both this prospectus supplement and the accompanying prospectus as well as additional information described under "Where You Can Find More Information" on page S-54 of this prospectus supplement before investing in our common stock or our Series B Preferred Stock.

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**PROSPECTUS SUPPLEMENT SUMMARY**

This prospectus supplement summary contains basic information about us and this offering. Because it is a summary, it does not contain all the information that you should consider before investing in our common stock or our Series B Preferred Stock. To understand this offering fully, you should carefully read this entire prospectus supplement, including the "Risk Factors" section beginning on page S-12, the accompanying prospectus and the information incorporated by reference herein and therein, including our consolidated financial statements and the accompanying notes included in our filings with the SEC. Unless otherwise indicated, all share information in this prospectus supplement assumes no exercise of the underwriters' over-allotment option.

**Our Company**

Central Pacific Financial Corp. ("CPF") is one of the largest financial institutions headquartered in Honolulu, Hawaii, with \$5.5 billion in assets and \$4.0 billion in total deposits as of June 30, 2009. Through our bank and its subsidiaries, we offer full-service commercial banking with 39 bank branches and more than 100 ATMs located throughout the State of Hawaii. Our administrative and main offices are located in Honolulu, and we have a total of 32 branches on the island of Oahu. We operate four branches on the island of Maui, two branches on the island of Hawaii and one branch on the island of Kauai. We also have offices in California serving customers there. Our principal executive office is located at 220 South King Street, Honolulu, Hawaii 96813, telephone number: (808) 544-0500.

Our insured depository subsidiary, Central Pacific Bank, is a full-service community bank offering a broad range of banking products and services. We accept time and demand deposits and originate loans, including commercial loans, construction loans, mortgage loans for commercial and residential properties and consumer loans. We derive our income primarily from the interest and fees we receive on loans we originate, interest on investment securities we own and fees received in connection with deposit and other services. The majority of our operating expenses arise from the interest paid by our bank on deposits and borrowings, salaries and employee benefits and general operating expenses. Our bank relies on a foundation of locally generated deposits. Our operations, like those of other financial institutions that operate in our markets, are significantly influenced by economic conditions in the States of Hawaii and California, including the condition of the real estate market in those states.

We are committed to maintaining a premier, relationship-based community bank in Hawaii that serves the needs of small to medium-sized businesses and the owners and employees of those businesses. We aim to deliver a focused set of value-added products and services that satisfy the primary needs of our customers, and we emphasize superior customer service and the importance of strong customer relationships. We provide our customers with an array of commercial and consumer loan products, including residential mortgages, commercial real estate and construction financing, as well as commercial and consumer loans. At June 30, 2009, our loan and lease portfolio totaled \$3.7 billion, which was comprised of \$2.9 billion in our Hawaii loan portfolio, \$0.7 billion in our California portfolio, and \$0.1 billion in our Washington portfolio. In addition to our lending products, we also offer a full array of deposit products and services including checking, savings and time deposits, cash management and internet banking services, wealth management, trust services and retail brokerage services. At June 30, 2009, our total deposits were \$4.0 billion, which included \$3.2 billion of non-interest-bearing demand, interest-bearing demand and savings deposits and certificates of deposit less than \$100,000, which we refer to as our core deposits.

Due to the continued slowdown in economic activity in the markets we serve, increased charge-offs in our commercial real estate portfolio and our ongoing efforts to improve liquidity, our loan and lease portfolio decreased by \$130.4 million from March 31, 2009 to June 30, 2009, comprised of decreases in our Hawaii and California loan portfolios of \$53.1 million and \$77.7 million, respectively, partially offset by an increase of \$0.4 million in our Washington portfolio. At the same time, from March 31,

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2009 to June 30, 2009, our core deposits increased by \$201.7 million and total deposits increased by \$189.6 million. During the second quarter of 2009, a large customer of our bank converted at our request \$225.7 million of time deposits into repurchase agreements, which was not reflected in the total deposits amount as of June 30, 2009. The increase in our deposits was fueled by strong growth in our Super Savings product.

**Our Strategy**

As the economic conditions in which we operate continue to deteriorate, we have realigned our strategy to best position ourselves to emerge from this financial crisis. Despite these challenging times, our core values, mission and vision have not changed. To guide us through the current turmoil and ensure the long-term sustainability of our franchise, we have developed and implemented a dual strategy focused on growing core deposits and reducing the risk in our existing loan portfolio. We have made tactical changes within our organization to adapt to this strategic focus and the economic conditions we are facing. Consistent with this overall strategy, specific areas of focus are:

*Expand Operations in Hawaii.* We are focusing our efforts on expanding our business operations in Hawaii. We have implemented a community-based banking model, which empowers our employees to become fully integrated within defined communities in Hawaii. The objective of community-based banking is to create and sustain an environment built on developing long-term profitable customer relationships through exceptional people, competitive products, and high-touch customer service. Despite the deteriorating local economy, we believe this strategy will provide us with a competitive advantage in responding to our customers and will allow us to capitalize on new business opportunities.

*Continue to Grow Deposits, Particularly Core Deposits.* We are growing and intend to continue growing our core deposit base. We differentiate ourselves from our local competitors through high-quality service and innovative products that meet our customers' needs, like our Super Savings, Exceptional Checking and Free *Plus* Checking. In addition, the maintenance of a broad branch and ATM network in the State of Hawaii and our cash management services afford us the opportunity to gather other retail and commercial deposits.

*Focus on Liquidity.* In light of these challenging economic times, we have established and implemented a framework to drive a careful and disciplined approach to managing our balance sheet. The overall objective of this approach is to maintain adequate liquidity and ensure the long-term sustainability of our organization. We have employed a number of measures to improve liquidity, which include reducing our reliance on non-core funding sources and decreasing our loan-to-deposit ratio from 103.0% at December 31, 2008 to 93.0% at June 30, 2009.

*Preserve Asset Quality and Strengthen Risk Management Infrastructure.* We plan to improve asset quality and are continuing to execute a disciplined approach to identifying and managing problem or potentially problematic loans, as well as closely controlling our balance sheet growth. Our approach includes the enforcement of a conservative lending culture and strict underwriting guidelines. Specifically, in June 2009, we appointed a new interim Chief Credit Officer with more than 28 years of Credit Administration and Risk Management experience. Additionally, we have reassigned a number of senior management personnel to focus exclusively on monitoring our loan portfolio and working closely with our borrowers during this challenging economic environment. These additional resources have allowed us to place a greater focus on proactively managing our credit relationships to minimize portfolio degradation and to work closely with those credits showing signs of potential weakness. Some of the steps we are taking to manage our credit relationships include pursuing workouts and loan modifications, reducing commitments, increasing collateral, and strengthening guarantees. We have recently completed a

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thorough review of our loan portfolio under the supervision of our Chief Credit Officer and we are continuing to identify and examine opportunities to reduce our problem assets through loan sales, restructurings and paydowns. Beyond improving our asset quality, we also plan to bolster our overall enterprise risk management function. During the first half of 2009, we laid the groundwork to adopt and implement a centralized enterprise risk management function dedicated to identifying and responding to all forms of risk facing our institution. The objective of our enterprise risk management function is to establish a culture of risk identification and assessment that enables us to make judicious use of our resources while balancing risk and creating shareholder value.

*Downsize Our Mainland Operations.* To reduce our mainland credit exposure in the weakened California real estate market, we have ceased making new loans in California and continue to decrease our mainland loan portfolio. In addition, we have significantly reduced our mainland operations and transferred various functions to our Hawaii offices. Given the continuing uncertainty of the California real estate market, we believe this approach is the most appropriate.

*Enhance Operating Efficiency.* We have always sought to run our organization as efficiently as possible without sacrificing the high-touch, personalized service that our customers have come to expect from us. While our non-interest expense has been adversely impacted by credit related charges and costs associated with the maintenance and disposition of certain mainland assets, we will continue to look for ways to maintain and improve our operating efficiency by identifying and implementing process improvements, enforcing a culture of financial discipline, maximizing resources and prioritizing commitments. Specifically, as mentioned above, we have downsized our mainland operations and continue to look for ways to increase efficiency by implementing cost saving technology improvements, realigning operating processes to enhance workflow, and further streamlining our operations through the selective restructuring of certain functions within our bank. In addition, our executive management team took a 10% reduction in base pay and did not receive cash bonuses in 2007 and 2008. Furthermore, our directors took a 20% reduction in their retainer fees and we did not grant annual merit increases or incentive compensation to the majority of our employees during 2008.

*Diversify and Expand Non-Interest Income Sources.* We are diversifying our revenue stream by growing fee income and reducing our dependence on interest income. We are expanding our wealth management business segment and have hired two principals from Pacific Island Financial Management, LLP with over 20 years of asset management experience to complement our wealth management business; identifying ways to increase fee income from our core deposit base; continuing to invest in Central Pacific HomeLoans, our wholly owned subsidiary; and placing a greater emphasis on products and services that generate meaningful fee revenue.

**Our Strengths**

We believe we are well positioned to take advantage of opportunities in our primary Hawaii market to grow core deposits and strengthen our loan portfolio.

*Established Market Position in the Hawaii Market.* We have operated in the Hawaii market for over 50 years. Our deposit market share in Hawaii as of March 31, 2009 was 13.8%. We are positioned in the marketplace as a local community bank that is large enough to provide a wide range of banking services, yet small enough to deliver personalized service to our customer base.

*Experienced Management Team.* Our management team includes executives with extensive experience in the banking industry in general, and specifically in the Hawaii market. Ronald K. Migita, our Chairman, President and Chief Executive Officer, has over forty years of banking experience, primarily with Hawaii-based banking institutions. Dean Hirata, our Vice Chairman



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and Chief Financial Officer, Blenn Fujimoto, our Vice Chairman overseeing the Hawaii Market, Denis Isono, our Executive Vice President of Operations, and Mary Weisman, our Executive Vice President and interim Chief Credit Officer, each have over 25 years of banking experience, a majority of which has been in our core Hawaii market.

*Strong Core Deposit Base.* Our team of experienced commercial and retail bankers, diverse suite of products and services, and the convenience of our branch network have allowed us to establish a large, stable base of core deposits that provides cost-effective funding for our lending operations. At June 30, 2009, core deposits accounted for approximately 80.2% of our total deposits.

*High-Quality Customer Service.* Our business model is designed to create a competitive advantage with high-touch, personalized customer service. Our goal is to provide the highest level of customer service to all of our customers by focusing on a relationship-based banking approach.

*Innovative and Attractive Products and Services.* In addition to high-quality customer service, we differentiate ourselves with an innovative and diverse suite of products and services. Some of our flagship products include Super Savings, Exceptional Checking, Exceptional Money Market Savings and Free *Plus* Checking. Attractive deposit products such as those mentioned above led to growth in our core deposits of \$374.9 million during the first two quarters of 2009.

*Leading Hawaii Lender.* Our wholly owned subsidiary Central Pacific HomeLoans originates residential mortgages in the State of Hawaii. Through Central Pacific HomeLoans, we have established ourselves as the leading residential mortgage lender in the State of Hawaii.

### **Hawaii and California Markets**

Our operations are primarily concentrated in the States of Hawaii and California. Accordingly, our business performance is directly affected by conditions in the banking industry, macro economic conditions and the real estate market in those states.

General economic conditions in Hawaii are expected to contract in 2009, albeit at a slower rate than the rest of the nation, according to the Hawaii Department of Business Economic Development & Tourism (the "DBEDT").

*Gross Domestic Product.* The DBEDT projects the Hawaii gross domestic product ("GDP") to contract by 1.6% in 2009 compared to a contraction of 2.8% for the rest of the nation. GDP by state is derived as the sum of the GDP originating in all industries in the state. The estimates of real GDP are derived by applying national implicit price deflators by detailed industry to the current-dollar GDP estimates by detailed industry. Then, in order to capture the differences across states that reflect the relative differences in the mix of goods and services that the states produce, the same chain-type index formula used in the national accounts is used to calculate the estimates of total real GDP and real GDP by major industry.

*Unemployment Rate.* Hawaii's unemployment rate ranks as the eighteenth lowest in the nation. According to the Hawaii Department of Labor and Industrial Relations, Hawaii's seasonally adjusted unemployment rate was 7.4% in May 2009, compared to 9.4% at the national level.

*Housing Prices.* With size limitations of being an island state, Hawaii in general, and Honolulu in particular, are subject to tight housing market conditions. Median price levels in Hawaii have remained well above the national average while inventory overhang remains relatively low.

*Military Spending.* According to the Military Affairs Council of the Chamber of Commerce of Hawaii, the U.S. Department of Defense is the second largest source of revenue to the state, after the tourism industry. Hawaii is the third ranked state in annual per capita federal defense expenditures of approximately \$4,260 per person. Additionally, ongoing programs to privatize



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construction, renovation and operation of military housing are expected to contribute an additional \$3.0 billion to Hawaii's economy over the next 8 to 10 years.

California's economy is expected to contract as the effects of falling home prices, limited credit availability, shrinking equity values and growing unemployment continue to linger. The outlook for the California economy calls for negative growth in 2009, followed by weak growth in 2010 and improving slightly in 2011. According to the State of California Employment Development Department, California's unemployment rate increased to 11.5% in May 2009 and nonfarm jobs decreased by 4.9% from May 2008.

The California Association of Realtors (the "CAR") reported that May 2009 unit home sales increased by 35.2%, while the median price plunged 30.4% from levels a year ago primarily driven by a significant rise in distressed sales in the low end of the housing market. The CAR expects this trend of slightly higher sales activity with declining median prices to continue for the remainder of 2009 as increases in distressed sales activity is anticipated and affordability for first-time buyers continues to increase.

### **Recent Developments**

#### **Second Quarter 2009 Results**

On July 14, 2009, we announced that we expect to report a net loss of approximately \$33.0 million to \$37.0 million, or approximately \$1.22 to \$1.35 per diluted common share, for the second quarter of 2009, compared to net income of \$2.6 million, or \$0.03 per diluted share, in the first quarter of 2009. The estimated net loss includes total credit costs of approximately \$77.0 million to \$83.0 million compared to \$29.6 million in the first quarter of 2009.

The higher credit costs are the result of an increase in the allowance for loan and lease losses in light of the challenging economic environment. We expect the allowance for loan and lease losses as a percentage of total loans to be approximately 4.4% to 4.6% at June 30, 2009, a significant increase from the March 31, 2009 level of 3.2%. In addition, we expect net loan charge-offs for the second quarter of 2009 to be approximately \$28.0 million to \$33.0 million compared to \$24.3 million in the first quarter of 2009 and nonperforming assets to be approximately \$256.0 million to \$266.0 million at June 30, 2009 compared to \$159.9 million at March 31, 2009. The increase in nonperforming assets was primarily due to the addition of four Hawaii residential construction loans totaling \$36.4 million, five Hawaii commercial construction loans totaling \$30.3 million and four California commercial construction loans totaling \$25.1 million. We also expect accruing loans delinquent for 30 days or more to decrease from \$107.9 million at March 31, 2009 to approximately \$20 million to \$22 million at June 30, 2009.

Assuming a receipt of \$100.0 million of aggregate gross proceeds from this offering, our pro forma Tier 1 risk-based capital, total risk-based capital and leverage capital ratios as of June 30, 2009 would have been approximately 15.6%, 16.9% and 12.5%, respectively, and our tangible common equity ratio would have been approximately 7.5%. We continue to exceed the capital levels required for a "well-capitalized" regulatory designation.

#### **Stress Test**

We recently stress tested our loan portfolio utilizing the Supervisory Capital Assessment Program ("SCAP") methodology the stress test methodology designed by the U.S. federal banking supervisors to ensure large bank holding companies have sufficient capital should the economy weaken more than expected. As defined in the SCAP methodology, the "Baseline" scenario assumed a path for the economy that followed the consensus forecast and the "More Adverse" scenario was a deeper and more protracted downturn than the consensus forecast. Following the completion of this offering, and

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based on certain assumptions and targets for our company which we currently believe are reasonable, we expect to have more than sufficient capital to absorb the potential losses in the "More Adverse" scenario of the SCAP test while maintaining "well capitalized" regulatory capital ratios.

**Summary of the Offering**

Issuer	Central Pacific Financial Corp., a Hawaii corporation
Common Stock and Series B Preferred Stock Offered by Us(1)	\$100,000,000 in aggregate public offering price
Common Stock to be Outstanding after this Offering(2)	shares
Use of Proceeds	We expect to receive estimated net proceeds from this offering of approximately \$94.3 million, after deducting the estimated underwriting discounts and commissions and our estimated expenses (or approximately \$108.6 million if the underwriters exercise their over-allotment option in full). We intend to use the net proceeds from this offering for general corporate purposes which may include contributing all or substantially all the net proceeds to Central Pacific Bank.
Shareholder Approval	Based on 28,745,214 shares of common stock outstanding as of June 30, 2009 and after providing for 1,585,748 shares of common stock issuable upon exercise of the TARP Warrant, 1,007,904 shares of common stock subject to stock options outstanding as of June 30, 2009 and 1,311,443 shares of common stock reserved for future issuance under our stock option plan, there are 67,349,691 shares of common stock authorized and available for issuance pursuant to this offering. If we sell 67,349,691 shares or more of common stock in this offering, we will not have any shares of common stock authorized and unissued into which to convert any share of Series B Preferred Stock. To provide for the authorization of a sufficient number of shares, we have agreed in the underwriting agreement relating to the Series B Preferred Stock to use commercially reasonable efforts to obtain the approval by the holders of our common stock of an amendment to our restated articles of incorporation to increase the number of authorized shares of common stock to permit the full conversion into common stock of any shares of Series B Preferred Stock that we sell in this offering.

(1) Does not include proceeds from sales of shares that may be issued upon exercise of the underwriters' over-allotment option, which would result in up to an additional \$15,000,000 in aggregate public offering price.

(2) The number of shares of common stock to be outstanding after this offering is based on actual shares outstanding as of June 30, 2009 of 28,745,214 and (a) assumes the full conversion into common stock of the shares of Series B Preferred Stock sold by us in this offering, (b) assumes no exercise of the underwriters' over allotment option and (c) excludes 1,585,748 shares of common stock reserved for issuance upon exercise of the TARP Warrant, 1,007,904 shares of common stock subject to stock options outstanding as of June 30, 2009 having a weighted average exercise price of \$23.29 per share and 1,311,443 shares of common stock reserved for future issuance under our stock option plan.

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Dividends on Series B Preferred Stock	Dividends on the Series B Preferred Stock will be payable on a non-cumulative basis, when, as and if declared by our board of directors. Our board of directors may not declare and pay any dividend or make any distribution (including, but not limited to, regular quarterly dividends) in respect of our common stock, whether in the form of cash or securities or any other form of property or assets, unless our board of directors declares and pays a dividend or makes a distribution, as applicable, to the holders of the Series B Preferred Stock, at the same time and on the same terms as holders of the common stock, in an amount per share of Series B Preferred Stock equal to the product of (i) the per share dividend or distribution, as applicable, declared and paid or made in respect of each share of common stock and (ii) the number of shares of common stock into which such share of Series B Preferred Stock is then convertible. Dividends on the Series B Preferred Stock are non-cumulative. If our board of directors does not declare a dividend on the Series B Preferred Stock in respect of any dividend period, holders of the Series B Preferred Stock will have no right to receive any dividend for that dividend period, and we will have no obligation to pay a dividend for that dividend period.
Redemption of Series B Preferred Stock	The Series B Preferred Stock is not redeemable.
Mandatory Conversion of Series B Preferred Stock	Each share of Series B Preferred Stock will automatically convert into _____ shares of our common stock, subject to adjustment as described herein, on the fifth business day after which we have received shareholder approval to amend our restated articles of incorporation, as described above. Cash will be paid in lieu of fractional shares of common stock that would be issued upon conversion.
Liquidation Preference for Series B Preferred Stock	In the event of a voluntary or involuntary liquidation, dissolution or winding up of our company, subject to the rights of any of our creditors or holders of senior securities, the holders of Series B Preferred Stock then outstanding will be entitled to receive a liquidation preference equal to the greater of (1) \$0.01 plus an amount equal to any dividends that have been declared on the Series B Preferred Stock but not paid and (2) an amount per share that a holder of one share of Series B Preferred Stock would be entitled to receive if such share were converted into common stock immediately prior to such liquidation, dissolution or winding up, together with any declared but unpaid dividend prior to such distribution or payment date.

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Voting Rights for Series B Preferred Stock	Holders of our Series B Preferred Stock vote together with holders of our common stock on all matters upon which the holders of common stock are entitled to vote and will be entitled to a number of votes per share equal to the number of shares of our common stock into which a share of Series B Preferred Stock would convert at the then applicable conversion rate if shareholder approval to amend our restated articles of incorporation, as described above, were obtained. Except as set forth above or as required by law, holders of our Series B Preferred Stock will not have any voting rights.
Listing for Series B Preferred Stock	We intend to apply to list our Series B Preferred Stock on the NYSE, under the symbol "CPF PrB."
NYSE Symbol for our Common Stock	"CPF"

**Risk Factors**

Investing in our common stock or Series B Preferred Stock involves risks. You should carefully consider the information under "Risk Factors" beginning on page S-12 and page 4 of the accompanying prospectus and the other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus before investing in our common stock or Series B Preferred Stock.

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Our summary consolidated financial data presented below as of and for the years ended December 31, 2008, 2007, 2006, 2005 and 2004 are derived from our audited consolidated financial statements. The summary consolidated financial data presented below as of and for the three months ended March 31, 2009 and March 31, 2008 are derived from our unaudited consolidated financial statements and consist of all adjustments (consisting of only normal recurring adjustments) necessary for a fair presentation thereof. Interim results are not necessarily indicative of year-end results. The following summary consolidated financial data should be read in conjunction with our consolidated financial statements and related notes and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our Annual Report on Form 10-K/A for the year ended December 31, 2008 and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2009 filed with the SEC and incorporated herein by reference.

	As of or For the Three Months Ended March 31,		As of or For the Year Ended December 31,				
	2009	2008	2008	2007	2006	2005	2004
(Dollars in thousands, except per share data)							
<b>Statement of Income Data:</b>							
Total interest income	\$ 66,408	\$ 81,125	\$ 303,952	\$ 349,877	\$ 320,381	\$ 263,250	\$ 150,389
Total interest expense	19,935	30,268	101,997	137,979	109,532	66,577	30,217
Net interest income	46,473	50,857	201,955	211,898	210,849	196,673	120,172
Provision for loan and lease losses	26,750	34,272	171,668	53,001	1,350	3,917	2,083
Net interest income after provision for loan and lease losses	19,723	16,585	30,287	158,897	209,499	192,756	118,089
Other operating income	15,684	14,279	54,808	45,804	43,156	41,002	22,018
Goodwill impairment			94,279	48,000			
Other operating expense (excluding goodwill impairment)	37,698	31,460	178,543	128,556	132,163	124,772	86,131
Income (loss) before income taxes	(2,291)	(596)	(187,727)	28,145	120,492	108,986	53,976
Income taxes	(4,920)	(2,254)	(49,313)	22,339	41,312	36,527	16,582
Net income (loss)	2,629	1,658	(138,414)	5,806	79,180	72,459	37,394
<b>Balance Sheet Data (Year-End):</b>							
Interest-bearing deposits in other banks	\$ 10,199	\$ 106	\$ 475	\$ 241	\$ 5,933	\$ 9,813	\$ 52,978
Investment securities(1)	940,738	879,570	751,297	881,254	898,358	925,285	850,821
Loans and leases	3,818,900	4,176,596	4,030,266	4,141,705	3,846,004	3,552,749	3,099,830
Allowance for loan and lease losses	122,286	72,108	119,878	92,049	52,280	52,936	50,703
Goodwill	152,689	244,702	152,689	244,702	298,996	303,358	284,712
Core deposit premium	25,407	28,082	26,076	28,750	31,898	35,795	49,188
Total assets	5,431,559	5,800,037	5,432,361	5,680,386	5,487,192	5,239,139	4,651,902
Core deposits(2)	2,978,464	2,723,288	2,805,347	2,833,317	2,860,926	2,814,435	2,716,973
Total deposits	4,002,573	3,780,021	3,911,566	4,002,719	3,844,483	3,642,244	3,327,026
Long-term debt	623,903	915,514	649,257	916,019	740,189	749,258	587,380
Total shareholders' equity	657,339	674,663	526,291	674,403	738,139	676,234	567,862
<b>Per Common Share Data:</b>							
Basic earnings (loss) per common share	\$ 0.03	\$ 0.06	\$ (4.83)	\$ 0.19	\$ 2.60	\$ 2.42	\$ 1.90
Diluted earnings (loss) per common share	0.03	0.06	(4.83)	0.19	2.57	2.38	1.87
Cash dividends declared per common share		0.25	0.70	0.98	0.88	0.73	0.64
Book value per common share	18.42	23.50	18.32	23.45	24.04	22.22	20.17
Diluted weighted average shares outstanding (in thousands)	28,692	28,801	28,669	30,406	30,827	30,487	20,017
<b>Financial Ratios:</b>							
Return on average assets	0.19%	0.12%	(2.45)%	0.10%	1.50%	1.48%	1.25%
Return on average shareholders' equity	1.70%	0.96%	(23.07)	0.77	11.16	11.16	12.37
Net income (loss) to average tangible shareholders' equity	2.40	1.59	(37.00)	1.35	21.01	22.88	18.45
Average equity to average assets	11.28	12.01	10.61	13.58	13.45	13.29	10.08
Net interest margin(3)	3.82	3.99	4.02	4.33	4.55	4.63	4.51
Net charge-offs to average loans	2.42	5.11	3.42	0.33	0.05	0.05	0.06
Nonperforming assets to total loans and leases, loans held for sale & other real estate(4)	4.10	2.78	3.52	1.47	0.23	0.35	0.35

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	As of or For the Three Months Ended March 31,		As of or For the Year Ended December 31,				
	2009	2008	2008	2007	2006	2005	2004
(Dollars in thousands, except per share data)							
Allowance for loan and lease losses to total loans and leases	\$ 3.20	\$ 1.73	\$ 2.97	\$ 2.22	\$ 1.36	\$ 1.49	\$ 1.64
Allowance for loan and lease losses to nonaccrual loans	85.30	61.76	90.43	149.57	583.61	421.77	492.79
Dividend payout ratio	N/A	416.67	N/A	515.79	33.85	30.17	33.68
Tangible common equity ratio(5)	6.66%	7.27%	6.59%	7.42%	7.90%	6.88%	5.42%
Leverage capital ratio(6)	11.3%	9.6%	8.8%	9.8%	10.9%	10.0%	8.11%
Tier 1 risk-based capital	13.9%	10.9%	10.4%	11.5%	12.3%	10.7%	9.67%
Total risk-based capital	15.2%	12.2%	11.7%	12.7%	13.6%	11.9%	10.93%
Ratio of Earnings to Fixed Charges(7)							
Excluding interest on deposits	0.3	0.9	(3.7)	1.6	4.1	4.6	5.0
Including interest on deposits	0.8	1.0	(0.8)	1.2	2.1	2.6	2.8
Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends(8)							
Excluding interest on deposits	0.2	0.9	(3.7)	1.6	4.1	4.6	5.0
Including interest on deposits	0.7	1.0	(0.8)	1.2	2.1	2.6	2.8

- (1) Held-to-maturity securities at amortized cost, available-for-sale securities at fair value.
- (2) Non-interest-bearing demand, interest-bearing demand and savings deposits, and time deposits under \$100,000.
- (3) Computed on a taxable equivalent basis using an assumed income tax rate of 35%.
- (4) Nonperforming assets include nonaccrual loans, nonaccrual loans held for sale and other real estate.
- (5) Tangible common equity ratio is derived by dividing tangible equity by tangible assets.
- (6) Leverage capital ratio is derived by dividing Tier 1 capital by average assets.
- (7) Earnings consist of consolidated pretax income from continuing operations before adjustment for minority interest in consolidated subsidiaries and fixed charges. Fixed charges consist of all interest expense and the proportion deemed representative of the interest factor of rent expense.
- (8) Earnings consist of consolidated pretax income from continuing operations before adjustment for minority interest in consolidated subsidiaries, fixed charges and preferred stock dividends. Fixed charges consist of all interest expense and the proportion deemed representative of the interest factor of rent expense.



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**RISK FACTORS**

*Investing in our common stock or Series B Preferred Stock involves risk. In deciding whether to invest in our common stock or Series B Preferred Stock, you should carefully consider the risk factors set forth below, which should be read together with the risk factors and other disclosures in our Annual Report on Form 10-K/A for the year ended December 31, 2008, our Quarterly Report on Form 10-Q for the quarter ended March 31, 2009 and the accompanying prospectus. The risks and uncertainties described below and in these other documents are not the only ones we face. Additional risks and uncertainties that we are unaware of, or that we currently deem immaterial, also may become important factors that affect us. If any of the following risks occurs, our business, financial condition or results of operations could be materially and adversely affected. In that case, the value of our common stock or Series B Preferred Stock and your investment could decline.*

**Factors That May Affect Our Business**

**We have incurred significant losses and cannot assure you that we will be profitable.**

We incurred a net loss of \$138.4 million, or \$4.83 loss per common share, for the year ended December 31, 2008, and expect to incur a net loss of between \$33.0 million and \$37.0 million, or between \$1.22 and \$1.35 per diluted common share, for the quarterly period ended June 30, 2009 (and a related decrease in stockholders' equity as of such date), in each case due primarily to credit costs, including a significant provision for loan and lease losses. Although we have taken a significant number of steps to reduce our credit exposure, we likely will continue to incur significant credit costs through 2010 which we anticipate will continue to adversely impact our overall financial performance and results of operations.

**Difficult economic and market conditions have adversely affected our industry.**

The global and U.S. economies continue to experience a protracted slowdown in business activity as a result of disruptions in the financial system, including a lack of confidence in the worldwide credit markets. Currently, the U.S. economy remains in the midst of one of its longest economic recessions since the Great Depression of the 1930s. Dramatic declines in the housing market, along with decreasing home prices and increasing delinquencies and foreclosures, have negatively impacted the credit performance of mortgage and construction loans and resulted in significant write-downs of assets by many financial institutions. General downward economic trends, reduced availability of commercial credit and increasing unemployment have negatively impacted the credit performance of commercial and consumer credit, resulting in additional write-downs. Concerns over the stability of the financial markets and the economy have resulted in decreased lending by financial institutions to their customers and to each other. This market turmoil and tightening of credit has led to increased commercial and consumer deficiencies, lack of customer confidence, increased market volatility and widespread reduction in general business activity. Financial institutions have experienced decreased access to deposits and borrowings. The resulting economic pressure on consumers and businesses and the lack of confidence in the financial markets may adversely affect our business, financial condition, results of operations and stock price. We do not expect that the difficult conditions in the financial markets are likely to improve in the near future. A worsening of these conditions would likely exacerbate the adverse effects of these difficult market conditions on us and others in the financial institutions industry. In particular, we may face the following risks in connection with these events:

We potentially face increased regulation of our industry. Compliance with such regulation may increase our costs and limit our ability to pursue business opportunities.

The process we use to estimate losses inherent in our credit exposure requires difficult, subjective and complex judgments, including forecasts of economic conditions and how these economic conditions might impair the ability of our borrowers to repay their loans. The level of

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uncertainty concerning economic conditions may adversely affect the accuracy of our estimates which may, in turn, impact the reliability of the process.

We may be required to pay significantly higher premiums to the FDIC because market developments have significantly depleted the insurance fund of the FDIC and reduced the ratio of reserves to insured deposits.

**Continued economic slowdowns in Hawaii, California or Washington would materially hurt our business.**

Our business is directly affected by factors such as economic, political and market conditions, broad trends in industry and finance, legislative and regulatory changes, changes in government monetary and fiscal policies and inflation, all of which are beyond our control. The current deterioration in economic conditions in the United States generally, and in Hawaii, California and Washington in particular, could result in the following consequences, any of which would materially hurt our business:

Loan delinquencies may continue to increase;

Problem assets and foreclosures may continue to increase leading to more loan charge-offs;

Demand for our products and services may decline;

Low cost or non-interest bearing deposits may continue to decrease; and

Collateral for loans made by us, especially involving real estate, may continue to decline in value, in turn reducing customers' borrowing power and reducing the value of assets and collateral associated with our existing loans.

**A large percentage of our real estate loans are construction loans which involve the additional risk that a project may not be completed, increasing the risk of loss.**

Approximately 30% of our real estate loan portfolio as of June 30, 2009 was comprised of construction loans. Sixty-three percent of these construction loans were in Hawaii, 30% in California and the remaining 7% in Washington. Repayment of construction loans is dependent upon the successful completion of the construction project, on time and within budget, and the successful sale of the completed project. If a borrower is unable to complete a construction project or if the marketability of the completed development is impaired, proceeds from the sale of the subject property may be insufficient to repay the loan. Further deterioration in any of the real estate markets we serve is likely to damage the marketability of these projects; as a result, we may incur loan losses which will adversely affect our results of operations.

**Our ability to maintain adequate sources of funding and liquidity and required capital levels may be negatively impacted by the current economic environment which may, among other things, impact our ability to pay dividends or satisfy our obligations.**

Liquidity is essential to our business. An inability to raise funds through deposits, borrowings, the sale of investments or loans, and other sources could have a substantial negative affect on our liquidity. Our access to funding sources in amounts adequate to finance our activities on terms which are acceptable to us could be impaired by factors that affect us specifically or the financial services industry or economy in general. Factors that could detrimentally impact our access to liquidity sources include a decrease in the level of our business activity as a result of a downturn in the markets in which our loans or deposits are concentrated or adverse regulatory action against us. Our ability to borrow could also be impaired by factors that are not specific to us, such as a disruption in the financial markets or negative views and expectations about the prospects for the financial industry in light of the recent turmoil faced by banking organizations and the continued deterioration in credit markets.

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The management of liquidity risk is critical to the management of our business and to our ability to service our customer base. In managing our balance sheet, our primary source of funding is customer deposits. Our ability to continue to attract these deposits and other funding sources is subject to variability based upon a number of factors including volume and volatility in the securities markets, our credit rating and the relative interest rates that we are prepared to pay for these liabilities. The availability and level of deposits and other funding sources is highly dependent upon the perception of the liquidity and creditworthiness of the financial institution, which perception can change quickly in response to market conditions or circumstances unique to a particular company. Concerns about our financial condition, or concerns about our credit exposure to other persons could adversely impact our sources of liquidity, financial position, including regulatory capital ratios, results of operations and our business prospects.

If the level of deposits were to materially decrease, we would have to raise additional funds by increasing the interest that we pay on certificates of deposits or other depository accounts, seek other debt or equity financing or draw upon our available lines of credit. We rely on commercial and retail deposits, and to a lesser extent, brokered deposits, advances from the Federal Home Loan Bank of Seattle ("FHLB-Seattle") and the Fed discount window, to fund our operations. Although we have historically been able to replace maturing deposits and advances as necessary, we might not be able to replace such funds in the future if, among other things, our results of operations or financial condition or the results of operations or financial condition of the FHLB-Seattle or market conditions were to change.

We constantly monitor our activities with respect to liquidity and evaluate closely our utilization of our cash assets; however, there can be no assurance that our liquidity or the cost of funds to us may not be materially and adversely impacted as a result of economic, market or operational considerations that we may not be able to control.

In addition, Central Pacific Financial Corp. must provide for its own liquidity. Substantially all of Central Pacific Financial Corp.'s revenues are obtained from dividends declared and paid by Central Pacific Bank. If Central Pacific Bank is unable to pay dividends to Central Pacific Financial Corp., whether as a result of actions by regulatory authorities or otherwise, Central Pacific Financial Corp. may not be able to satisfy its own obligations, including its debt obligations. If we are unable to satisfy those obligations, we may be, among other things, required to satisfy obligations before they otherwise would have become due, prohibited from paying dividends on our outstanding capital stock or otherwise restricted in our commercial activities.

**Our allowance for loan and lease losses may not be sufficient to cover actual loan losses, which could adversely affect our results of operations. Additional loan losses will likely occur in the future and may occur at a rate greater than we have experienced to date.**

As a lender, we are exposed to the risk that our loan customers may not repay their loans according to their terms and that the collateral or guarantees securing these loans may be insufficient to assure repayment. During 2008, our provision for loan and lease losses amounted to \$171.7 million, compared to \$53.0 million in 2007 and \$1.4 million in 2006. During the second quarter of 2009, our provisions for loan and lease losses amounted to approximately \$72.0 million to \$76.0 million, compared to \$87.8 million and \$1.0 million in the comparable periods in 2008 and 2007. Our current allowance may not be sufficient to cover future loan losses. We may experience significant loan losses that could have a material adverse effect on our operating results. Management makes various assumptions and judgments about the collectibility of our loan portfolio, which are regularly reevaluated and are based in part on:

Current economic conditions and their estimated effects on specific borrowers;

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An evaluation of the existing relationships among loans, potential loan losses and the present level of the allowance for loan and lease losses;

Results of examinations of our loan portfolios by regulatory agencies; and

Management's internal review of the loan portfolio.

In determining the size of the allowance, we rely on an analysis of our loan portfolio, our experience and our evaluation of general economic conditions. If our assumptions prove to be incorrect, our current allowance may not be sufficient. With the volatility of the economic decline and unprecedented nature of the events in the credit and real estate markets during the latter part of 2008, we made significant adjustments to our allowance in 2008. In the second quarter of 2009, we made significant additional adjustments to our allowance due to the ongoing economic downturn and the resultant deterioration in the Hawaii and California real estate markets. We expect to have to make additional adjustments in our allowance for the next several quarters, expected to be through 2010, and possibly beyond, due to the anticipated ongoing deterioration in the local or national real estate markets and economies. In addition, federal regulators periodically evaluate the adequacy of our allowance and may require us to increase our provision for loan and lease losses or recognize further loan charge-offs based on judgments different than those of our management. Any further increase in our allowance or loan charge-offs could have a material adverse effect on our results of operations. In addition, we may be subject to further regulatory action as a result of the quality of our loan portfolio and our overall allowance for loan losses.

During the second quarter of 2008, we wrote off all of the remaining goodwill associated with our Commercial Real Estate reporting segment as it was considered to be impaired. We continue to evaluate goodwill assigned to our Hawaii Market reporting segment for impairment. Estimates of fair value of our Hawaii Market reporting segment are determined based on a complex model using cash flows and company comparisons. If management's estimates of future cash flows are inaccurate, the fair value determined could be inaccurate and impairment may not be recognized in a timely manner. Furthermore, market conditions affecting our Hawaii Market reporting segment may deteriorate which could result in a material adverse effect on the operating results of the Hawaii Market reporting segment. If this were to occur, the goodwill assigned to our Hawaii Market reporting segment may be considered to be impaired.

**If current levels of market disruption and volatility continue or worsen, there can be no assurance that we will not experience an adverse effect, which may be material, on our ability to access capital and on our business, financial condition and results of operations.**

Recent legislative and regulatory initiatives to address difficult market and economic conditions may not stabilize the U.S. banking system. On October 3, 2008, President Bush signed into law the Emergency Economic Stabilization Act of 2008 (the "EESA") in response to the current crisis in the financial sector. The U.S. Treasury and banking regulators are implementing a number of programs under this legislation to address capital and liquidity issues in the banking system. Additionally, on June 17, 2009, the U.S. Treasury released a white paper proposing sweeping financial reforms, including the creation of a Consumer Financial Protection Agency with extensive powers. If enacted, the proposals would significantly alter not only how financial firms are regulated but also how they conduct their business. There can be no assurance, however, as to the actual impact that the EESA will have on the financial markets, including the extreme levels of volatility and limited credit availability currently being experienced. The failure of the EESA to help stabilize the financial markets and a continuation or worsening of current financial market conditions could materially and adversely affect our business, financial condition, results of operations, access to credit or the value of our securities.

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**Recent market disruptions and related governmental actions could materially and adversely affect our business, financial condition, results of operations or prospects.**

Our business is affected by global economic conditions, political uncertainties and volatility and other developments in the financial markets. Factors such as interest rates and commodity prices, regional and national rates of economic growth, liquidity and volatility of fixed income, credit and other financial markets and investors' confidence can significantly affect the businesses in which we and our customers are engaged. Such factors have affected, and may further unfavorably affect, both economic growth and stability in markets where we and our customers operate, creating adverse effects on many companies, including us, in ways that are not predictable or that we may fail to anticipate. Since mid-2007 credit and other financial markets have suffered substantial stress, volatility, illiquidity and disruption. These forces reached unprecedented levels in September and October of 2008, resulting in the bankruptcy or acquisition of, or government assistance to several major domestic and international financial institutions. These events have continued in 2009 and have significantly diminished overall confidence in the financial markets and in financial institutions, generally. This reduced confidence could further exacerbate the overall market disruption and increase risks to market participants including us.

The recent market developments and the potential for increased and continuing disruptions present a material risk to our business and that of other financial institutions. Further deterioration or a continuation of recent market conditions may lead to a decline in the value of the assets that we hold or in the creditworthiness of our borrowers. In response to recent market disruptions, legislators and financial regulators implemented a number of mechanisms designed to add stability to the financial markets, including the provision of direct and indirect assistance to distressed financial institutions, assistance by the banking authorities in arranging acquisitions of weakened banks and broker dealers, implementation of programs by the Federal Reserve Board to provide liquidity to the commercial paper markets and other matters. The overall effects of legislative and regulatory efforts on the financial markets are uncertain, and they may not have the intended stabilization effects. While these measures have been implemented to support and stabilize the markets, these actions may have unintended consequences on the financial system or our business, including reducing competition or increasing the general level of uncertainty in the markets. Should these or other legislative or regulatory initiatives fail to stabilize and add liquidity to the financial markets, our business, financial condition, results of operations and prospects could be adversely affected.

**A large percentage of our loans are collateralized by real estate and continued deterioration in the real estate market may result in additional losses and adversely affect our profitability.**

Our results of operations have been and in future periods will continue to be significantly impacted by the economies in Hawaii, California and other markets we serve. Approximately 86% of our loan portfolio as of June 30, 2009 was comprised of loans primarily collateralized by real estate, 74% of these loans were concentrated in Hawaii, 21% in California and 5% in Washington. Deterioration of the economic environment in Hawaii, California or other markets we serve, including a continued decline in the real estate market, further declines in single-family home resales or a material external shock, may significantly impair the value of our collateral and our ability to sell the collateral upon foreclosure. In the event of a default with respect to any of these loans, amounts received upon sale of the collateral may be insufficient to recover outstanding principal and interest on the loan. As a result, we expect that our profitability would be negatively impacted by an adverse change in the real estate market.

**The value of certain securities in our investment securities portfolio may be negatively affected by disruptions in the market for these securities.**

The market for certain investment securities held within our investment portfolio has become much less liquid over the past several quarters. This, coupled with uncertainty surrounding the credit

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risk associated with the underlying collateral has caused discrepancies in valuation estimates obtained from third parties. We value some of our investments using cash flow and valuation models which include certain subjective estimates that we believe are reflective of the estimates a purchaser of such securities would use if such a transaction were to occur. The volatile market or changes in the estimates we use to model the value of certain of our securities may affect the value of these securities, such as through reduced valuations due to the perception of heightened credit and liquidity risks, in addition to interest rate risk typically associated with these securities. There can be no assurance that declines in value associated with these disruptions will not result in impairment of these assets that may result in accounting charges that could have a material adverse effect on consolidated financial statements and capital ratios.

**Our California operations have a considerable effect on our results of operations, and sustaining these operations may be difficult, which could adversely affect our results of operations.**

The performance of our California operations depends on a number of factors, including improvement of the California real estate market. As we have seen in the California residential construction market throughout 2008, the strength of the real estate market and the results of our operations could continue to be negatively affected by an economic downturn.

At June 30, 2009, loans originated in our California loan production offices totaled \$0.7 billion, or 18.5% of our total loan portfolio. The payment on such loans is typically dependent on the cash flows generated by the projects, which are affected by the supply and demand for commercial and residential property within the relevant market. Declines in the market for commercial property are causing commercial borrowers to suffer losses on their projects and they may be unable to repay their loans. Defaults of these loans or further deterioration in the credit worthiness of any of these borrowers would further negatively affect our financial condition, results of operations and prospects. Declines in housing prices and the supply of existing houses for sale are causing residential developers who are our borrowers to also suffer losses on their projects and encounter difficulty in repaying their loans. Since the third quarter of 2007, we have significantly increased our provision for loan losses as a result of these challenging conditions.

**Governmental regulation and regulatory actions against us may impair our operations or restrict our growth.**

We are subject to significant governmental supervision and regulation. These regulations are intended primarily for the protection of depositors. Statutes and regulations affecting our business may be changed at any time and the interpretation of these statutes and regulations by examining authorities may also change. Within the last several years, Congress and the President have passed and enacted significant changes to these statutes and regulations. There can be no assurance that such changes to the statutes and regulations or to their interpretation will not adversely affect our business. In addition to governmental supervision and regulation, we are subject to changes in other federal and state laws, including changes in tax laws, which could materially affect the banking industry. We are subject to the rules and regulations of the Federal Reserve Board. If we fail to comply with federal and state bank regulations, the regulators may limit our activities or growth, fine us or ultimately put us out of business. Banking laws and regulations change from time to time. Bank regulations can hinder our ability to compete with financial services companies that are not regulated in the same manner or are less regulated. Federal and state bank regulatory agencies regulate many aspects of our operations. These areas include:

The capital that must be maintained;

The kinds of activities that can be engaged in;

The kinds and amounts of investments that can be made;

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The locations of offices;

Insurance of deposits and the premiums that we must pay for this insurance; and

How much cash we must set aside as reserves for deposits.

In December 2008, the members of the board of directors of Central Pacific Bank entered into a memorandum of understanding with the FDIC and the DFI to address certain issues that arose in the bank's most recent regulatory examination in August 2008. The issues required to be addressed by management include, among other matters, to review and establish more comprehensive policies and methodologies relating to the adequacy of the allowance for loan and lease losses, the re-evaluation, development and implementation of strategic and other plans, to increase the bank's leverage capital ratio to 9% within 120 days and to obtain approval of the FDIC and the DFI for the payment of cash dividends by the bank to us. We have entered into a memorandum of understanding with the Federal Reserve Board and the DFI that parallels the memorandum of understanding Central Pacific Bank's directors entered into with the FDIC and the DFI. Effective April 1, 2009, CPF, the DFI and the Federal Reserve Board have set forth certain similar terms in a memorandum of understanding and the board of directors additionally has agreed to obtain the approval of the Federal Reserve Board and the DFI for CPF to increase, renew, incur or guarantee indebtedness.

In addition, due to the ongoing economic downturn and the resultant deterioration in the Hawaii and California commercial real estate markets and adverse impact on our loan portfolio and financial results, we may be the subject of additional regulatory actions in the future and face further limitations on our business, which would impair our operations and restrict our growth. Bank regulatory authorities have the authority to bring enforcement actions against banks and bank holding companies for unsafe or unsound practices in the conduct of their businesses or for violations of any law, rule or regulation, any condition imposed in writing by the appropriate bank regulatory agency or any written agreement with the authority. Possible enforcement actions against us could include the issuance of a cease-and-desist order that could be judicially enforced, the imposition of civil monetary penalties, the issuance of directives to increase capital or enter into a strategic transaction, whether by merger or otherwise, with a third party, the appointment of a conservator or receiver, the termination of insurance of deposits, the issuance of removal and prohibition orders against institution-affiliated parties, and the enforcement of such actions through injunctions or restraining orders.

**Our business could be adversely affected by unfavorable actions from rating agencies.**

Ratings assigned by ratings agencies to us, our affiliates or our securities may impact the decision of certain customers, in particular, institutions, to do business with us. A rating downgrade or a negative rating could adversely affect our deposits and our business relationships. On June 26, 2009, Fitch Ratings downgraded the ratings for us, Central Pacific Bank and our preferred stock and placed our ratings on Rating Watch Negative. This ratings downgrade may contribute to a loss of deposits and further downgrades to us, our affiliates or our securities could further reduce deposits and result in the loss of relationships.

**Future dividend payments and common stock repurchases are restricted by the terms of the U.S. Treasury's equity investment in us.**

Under the terms of the Treasury Asset Relief Program's ("TARP") Capital Purchase Program ("CPP"), for so long as any shares of our TARP Preferred Stock issued under the CPP remain outstanding, we are prohibited from increasing quarterly cash dividends on our common stock above \$0.10 per share, and from making certain repurchases of our common stock and other equity or capital securities without the U.S. Treasury's consent until the third anniversary of the U.S. Treasury's investment or until the U.S. Treasury has transferred all of the TARP Preferred Stock it purchased under the CPP to third parties. Furthermore, as long as the TARP Preferred Stock issued to the U.S. Treasury is outstanding, dividend payments and repurchases or redemptions relating to our common

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stock and other equity or capital securities are prohibited until all accrued and unpaid dividends are paid on the TARP Preferred Stock, subject to certain limited exceptions. These restrictions, together with the potentially dilutive impact of the TARP Warrant, could have a negative effect on the value of our common stock and Series B Preferred Stock.

**The TARP Preferred Stock impacts net income available to holders of our common stock and Series B Preferred Stock and earnings per share, and the TARP Warrant may be dilutive to holders of our common stock and Series B Preferred Stock.**

The dividends declared and the accretion on discount on the TARP Preferred Stock issued to the U.S. Treasury will reduce the net income available to holders of common stock and Series B Preferred Stock and our earnings per share. The TARP Preferred Stock will also receive preferential treatment in the event of liquidation, dissolution or winding up of our company. Additionally, the ownership interest of holders of our common stock and Series B Preferred Stock will be diluted to the extent the TARP Warrant is exercised. Although the U.S. Treasury has agreed not to vote any of the shares of common stock it receives upon exercise of the TARP Warrant, a transferee of any portion of the TARP Warrant or of any shares of common stock acquired upon exercise of the TARP Warrant is not bound by this restriction.

**If we are unable to redeem the TARP Preferred Stock prior to February 15, 2014, the cost of this capital to us will increase substantially.**

If we are unable to redeem the TARP Preferred Stock prior to February 15, 2014, the cost of this capital to us will increase substantially on that date, from 5.0% (approximately \$6.8 million annually) to 9.0% per annum (approximately \$12.2 million annually), further reducing the net income available to holders of our common stock and Series B Preferred Stock and our earnings per share.

**Because of our participation in the TARP's CPP, we are subject to several restrictions including restrictions on compensation paid to our executives.**

Pursuant to the terms of the TARP CPP, we adopted certain standards for executive compensation and corporate governance for the period during which the U.S. Treasury holds an investment in us. These standards generally apply to our Chief Executive Officer, Chief Financial Officer and the three next most highly compensated senior executive officers. The standards include (1) ensuring that incentive compensation for senior executives does not encourage unnecessary and excessive risks that threaten the value of the financial institution; (2) required clawback of any bonus or incentive compensation paid to a senior executive based on statements of earnings, gains or other criteria that are later proven to be materially inaccurate; (3) prohibition on making golden parachute payments to senior executives; and (4) agreement not to deduct for tax purposes executive compensation in excess of \$0.5 million for each senior executive. In particular, the change to the deductibility limit on executive compensation will likely increase the overall cost of our compensation programs in future periods and may make it more difficult to attract suitable candidates to serve as executive officers.

**Our business is subject to interest rate risk and fluctuations in interest rates may adversely affect our earnings.**

The majority of our assets and liabilities are monetary in nature and subject to risk from changes in interest rates. Like most financial institutions, our earnings and profitability depend significantly on our net interest income, which is the difference between interest income on interest-earning assets, such as loans and investment securities, and interest expense on interest-bearing liabilities, such as deposits and borrowings. We expect that we will periodically experience "gaps" in the interest rate sensitivities of our assets and liabilities, meaning that either our interest-bearing liabilities will be more sensitive to changes in market interest rates than our interest-earning assets, or vice versa. If market interest rates should move contrary to our position, this "gap" will work against us and our earnings may be negatively affected. In light of our current volume and mix of interest-earning assets and



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interest-bearing liabilities, our interest rate margin could be expected to increase during periods of rising interest rates and, conversely, to decline during periods of falling interest rates. We are unable to predict or control fluctuations of market interest rates, which are affected by many factors including the following:

Inflation;

Recession;

Changes in unemployment;

The money supply;

International disorder and instability in domestic and foreign financial markets; and

Governmental actions.

Our asset/liability management strategy may not be able to control our risk from changes in market interest rates and it may not be able to prevent changes in interest rates from having a material adverse effect on our results of operations and financial condition. From time to time, we may reposition our investment portfolio to reduce our net interest income volatility. See "*Asset/Liability Management and Interest Rate Risk*" included in Part II, Item 7 of our Annual Report on Form 10-K/A for a further discussion of our sensitivity to interest rate changes.

**We operate in a highly competitive industry and market area.**

We face substantial competition in all areas of our operations from a variety of different competitors, many of which are larger and may have more financial resources. Such competitors primarily include national, regional and community banks within the various markets we operate. Additionally, various out-of-state banks conduct significant business in the market areas in which we currently operate. We also face competition from many other types of financial institutions, including, without limitation, savings and loans, credit unions, finance companies, brokerage firms, insurance companies, factoring companies and other financial intermediaries.

The financial services industry could become even more competitive as a result of legislative, regulatory and technological changes and continued consolidation. Banks, securities firms and insurance companies can merge under the umbrella of a financial holding company, which can offer virtually any type of financial service, including banking, securities underwriting, insurance (both agency and underwriting) and merchant banking. Also, technology has lowered barriers to entry and made it possible for non-banks to offer products and services traditionally provided by banks such as automatic transfer and automatic payment systems. Many of our competitors have fewer regulatory constraints and may have lower cost structures. Additionally, due to their size, many competitors may be able to achieve economies of scale and, as a result, may offer a broader range of products and services as well as better pricing for those products and services than we can.

Our ability to compete successfully depends on a number of factors, including, among other things:

The ability to develop, maintain and build upon long-term customer relationships based on top quality service, high ethical standards and safe, sound assets;

The ability to expand our market position;

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The scope, relevance and pricing of products and services offered to meet customer needs and demands;

The rate at which we introduce new products and services relative to its competitors;

Customer satisfaction with our level of service; and

Industry and general economic trends.

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Failure to perform in any of these areas could significantly weaken our competitive position, which could adversely affect our growth and profitability, which, in turn, could have a material adverse effect on our financial condition and results of operations.

**Our deposit customers may pursue alternatives to deposits at our bank or seek higher yielding deposits causing us to incur increased funding costs.**

We are facing increasing deposit-pricing pressures. Checking and savings account balances and other forms of deposits can decrease when our deposit customers perceive alternative investments, such as the stock market or other non-depository investments as providing superior expected returns or seek to spread their deposits over several banks to maximize FDIC insurance coverage. Furthermore, technology and other changes have made it more convenient for bank customers to transfer funds into alternative investments including products offered by other financial institutions or non-bank service providers. Additional increases in short-term interest rates could increase transfers of deposits to higher yielding deposits. Efforts and initiatives we undertake to retain and increase deposits, including deposit pricing, can increase our costs. When bank customers move money out of bank deposits in favor of alternative investments or into higher yielding deposits, or spread their accounts over several banks, we can lose a relatively inexpensive source of funds, thus increasing our funding costs.

**If our investment in the FHLB-Seattle is classified as other-than-temporarily impaired or as permanently impaired, our earnings and shareholders' equity could decrease.**

We own common stock of the FHLB-Seattle to qualify for membership in the Federal Home Loan Bank System and to be eligible to borrow funds under the FHLB-Seattle's advance program. The aggregate cost of our FHLB-Seattle common stock as of March 31, 2009 was \$48.8 million based on its par value. There is no market for our FHLB-Seattle common stock.

Recent published reports indicate that certain member banks of the Federal Home Loan Bank System may be subject to accounting rules and asset quality risks that could result in materially lower regulatory capital levels. In an extreme situation, it is possible that the capitalization of a Federal Home Loan Bank, including the FHLB-Seattle, could be substantially diminished. Consequently, we believe that there is a risk that our investment in FHLB-Seattle common stock could be deemed other-than-temporarily impaired at some time in the future. If this occurs, it would cause our earnings and shareholders' equity to decrease by the after-tax amount of the impairment charge.

**We may be unsuccessful in our federal or Hawaii state tax appeals, or ongoing tax audits may result in additional tax liabilities.**

We are currently appealing certain tax assessments by the Internal Revenue Service and the State of Hawaii Department of Taxation. While we believe that we have properly applied the relevant income tax statutes and have obtained supporting opinions from tax consultants, we may be unsuccessful in one or more of our appeals. While we have established contingency reserves as deemed appropriate, adverse decisions or settlements could result in income tax and related interest exposure in excess of amounts reserved.

**We rely on dividends from our subsidiaries for most of our revenue.**

Because we are a holding company with no significant operations other than our bank, we currently depend upon dividends from our bank for a substantial portion of our revenues. Our ability to pay dividends will therefore continue to depend in large part upon our receipt of dividends or other capital distributions from our bank.

The ability of the bank to pay dividends or make other capital distributions to us is subject to the regulatory authority of the FDIC, the DFI, Hawaii law and the Federal Reserve Board as further described in "*Business Supervision and Regulation Bank Holding Company Activities*" and "*Business*"

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*Supervision and Regulation Dividends*" in our most recent Annual Report on Form 10-K/A and similar sections in our future filings.

**We may not be able to attract and retain skilled people.**

Our success depends in large part on our ability to attract and retain key people and there are a limited number of qualified persons with knowledge of and experience in the banking industry in each of our markets. Furthermore, recent demand for skilled finance and accounting personnel among publicly traded companies has increased the importance of attracting and retaining these people. Competition for the best people can be intense given the tight labor market in Hawaii and we may not be able to hire people or to retain them. The unexpected loss of services of one or more of our key personnel could have a material adverse impact on our business because of their skills, knowledge of our market, years of industry experience and the difficulty of promptly finding qualified replacement personnel.

**Our information systems may experience an interruption or breach in security.**

We rely heavily on communications and information systems to conduct our business. Any failure, interruption or breach in security of these systems could result in failures or disruptions in our customer relationship management, general ledger, deposit, loan and other systems. While we have policies and procedures designed to prevent or limit the effect of the failure, interruption or security breach of our information systems, there can be no assurance that any such failures, interruptions or security breaches will not occur or, if they do occur, that they will be adequately addressed. The occurrence of any failures, interruptions or security breaches of our information systems could damage our reputation, result in a loss of customer business, subject us to additional regulatory scrutiny or expose us to civil litigation and possible financial liability, any of which could have a material adverse effect on our financial condition and results of operations.

**We continually encounter technological change.**

The financial services industry is continually undergoing rapid technological change with frequent introductions of new technology-driven products and services. The effective use of technology increases efficiency and enables financial institutions to better serve customers and to reduce costs. Our future success depends, in part, upon our ability to address the needs of our customers by using technology to provide products and services that will satisfy customer demands, as well as to create additional efficiencies in our operations. Many of our competitors have substantially greater resources to invest in technological improvements. We may not be able to effectively implement new technology-driven products and services or be successful in marketing these products and services to its customers. Failure to successfully keep pace with technological change affecting the financial services industry could have a material adverse impact on our business and, in turn, our financial condition and results of operations.

**Financial services companies depend on the accuracy and completeness of information about customers and counterparties.**

In deciding whether to extend credit or enter into other transactions, we may rely on information furnished by or on behalf of customers and counterparties, including financial statements, credit reports and other financial information. We may also rely on representations of those customers, counterparties or other third parties, such as independent auditors, as to the accuracy and completeness of that information. Reliance on inaccurate or misleading financial statements, credit reports or other financial information could have a material adverse impact on our business and, in turn, our financial condition and results of operations.

**We are subject to claims and litigation pertaining to fiduciary responsibility.**

From time to time, customers make claims and take legal action pertaining to our performance of our fiduciary responsibilities. Regardless of whether customer claims and legal action related to our

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performance of our fiduciary responsibilities are founded or unfounded, if such claims and legal actions are not resolved in a manner favorable to us, they may result in significant financial liability and/or adversely affect the market perception of us and our products and services, as well as impact customer demand for our products and services. Any financial liability or reputational damage could have a material adverse effect on our business, which, in turn, could have a material adverse effect on our financial condition and results of operations.

**Recent Market, Legislative and Regulatory Events**

**The FDIC has imposed a special assessment on all FDIC-insured institutions, which will decrease our earnings in 2009.**

In May of 2009, the FDIC announced that it had voted to levy a special assessment on insured institutions in order to facilitate the rebuilding of the Deposit Insurance Fund. The assessment is equal to five basis points of Central Pacific Bank's total assets minus Tier 1 capital as of June 30, 2009. This represents a charge of approximately \$2.5 million which was recorded as a pre-tax charge during the second quarter of 2009. The FDIC has indicated that future special assessments are possible, although it has not determined the magnitude or timing of any future assessments. Any such future assessments will decrease our earnings.

**The soundness of other financial institutions could adversely affect us.**

Our ability to engage in routine funding transactions could be adversely affected by the actions and commercial soundness of other financial institutions. Defaults by, or even rumors or questions about, one or more financial services institutions, or the financial services industry generally, have led to market-wide liquidity problems and could lead to losses or defaults by us or by other institutions. There is no assurance that any such losses would not materially and adversely affect our results of operations.

**The fiscal, monetary and regulatory policies of the Federal Government and its agencies could have a material adverse effect on our results of operations.**

The Board of Governors of the Federal Reserve System regulates the supply of money and credit in the United States. Its policies determine in large part the cost of funds for lending and investing and the return earned on those loans and investments, both of which affect the net interest margin. It also can materially decrease the value of financial assets we hold, such as debt securities. Its policies also can adversely affect borrowers, potentially increasing the risk that they may fail to repay their loans. Additionally, on June 17, 2009, the U.S. Treasury Department released a white paper proposing sweeping financial reforms, including the creation of a Consumer Financial Protection Agency with extensive powers. If enacted, the proposals would significantly alter not only how financial firms are regulated but also how they conduct their business. Changes in Federal Reserve Board policies and our regulatory environment generally are beyond our control, and we are unable to predict what changes may occur or the manner in which any future changes may affect our business, financial condition and results of operation.

**Risks Related to this Offering**

**The price of our common stock and, therefore, the price of the Series B Preferred Stock, may be volatile or may decline.**

The trading price of our common stock may fluctuate widely as a result of a number of factors, many of which are outside our control. In addition, the stock market is subject to fluctuations in the share prices and trading volumes that affect the market prices of the shares of many companies. These

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broad market fluctuations could adversely affect the market price of our common stock and, therefore, the price of the Series B Preferred Stock. Among the factors that could affect our stock price are:

actual or anticipated quarterly fluctuations in our operating results and financial condition. In particular, further deterioration of asset quality;

changes in revenue or earnings estimates or publication of research reports and recommendations by financial analysts;

failure to meet analysts' revenue or earnings estimates;

speculation in the press or investment community;

strategic actions by us or our competitors, such as acquisitions or restructurings;

actions by institutional shareholders;

fluctuations in the stock price and operating results of our competitors;

general market conditions and, in particular, developments related to market conditions for the financial services industry;

proposed or adopted regulatory changes or developments;

anticipated or pending investigations, proceedings or litigation that involve or affect us; or

domestic and international economic factors unrelated to our performance.

The stock market and, in particular, the market for financial institution stocks, has experienced significant volatility recently. As a result, the market price of our common stock and Series B Preferred Stock may be volatile. In addition, the trading volume in our common stock may fluctuate more than usual and cause significant price variations to occur. The trading price of the shares of our common stock and the value of our other securities will depend on many factors, which may change from time to time, including, without limitation, our financial condition, performance, creditworthiness and prospects, future sales of our equity or equity related securities, and other factors identified below in "Special Note Regarding Forward-Looking Statements."

Accordingly, the shares of common stock and Series B Preferred Stock that an investor purchases, whether in this offering or in the secondary market, may trade at a price lower than that at which they were purchased, and, similarly, the value of our other securities may decline. Current levels of market volatility are unprecedented. The capital and credit markets have been experiencing volatility and disruption for more than a year. In recent months, the volatility and disruption has reached unprecedented levels. In some cases, the markets have produced downward pressure on stock prices and credit availability for certain issuers without regard to those issuers' underlying financial strength.

A significant decline in our stock price could result in substantial losses for individual shareholders and could lead to costly and disruptive securities litigation.

**The Series B Preferred Stock may adversely affect the market price of our common stock.**

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The market price of our common stock is likely to be influenced by the Series B Preferred Stock. For example, the market price of our common stock could become more volatile and could be depressed by:

investors' anticipation of the potential resale in the market of a substantial number of additional shares of our common stock received upon conversion of the Series B Preferred Stock; and

hedging or arbitrage trading activity that may develop involving the Series B Preferred Stock and our common stock.

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**We may need to raise additional capital which could result in a decline in the price of our common stock and Series B Preferred Stock.**

We face significant business, regulatory and other governmental risk as a financial institution, and it is possible that capital requirements and directives could in the future require us to change the amount or composition of our current capital, including common equity. In this regard, we note that we are not one of the 19 institutions required to conduct a forward-looking capital assessment, or "stress test," pursuant to the federal government's Capital Assessment Program ("CAP"), but that the stress assessment requirements under the CAP or similar requirement could be extended or otherwise impact financial institutions beyond the 19 participating institutions, including us. As a result, we could determine or, our regulators could require us, to raise additional capital. There could also be market perceptions regarding the need to raise additional capital, whether as a result of public disclosures that may be made regarding the CAP stress test methodology or otherwise, and, regardless of the outcome of any stress test or other stress case analysis, such perceptions could have an adverse effect on the price of our common stock and Series B Preferred Stock.

**The common stock and Series B Preferred Stock are equity and therefore are subordinate to our and our subsidiaries' indebtedness and preferred stock and, with respect to the Series B Preferred Stock, other preferred stock ranking senior to the Series B Preferred Stock.**

Shares of our common stock and Series B Preferred Stock are equity interests in us and do not constitute indebtedness. As such, shares of the common stock and Series B Preferred Stock will rank junior to all current and future indebtedness and other non-equity claims on us with respect to assets available to satisfy claims against us, including in the event of our liquidation. In the event of our bankruptcy, liquidation or winding up, our assets will be available to pay obligations on the Series B Preferred Stock only after all of our indebtedness and other liabilities have been paid, and holders of Series B Preferred Stock will share ratably, on an as-converted basis, in any such payment with the holders of shares of our common stock. We may, and Central Pacific Bank and our other subsidiaries may also, incur additional indebtedness from time to time and may increase our aggregate level of outstanding indebtedness. Additionally, holders of our common stock and Series B Preferred Stock are subject to the prior dividend and liquidation rights of any holders of our preferred stock and, with respect to the Series B Preferred Stock, other preferred stock ranking senior to the Series B Preferred Stock then outstanding. Under the terms of our TARP Preferred Stock, our ability to declare or pay dividends on or repurchase our common stock or other equity or capital securities is subject to restrictions in the event that we fail to declare and pay (or set aside for payment) full dividends on the TARP Preferred Stock. Our board of directors is authorized to cause us to issue additional classes or series of preferred stock without any action on the part of our stockholders. If we issue preferred shares in the future that have a preference over or are on parity with our common stock and Series B Preferred Stock with respect to the payment of dividends or upon liquidation, or if we issue preferred shares with voting rights that dilute the voting power of the common stock and Series B Preferred Stock, then the rights of holders of our common stock and Series B Preferred Stock or the market prices of our common stock and Series B Preferred Stock could be adversely affected.

**There is a limited trading market for our common stock and there is no public trading market for the Series B Preferred Stock and as a result, you may not be able to resell your shares at or above the price you pay for them.**

Although our common stock is listed for trading on the NYSE, the volume of trading in our common stock is lower than many other companies listed on the NYSE. The Series B Preferred Stock is a new issue with no established trading market. Although we intend to apply to list the Series B Preferred Stock on the NYSE, there is no guarantee that we will be able to list the Series B Preferred Stock. Even if the Series B Preferred Stock is listed, there may be little or no secondary market that will be developed. A public trading market with depth, liquidity and orderliness depends on the



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presence in the market of willing buyers and sellers of our common stock or Series B Preferred Stock at any given time. This presence depends on the individual decisions of investors and general economic and market conditions over which we have no control. This offering may not increase the volume of trading in our common stock or Series B Preferred Stock.

**The terms of the Series B Preferred Stock do not include a provision that would preserve the value of the Series B Preferred Stock in the event of a change of control with respect to us.**

The Series B Preferred Stock does not contain covenants or other provisions to afford protection to you in the event of a change of control with respect to us. As a result, there is no assurance that the occurrence of change of control with respect to us will result in the payment to you of your initial investment or will otherwise preserve any value for the holders of the Series B Preferred Stock. In addition, any change of control with respect to us may negatively affect the liquidity, value or volatility of our common stock, negatively impacting the value of the Series B Preferred Stock.

**Our common stock and Series B Preferred Stock are not insured and you could lose the value of your entire investment.**

An investment in shares of our common stock or Series B Preferred Stock is not a deposit and is not insured against loss or guaranteed by the federal government or any other governmental agency.

**Resales of our common stock or Series B Preferred Stock in the public market following this offering may cause their market prices to fall.**

We expect that we will issue a maximum of \$100,000,000 in aggregate public offering price of our common stock and Series B Preferred Stock in connection with this offering, assuming no exercise of the underwriters' over allotment option. The issuance of new shares in this offering could have the effect of depressing the market price for shares of our common stock and Series B Preferred Stock.

**There may be future dilution of our common stock and Series B Preferred Stock.**

Except as described in the section entitled "Underwriting," we are not restricted from issuing additional shares of common stock or preferred stock or any securities that are convertible into or exchangeable for, or that represent the right to receive, common stock. The issuance of any additional shares of common or preferred stock or convertible securities or the exercise of such securities could be substantially dilutive to holders of our common stock and Series B Preferred Stock. For instance, exercise of the TARP Warrant or options to purchase common stock under our employee and director stock option plans would dilute the value of our common stock and Series B Preferred Stock. Holders of shares of our common stock and Series B Preferred Stock have no preemptive rights that entitle holders to purchase their pro rata share of any offering of shares of any class or series and, therefore, such sales or offerings could result in increased dilution to our stockholders. The market prices of our common stock and Series B Preferred Stock could decline as a result of sales of shares of our common stock made after this offering or the perception that such sales could occur.

**Holders of the Series B Preferred Stock will have limited voting rights.**

Except as described under "*Description of Capital Stock Voting Rights*," the holders of Series B Preferred Stock will vote together with holders of our common stock on all matters upon which the holders of common stock are entitled to vote. Except as set forth above, holders of our Series B Preferred Stock will not have any voting rights.

**Dividends on the Series B Preferred Stock are non-cumulative and holders of Series B Preferred Stock will have no right to receive a dividend with respect to any period if it is not declared by our board of directors.**

Dividends on the Series B Preferred Stock are non-cumulative. Consequently, if our board of directors does not authorize and declare a dividend for any dividend period, holders of Series B

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Preferred Stock will not be entitled to receive a dividend for such period, and such undeclared dividend will not accrue and be payable. We will have no obligation to pay dividends for any dividend period whether or not dividends are declared for any subsequent dividend period with respect to the Series B Preferred Stock.

**The conversion price of the Series B Preferred Stock will not be adjusted for all potential dilutive events.**

The conversion price of the Series B Preferred Stock is subject to adjustments for certain events, including the issuance of stock dividends on our common stock and subdivisions or combinations of our common stock, as described under "*Description of Capital Stock Anti-Dilution Adjustments for the Series B Preferred Stock.*" The conversion price will not be adjusted for other potential events that may adversely affect the trading price of the Series B Preferred Stock or the common stock into which Series B Preferred Stock may be convertible. In addition, the conversion price is not adjustable in the event that we issue our common stock or common stock equivalents at a price that is lower than the conversion price of the Series B Preferred Stock.

If there is an adjustment to the conversion price of the Series B Preferred Stock, you may be deemed to have received a taxable dividend without the receipt of any cash. Under certain circumstances an adjustment to the conversion price may result, and you may be deemed to have received a taxable dividend subject to United States federal income tax without the receipt of any cash. If you are a United States alien holder (as defined in "*United States Taxation*" in the accompanying prospectus), such deemed dividend may be subject to United States federal withholding tax at a 30% rate or such lower rate as may be specified by an applicable treaty. See "*United States Taxation Taxation of Preferred Stock and Depositary Shares United States Holders Distributions on Preferred Stock*" in the accompanying prospectus.

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#### **USE OF PROCEEDS**

We estimate that the net proceeds from the sale of shares of common stock and Series B Preferred Stock in this offering will be approximately \$94.3 million, after deductions for estimated underwriting discounts and commissions and our estimated expenses. If the underwriters exercise their over-allotment option in full, we estimate that our net proceeds will be approximately \$108.6 million. We intend to use the net proceeds from this offering for general corporate purposes, which may include contributing all or substantially all the net proceeds to Central Pacific Bank. Pending the application of net proceeds, we will invest them temporarily in liquid short-term securities.

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Table of Contents**RATIO OF EARNINGS TO FIXED CHARGES AND PREFERENCE SECURITY DIVIDENDS**

The following table sets forth certain information concerning our consolidated ratios of earnings to fixed charges and earnings to combined fixed charges and preference security dividends.

	Three Months Ended March 31,		Year Ended December 31,				
	2009	2008	2008	2007	2006	2005	2004
<b>Consolidated Ratio of Earnings to Fixed Charges</b>							
Excluding interest on deposits	0.3	0.9	(3.7)	1.6	4.1	4.6	5.0
Including interest on deposits	0.8	1.0	(0.8)	1.2	2.1	2.6	2.8
<b>Consolidated Ratio of Earnings to Combined Fixed Charges and Preference Security Dividends</b>							
Excluding interest on deposits	0.2	0.9	(3.7)	1.6	4.1	4.6	5.0
Including interest on deposits	0.7	1.0	(0.8)	1.2	2.1	2.6	2.8

For the purpose of computing the consolidated ratios of earnings to fixed charges and earnings to combined fixed charges and preference security dividends, earnings consist of consolidated pretax income from continuing operations before adjustment for minority interests in consolidated subsidiaries, fixed charges and preference security dividends. Fixed charges consist of all interest expense and the proportion deemed representative of the interest factor of rent expense. Preference security dividends are defined as the amount of pretax earnings that is required to pay the dividends on outstanding preference securities. Except for the three month period ended March 31, 2009 with respect to the TARP Preferred Stock, no dividends were paid on any preferred stock during the periods presented above.

The aggregate deficiency during the year ended December 31, 2008 including and excluding interest on deposits was \$7.4 million.

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**DIVIDEND POLICY**

On January 28, 2009, our board of directors elected to suspend the payment of cash dividends on our common stock effective immediately. The suspension of our cash dividend on our common stock reflects our decision to preserve and build capital during these challenging economic times. As the economic environment stabilizes and our operating performance improves, we will reassess our capital levels and the payment of future cash dividends on our common stock. Our ability to pay dividends with respect to our common stock and Series B Preferred Stock is subject to obtaining approval from the Federal Reserve Board. In addition, the Purchase Agreement with the U.S. Treasury contains certain restrictions on payment of cash dividends on our common stock, which restrictions will be applicable to our shares of Series B Preferred Stock. See "*Description of Capital Stock Restrictions on Dividends.*"

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Our common stock is traded on the NYSE under the symbol "CPF." The following chart shows the high and low prices for transactions in our common stock on the NYSE during the periods indicated.

	High	Low	Cash Dividends per Common Share
<b>Year Ended December 31, 2007</b>			
First Quarter	\$40.50	\$34.60	\$ 0.24
Second Quarter	36.50	32.83	0.24
Third Quarter	33.60	27.69	0.25
Fourth Quarter	30.63	18.24	0.25
<b>Year Ended December 31, 2008</b>			
First Quarter	\$21.92	\$14.09	\$ 0.25
Second Quarter	20.32	10.33	0.25
Third Quarter	22.40	7.10	0.10
Fourth Quarter	19.45	8.91	0.10
<b>Year Ending December 31, 2009</b>			
First Quarter	\$10.22	\$ 3.50	\$
Second Quarter	9.98	3.67	
Third Quarter (through July 17, 2009)	3.92	2.11	

The last reported closing price for our common stock on the NYSE on July 17, 2009 was \$2.15 per share. We had approximately 4,078 holders of record of our common stock at June 30, 2009.

Table of Contents**CAPITALIZATION**

The following table shows our capitalization as of March 31, 2009 on an actual basis and on an as adjusted basis to give effect to the receipt of the estimated net proceeds from the offering. The as adjusted capitalization assumes no exercise of the underwriters' over-allotment option and assumes that the net proceeds from this offering, after deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us, are approximately \$94.3 million.

	<b>March 31, 2009</b>	
	<b>Actual</b>	<b>As Adjusted(1)</b>
<b>(Dollars in Thousands, Except per Share Data)</b>		
<b>Long-Term Indebtedness:</b>		
Federal Home Loan Bank advances	\$ 515,654	\$ 515,654
Subordinated debentures	\$ 108,249	\$ 108,249
<b>Stockholders' Equity</b>		
Preferred stock (no par value; 1,000,000 shares authorized; 135,000 shares of TARP Preferred Stock issued and outstanding, actual and as adjusted; no shares of Series B Preferred Stock issued and outstanding, actual, and shares of Series B Preferred Stock issued and outstanding, as adjusted)	127,836	127,836(2)
Common stock (no par value; 100,000,000 shares authorized; 28,740,217 shares issued and outstanding, actual; shares issued and outstanding, as adjusted)	403,203	497,523(2)
Surplus	62,276	62,276
Retained earnings	64,524	64,524
Accumulated other comprehensive loss	(500)	(500)
Total shareholders' equity	657,339	751,659
Non-controlling interest	10,043	10,043
Total equity	667,382	761,702
Total book value per share of common stock	\$ 18.42	
<b>Capital Ratios</b>		
Risk based capital to risk weighted assets	15.2%	17.4%
Tier 1 capital to risk weighted assets	13.9%	16.1%
Tier 1 capital to average assets	11.3%	13.1%

(1) The number of shares of common stock to be outstanding after this offering is based on actual shares outstanding as of March 31, 2009 and assumes no exercise of the underwriters' over allotment option.

(2) For purposes of the capitalization table, the amount of common stock and Series B Preferred Stock outstanding on an as adjusted basis assumes that the proceeds from this offering are \$94.3 million and that such proceeds are derived only from the sale of common stock.

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**DESCRIPTION OF CAPITAL STOCK**

In this section entitled "Description of our Capital Stock," references to "the Company," "we," "our," and "us" refer only to Central Pacific Financial Corp. and not its consolidated subsidiaries.

The following is a summary description of our common stock and our Series B Preferred Stock. This description is not complete and is qualified in its entirety by reference to the provisions of our restated articles of incorporation, the certificate of designation for the Series B Preferred Stock and bylaws and the applicable provisions of the Hawaii Business Corporation Act (the "HBCA"). Our restated articles of incorporation and bylaws are incorporated by reference to our Annual Report in Form 10-K/A for the year ended December 31, 2008 (see "*Where You Can Find More Information*"). A form of the certificate of designations for the Series B Preferred Stock will be filed with the SEC prior to the closing of this offering. In this section, references to "restated articles of incorporation" include the certificate of designations for the Series B Preferred Stock.

**General**

Our authorized common stock consists of 100,000,000 shares of common stock, no par value per share. As of June 30, 2009, 28,745,214 shares of common stock were issued and outstanding. Our outstanding shares of common stock are fully paid and nonassessable.

Our restated articles of incorporation authorize the issuance of 1,000,000 shares of preferred stock, no par value per share. We have 135,000 shares of preferred stock issued and outstanding as of the date of this prospectus supplement. All of our outstanding shares of preferred stock are fully paid and nonassessable. When issued, the Series B Preferred Stock will constitute a separate series of preferred shares. The holders of our Series B Preferred Stock will have no preemptive rights. All of the shares of our Series B Preferred Stock, when issued and paid for, will be fully paid and non-assessable. Our shares of Series B Preferred Stock are perpetual unless and until they are converted into shares of common stock in accordance with the terms of our restated articles of incorporation. Our shares of Series B Preferred Stock will not be redeemable at any time either at our option or at the option of the holders.

*Voting Rights.* Holders of our common stock are entitled to one vote for each share held on all matters submitted to a vote of shareholders and do not have cumulative voting rights. An election of directors by our shareholders shall be determined by a plurality of the votes cast by the shareholders entitled to vote on the election. Holders of common stock are entitled to receive proportionately any dividends as may be declared by our board of directors, subject to any preferential dividend rights of outstanding preferred stock. There were 4,081 registered holders of our common stock as of June 30, 2009.

The holders of our Series B Preferred Stock vote together with the holders of our common stock on all matters upon which the holders of common stock are entitled to vote. Holders of our Series B Preferred Stock will be entitled to a number of votes per share equal to the number of shares of our common stock into which a share of Series B Preferred Stock would convert at the then applicable conversion rate if shareholder approval were obtained to amend our restated articles of incorporation to increase our authorized number of shares of common stock to allow for full conversion of all shares of our Series B Preferred Stock. As required by the HBCA, holders of Series B Preferred Stock are entitled to vote as a separate voting group with respect to a proposed amendment to our restated articles of incorporation if the amendment would: (1) increase or decrease the aggregate number of authorized shares of Series B Preferred Stock; (2) effect an exchange or reclassification of all or part of the shares of Series B Preferred Stock into shares of another class; (3) effect an exchange or reclassification, or create the right of exchange, of all or part of the shares of another class into shares of Series B Preferred Stock; (4) change the designation, rights, preferences, or limitations of all or part of the shares of Series B Preferred Stock; (5) change the shares of all or part of the Series B Preferred



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Stock into a different number of shares of Series B Preferred Stock; (6) create a new class of shares having rights or preferences with respect to distributions or to dissolution that are prior, superior, or substantially equal to the shares of the Series B Preferred Stock; (7) increase the rights, preferences, or number of authorized shares of any class that, after giving effect to the amendment, have rights or preferences with respect to distributions or to dissolution that are prior, superior, or substantially equal to the shares of the Series B Preferred Stock; (8) limit or deny an existing preemptive right of all or part of the shares of the Series B Preferred Stock; or (9) cancel or otherwise affect rights to distributions or dividends that have accumulated but not yet been declared on all or part of the shares of the Series B Preferred Stock. If a proposed amendment to our restated articles of incorporation that entitles two or more series of shares to vote as separate voting groups would affect those two or more series in the same or a substantially similar way, the shares of the series so affected must vote together as a single voting group on the proposed amendment. Additionally, separate voting by the holders of Series B Preferred Stock as a voting group is required on a plan of merger if it contains a provision that, if contained in a proposed amendment to our restated articles of incorporation, would require action by one or more separate voting groups on the proposed amendment. Except as set forth above, holders of Series B Preferred Stock will not have voting rights.

Our board of directors is divided into three equal classes. At each annual meeting of shareholders (other than with respect to the initial classification and election of directors), directors elected to succeed the directors whose terms expire at the annual meeting shall be elected to hold office for a term expiring at the annual meeting of shareholders in the third year following the year of their election and until their successors have been duly elected and qualified. If the number of directors is changed, any increase or decrease shall be apportioned, as determined by the board of directors, among the classes so as to maintain or attain a number of directors in each class as nearly equal as reasonably possible, but no decrease in the number of directors may shorten the term of any incumbent director. The classified nature of our board of directors could have the effect of delaying, deferring or preventing a change in control of the Company. See " *Anti-Takeover Provisions in the Restated Articles of Incorporation and Bylaws*" below.

*Liquidation Rights.* In the event of our liquidation, dissolution or the winding up of our affairs, whether voluntary or involuntary, the holders of full and fractional shares of our Series B Preferred Stock will be entitled, after the payment of the liquidation preference of \$1,000 per outstanding share of our TARP Preferred Stock and subject to the rights of any of our creditors or holders of other senior securities, but before any distribution or payment is made on any date to the holders of the common stock or any other share of our stock ranking junior to our Series B Preferred Stock upon liquidation, to receive in full a liquidation preference equal to the greater of (1) \$0.01 plus an amount equal to any dividends that have been declared on Series B Preferred Stock but not paid and (2) an amount per share that a holder of one share of Series B Preferred Stock would be entitled to receive if such share were converted into common stock immediately prior to such liquidation, dissolution or winding up, together with any declared but unpaid dividend prior to such distribution or payment date. For the purpose of calculating the number of shares of common stock into which the shares of our Series B Preferred Stock will convert, shares of common stock sufficient for the full conversion of all of our shares of Series B Preferred Stock shall be deemed to be authorized for issuance under our restated articles of incorporation on such date. If such payment has been made in full to all holders of our shares of Series B Preferred Stock, the holders of our shares of Series B Preferred Stock will have no right or claim to any of the remaining assets of the Company.

If our assets available for distribution to the holders of our shares of Series B Preferred Stock and any securities ranking on a parity with the Series B Preferred Stock upon any liquidation, dissolution or winding up, whether voluntary or involuntary, are insufficient to pay in full all amounts to which such holders are entitled pursuant to our restated articles of incorporation, no such distribution will be made on account of any shares of any other class or series of preferred stock ranking on a parity with the shares of Series B Preferred Stock upon such liquidation, dissolution or winding up unless

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proportionate amounts are paid on account of the shares of our Series B Preferred Stock, ratably in proportion to the full amounts for which holders of all such parity shares are respectively entitled upon such liquidation, dissolution or winding up.

Upon our liquidation, dissolution or winding, the holders of our shares of Series B Preferred Stock then outstanding will be entitled to be paid out of our assets available for distribution to our stockholders the full amount of the liquidation preference described above before any payment is made to the holders of our common stock or any other stock ranking junior upon liquidation to our shares Series B Preferred Stock.

In the event of our liquidation or dissolution, the holders of common stock are entitled to receive proportionately all assets available for distribution to shareholders after the payment of all debts and other liabilities and subject to the prior rights of any outstanding preferred stock. We currently have 135,000 shares of TARP Preferred Stock outstanding with a liquidation preference of \$135 million and, after this offering, \_\_\_\_\_ shares of Series B Preferred Stock outstanding. Holders of common stock have no preemptive, subscription, redemption or conversion rights.

Holders of common stock are not entitled to a liquidation preference in respect of those shares. Upon liquidation, dissolution or winding up of Central Pacific Financial Corp., holders of Central Pacific Financial Corp. common stock will be entitled to share ratably in all assets remaining after the payment of all liabilities of Central Pacific Financial Corp. and of preferential amounts to which any preferred stock may be entitled.

The Bank Holding Company Act of 1956 (the "Bank Holding Company Act") requires any "bank holding company" (as defined in that Act) to obtain the approval of the Board of Governors of the Federal Reserve System prior to acquiring more than 5% of our outstanding common stock. Any holder of 25% or more of our outstanding common stock, other than an individual, is subject to regulation as a bank holding company under the Bank Holding Company Act. In addition, any person other than a bank holding company is required to obtain prior approval of the Federal Reserve Board to acquire 10% or more of our outstanding common stock under the Change in Bank Control Act of 1978 (the "Change in Bank Control Act").

**Restrictions on Dividends**

We are incorporated in Hawaii and are governed by Hawaii law. As a bank holding company, our ability to pay dividends is affected by the ability of our bank subsidiary to pay dividends to us. Under Hawaii law, the ability of our subsidiary bank to pay dividends or make other capital distributions to us is subject to the Hawaii state law that prohibits a state-chartered bank from declaring or paying dividends greater than its retained earnings. In addition, federal law generally prohibits a depository institution from making any capital distributions (including payment of a dividend) or paying any management fee to its parent holding company if the depository institution would thereafter be undercapitalized.

On December 5, 2008, the members of the board of directors of Central Pacific Bank, entered into the memorandum of understanding with the FDIC and DFI to address certain issues raised in the bank's most recent regulatory examination in August 2008. The issues required to be addressed by management include, among other matters, to review and establish more comprehensive policies and methodologies relating to the adequacy of the allowance for loan and lease losses; the re-evaluation, development and implementation of strategic and other plans; and to increase the bank's leverage capital ratio to 9% within 120 days. Pursuant to the terms of the memorandum of understanding, the bank is required to obtain approval of the FDIC and DFI for the payment of cash dividends by the bank to the Company.

Pursuant to the Company's memorandum of understanding with the Federal Reserve Board and the DFI, which parallels the memorandum of understanding Central Pacific Bank entered into with the

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FDIC and the DFI, our ability to pay dividends with respect to common stock is subject to obtaining approval from the Federal Reserve Board.

The Securities Purchase Agreement Standard Terms (the "Purchase Agreement"), between us and the U.S. Treasury, which we refer to as the "Initial Selling Shareholder," provides that prior to the earlier of (i) January 9, 2012 and (ii) the date on which all of the shares of the fixed rate cumulative perpetual preferred stock have been redeemed by us or transferred by the Initial Selling Shareholder to third parties, we may not, without the consent of the Initial Selling Shareholder, (a) increase the cash dividend on our common stock in excess of \$0.10 per share or (b) subject to limited exceptions, redeem, repurchase or otherwise acquire shares of our common stock or preferred stock other than the fixed rate cumulative perpetual preferred stock or trust preferred securities.

On January 28, 2009, our board of directors elected to suspend the payment of cash dividends on our common stock effective immediately. The suspension of our cash dividend reflects our decision to preserve and build capital during these challenging economic times. As the economic environment stabilizes and our operating performance improves, we will reassess our capital levels and the payment of future cash dividends.

Dividends on the Series B Preferred Stock will be payable on a non-cumulative basis, when, as and if declared by our board of directors. If our board of directors declares and pays a dividend in the form of cash or other assets (other than shares of our common stock our rights or warrants to subscribe for shares of our common stock) in respect of any shares of our common stock, then our board of directors shall declare and pay to the holders of our Series B Preferred Stock a dividend in an amount per share of Series B Preferred Stock equal to the product of (i) the per share dividend declared and paid in respect of each share of our common stock and (ii) the number of shares of our common stock into which such share of Series B Preferred Stock is then convertible. For the purpose of the calculation of the number of shares of our common stock into which a share of our Series B Preferred Stock converts, shares of our common stock sufficient for the full conversion of all shares of our Series B Preferred Stock shall be deemed to be authorized for issuance under our restated articles of incorporation on the record date for such dividend.

Dividends payable on shares of our Series B Preferred Stock shall be payable on the same date that dividends are payable to holders of shares of our common stock, and no dividends shall be payable to holders of our shares of common stock unless the full dividends required to be paid to holders of our shares of Series B Preferred Stock are paid at the same time. The record date for the payment of any dividend to the holders of our shares of Series B Preferred Stock shall be the same day as the record date for the payment of the corresponding dividends to the holders of shares of our common stock.

If our board of directors does not declare a dividend in any period, the holders of our shares of Series B Preferred Stock will have no right to receive any dividend for such period, and we will have no obligation to pay a dividend for such period, whether or not dividends are declared and paid for any past or future period with respect to shares of our Series B Preferred Stock or any other class or series of our preferred stock or shares of our common stock.

Refer to "*Business Supervision and Regulation Bank Holding Company Activities*" and "*Business Supervision and Regulation Dividends*" in our most recent Annual Report on Form 10-K/A and similar sections in our future filings for more information about restrictions on the ability of our subsidiary to pay us dividends.

**Mandatory Conversion of Series B Preferred Stock**

Based on 28,745,214 shares of common stock outstanding as of June 30, 2009 and after providing for 1,585,748 shares of common stock issuable upon exercise of the TARP Warrant, 1,007,904 shares of common stock subject to stock options outstanding as of June 30, 2009 and 1,311,443 shares of

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common stock reserved for future issuance under our stock option plan, there are 67,349,691 shares of common stock authorized and available for issuance pursuant to this offering. If we sell 67,349,691 shares or more of common stock in this offering, we will not have any shares of common stock authorized and unissued into which to convert any share of Series B Preferred Stock. To provide for the authorization of a sufficient number of shares, we have agreed in the underwriting agreement relating to the Series B Preferred Stock to use commercially reasonable efforts to obtain the approval by the holders of our common stock of an amendment to our restated articles of incorporation to increase the number of authorized shares of common stock to permit the full conversion into common stock of any shares of Series B Preferred Stock that we sell in this offering. To the extent that shareholder approval is not obtained for such amendment, we have agreed to continue to seek such approval until it is obtained.

On the fifth business day after which we have received the approval by the holders of our common stock of an amendment to our restated articles of incorporation to increase the number of authorized shares of common stock to permit the full conversion of the Series B Preferred Stock into common stock, all shares of Series B Preferred Stock shall automatically convert into shares of our common stock in accordance with the following. The date of conversion shall be referred to as the "mandatory conversion date." Our shares of Series B Preferred Stock shall not be convertible prior to the mandatory conversion date.

The number of shares of our common stock into which a share of Series B Preferred Stock shall convert shall be determined by dividing \$1,000 by the conversion price in effect as of the mandatory conversion date, which initially shall be \$ per share and is subject to adjustment, plus cash in lieu of any fractional shares. Any cash in lieu of fractional shares shall equal the same fraction, rounded to the nearest cent, of the closing price of the common stock determined as of the second trading day immediately preceding the mandatory conversion date.

Conversion into shares of our common stock will occur on the mandatory conversion date. All holders of our shares of our Series B Preferred Stock will hold a beneficial interest in a global certificate representing our Series B Preferred Stock, and, as a result, we expect that a book-entry transfer through DTC will be made by the conversion agent upon compliance with DTC's procedures for converting a beneficial interest in a global security.

The conversion agent for our Series B Preferred Stock is initially our transfer agent. The conversion agent will, on a holder's behalf, convert the Series B Preferred Stock into shares of our common stock, in accordance with the terms of the notice delivered by us described below. Payments of cash for dividends and in lieu of fractional shares and a book-entry transfer of the applicable number of shares of common stock through DTC will be made by the conversion agent.

The person or persons entitled to receive the shares of common stock issuable upon conversion of our Series B Preferred Stock will be treated as the record holder(s) of such shares as of the close of business on the mandatory conversion date.

Effective immediately prior to the close of business on the mandatory conversion date, with respect to any share of Series B Preferred Stock, dividends shall no longer be declared on any such converted share of Series B Preferred Stock and such share of Series B Preferred Stock shall only represent such number of shares of our common stock issuable upon conversion thereof and shall cease to be outstanding, subject to the right of a holder of our Series B Preferred Stock to receive any dividend declared before but that has not been paid as of the mandatory conversion date.

Shares of Series B Preferred Stock converted in accordance with our restated articles of incorporation will resume the status of authorized and unissued preferred stock, undesignated as to series and available for future issuance.

Table of Contents**Anti-Dilution Adjustments for the Series B Preferred Stock**

The conversion price of shares of our Series B Preferred Stock shall be subject to the following adjustments.

*Stock Dividends and Distributions.* If we pay dividends or other distributions on the shares of our common stock in shares of common stock, then the conversion price in effect immediately prior to the first date on which our shares of common stock trade without the right to receive the dividend or distribution to which the adjustment of the conversion price relates (such date being referred to as the "ex-date") will be multiplied by the following fraction:

$$\frac{OS_0}{OS_1}$$

where:

$OS_0$  = the number of shares of common stock outstanding immediately prior to the ex-date for such dividend or distribution.

$OS_1$  = the sum of the number of shares of common stock outstanding immediately prior to the ex-date for such dividend or distribution plus the aggregate number of shares of common stock constituting such dividend or distribution.

The number of shares of common stock outstanding at the time of the calculation of the adjustment to the conversion price in accordance with the formula above shall not include shares of common stock acquired by the Company. If any dividend or distribution described above is declared but not so paid or made, the conversion price shall be readjusted, effective as of the date the board of directors publicly announces its decision not to make such dividend or distribution, to such conversion price that would be in effect if such dividend or distribution had not been declared.

*Subdivisions, Splits and Combination of the Common Stock.* If we subdivide, split or combine the shares of common stock, then the conversion price in effect immediately prior to the effective date of such share subdivision, split or combination will be multiplied by the following fraction:

$$\frac{OS_0}{OS_1}$$

where:

$OS_0$  = the number of shares of common stock outstanding immediately prior to the effective date of such share subdivision, split or combination.

$OS_1$  = the number of shares of common stock outstanding immediately after the close of business on the effective date of such share subdivision, split or combination.

The number of shares of common stock outstanding at the time of the calculation of the adjustment to the conversion price in accordance with the formula above shall not include shares of common stock acquired by the Company. If any subdivision, split or combination described above is announced but the outstanding shares of common stock are not subdivided, split or combined, the conversion price shall be readjusted, effective as of the date the board of directors publicly announces its decision not to subdivide, split or combine the outstanding shares of common stock, to such conversion price that would be in effect if such subdivision, split or combination had not been announced.

*Issuance of Stock Purchase Rights.* If the Company or any of its subsidiaries issues to all holders of the shares of common stock (and does not make the equivalent issuance to the holders of Series B Preferred Stock) rights or warrants entitling them, for a period of up to 180 days (or any shorter period) from the date of issuance of such rights or warrants, to subscribe for or purchase shares of

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common stock at less than the current market price (as defined below) on the date fixed for the determination of stockholders entitled to receive such rights or warrants, then the conversion price in effect immediately prior to the ex-date for such distribution will be multiplied by the following fraction:

$$\frac{OS_0 + Y}{OS_0 + X}$$

where:

$OS_0$  = the number of shares of common stock outstanding immediately prior to the ex-date for such distribution.

X = the total number of shares of common stock issuable pursuant to such rights or warrants.

Y = the number of shares of common stock equal to the aggregate price payable to exercise such rights or warrants divided by the current market price.

For the purpose of the foregoing, "current market price" means, on any date, the average of the daily closing price per share of the common stock on each of the five consecutive trading days preceding the earlier of the day before the date in question and the day before the ex-date with respect to the issuance or distribution giving rise to an adjustment to the conversion price described above.

The number of shares of common stock outstanding at the time of the calculation of the adjustment to the conversion price in accordance with the formula above shall not include shares of common stock acquired by the Company. The Company shall not issue any such rights or warrants in respect of shares of the common stock acquired by the Company. In the event that such rights or warrants referenced above are not so issued, the conversion price shall be readjusted, effective as of the date the board of directors publicly announces its decision not to issue such rights or warrants, to the conversion price that would then be in effect if such issuance had not been declared. To the extent that such rights or warrants are not exercised prior to their expiration or shares of common stock are otherwise not delivered pursuant to such rights or warrants upon the exercise of such rights or warrants, the conversion price shall be readjusted to such conversion price that would then be in effect had the adjustment made upon the issuance of such rights or warrants been made on the basis of the delivery of only the number of shares of common stock actually delivered. In determining the aggregate offering price payable for such shares of common stock, there shall be taken into account any consideration received for such rights or warrants and the value of such consideration (if other than cash, to be determined by the board of directors).

*Self Tender Offers and Exchange Offers.* If the Company or any of its subsidiaries successfully completes a tender or exchange offer for the common stock (and does not make the equivalent offer to the holders of Series B Preferred Stock) where the cash and the value of any other consideration included in the payment per share of the common stock exceeds the closing price per share of the common stock on the trading day immediately succeeding the expiration of the tender or exchange offer, then the conversion price in effect at the close of business on such immediately succeeding trading day will be multiplied by the following fraction:

$$\frac{OS_0 \times SP_0}{AC + (SP_0 \times OS_1)}$$

where:

$SP_0$  = the closing price per share of common stock on the trading day immediately succeeding the expiration of the tender or exchange offer.

$OS_0$  = the number of shares of common stock outstanding immediately prior to the expiration of the tender or exchange offer, including any shares validly tendered and not withdrawn.

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$OS_1$  = the number of shares of common stock outstanding immediately after the expiration of the tender or exchange offer and after taking into account the shares purchased pursuant thereto.

AC = the aggregate cash and fair market value of the other consideration payable in the tender or exchange offer, as determined by the board of directors.

In the event that the Company, or one of its subsidiaries, is obligated to purchase shares of common stock pursuant to any such tender offer or exchange offer, but the Company, or such subsidiary, is permanently prevented by applicable law from effecting any such purchases, or all such purchases are rescinded, or the Company, or such subsidiary, otherwise does not complete such purchases, then the conversion price shall be readjusted to be such conversion price that would then be in effect if such tender offer or exchange offer had not been made.

For the purpose of the foregoing, "closing price" of the common stock on any date of determination means the closing sale price or, if no closing sale price is reported, the last reported sale price of the shares of the common stock on the NYSE on such date. If the common stock is not traded on the NYSE on any date of determination, the closing price of the common stock on such date of determination means the closing sale price as reported in the composite transactions for the principal U.S. national or regional securities exchange on which the common stock is so listed or quoted, or, if no closing sale price is reported, the last reported sale price on the principal U.S. national or regional securities exchange on which the common stock is so listed or quoted, or if the common stock is not so listed or quoted on a U.S. national or regional securities exchange, the last quoted bid price for the common stock in the over-the-counter market as reported by Pink Sheets LLC or similar organization, or, if that bid price is not available, the market price of the common stock on that date as determined by a nationally recognized independent investment banking firm retained by the Company for this purpose.

For the purpose of the foregoing, "trading day" means a day on which the shares of common stock (1) are not suspended from trading on any national or regional securities exchange or association or over-the-counter market at the close of business; and (2) have traded at least once on the national or regional securities exchange or association or over-the-counter market that is the primary market for the trading of the common stock.

*Rights Plans.* To the extent that the Company has a rights plan in effect with respect to the common stock on the mandatory conversion date, upon conversion of any shares of the Series B Preferred Stock, holders will receive, in addition to the shares of common stock, the rights under the rights plan, unless, prior to the mandatory conversion date, the rights have separated from the shares of common stock, in which case the conversion price will be adjusted at the time of separation as if the Company had made a distribution to all holders of the common stock as described above under "*Issuance of Stock Purchase Rights*", subject to readjustment in the event of the expiration, termination or redemption of such rights.

*Other Provisions.* All adjustments to the conversion price shall be calculated to the nearest one-tenth of a cent. No adjustment in the conversion price shall be required if such adjustment would be less than \$0.01; provided, that any adjustments which by reason of this paragraph are not required to be made shall be carried forward and taken into account in any subsequent adjustment; provided, further that on the mandatory conversion date, adjustments to the conversion price will be made with respect to any such adjustment carried forward and which has not been taken into account before such date. When any adjustment is to be made in respect of a distribution of common stock or rights or warrants to purchase common stock, such adjustment shall also be made for any securities convertible, exchangeable or exercisable for shares of common stock.

No adjustment to the conversion price shall be made if holders of our Series B Preferred Stock may participate in the transaction that would otherwise give rise to an adjustment, as a result of holding the Series B Preferred Stock, without having to convert the Series B Preferred Stock, as if they

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held the full number of shares of common stock into which a share of the Series B Preferred Stock may then be converted.

The conversion price shall not be adjusted:

upon the issuance of any shares of common stock pursuant to any present or future plan providing for the reinvestment of dividends or interest payable on the Company's securities and the investment of additional optional amounts in shares of common stock under any plan;

upon the issuance of any shares of common stock or rights or warrants to purchase those shares pursuant to any present or future employee, director or consultant benefit plan or program of or assumed by the Company or any of its subsidiaries;

upon the issuance of any shares of common stock pursuant to any option, warrant, right or exercisable, exchangeable or convertible security outstanding as of the date shares of the Series B Preferred Stock were first issued and not substantially amended thereafter;

for a change in the par value or no par value of common stock; or

for accrued and unpaid dividends on the Series B Preferred Stock.

The foregoing exceptions to the conversion price adjustments will not result in any adjustment to the conversion price regardless of the price at which shares of common stock are or may be issued.

**Reorganization Events**

In the event of:

the consolidation or merger of the Company with or into another person, or other similar transaction, in each case pursuant to which the common stock will be converted into cash, securities or other property of the Company or another person;

any sale, transfer, lease or conveyance to another person of all or substantially all of the property and assets of the Company, in each case pursuant to which the common stock will be converted into cash, securities or other property of the Company or another person;

any reclassification of the common stock into securities including securities other than the common stock (any such event specified in the preceding three bullet points being referred to as a "reorganization event");

each share of Series B Preferred Stock outstanding immediately prior to such reorganization event shall remain outstanding but shall become convertible into the kind of securities, cash and other property receivable in such reorganization event by the holder (excluding the counterparty to the reorganization event or an affiliate of such counterparty) of that number of shares of common stock into which the share of Series B Preferred Stock would then be convertible (and for the purpose of such calculation, shares of common stock sufficient for the full conversion of all shares of Series B Preferred Stock shall be deemed to be authorized for issuance under the restated articles of incorporation on such date) (such securities, cash and other property being referred to as the "exchange property").

In the event that holders of the shares of common stock have the opportunity to elect the form of consideration to be received in the reorganization event, the consideration that the holders are entitled to receive shall be deemed to be the types and amounts of consideration received by the majority of the holders of the shares of common stock that affirmatively make an election. The amount of exchange property



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receivable upon conversion of any Series B Preferred Stock shall be determined based upon the conversion price in effect on the date of consummation of the reorganization event.

The provisions above related to reorganization events shall similarly apply to successive reorganization events and the provisions under "*Anti-Dilution Adjustments for the Shares of Series B*"

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*Preferred Stock*" shall apply to any shares of capital stock of the Company (or any successor) received by the holders of the common stock in any such reorganization event.

The Company will not enter into any agreement for a transaction constituting a reorganization event unless such agreement:

entitles holders of the Series B Preferred Stock to receive, on an as-converted basis, the securities, cash and other property receivable in such transaction by a holder of shares of common stock that was not the counterparty to such transaction or an affiliate of such other party as described under " *Reorganization Event*";

provides that each share of Series B Preferred Stock shall be converted into the number of shares of common stock as provided in the provisions of our restated articles of incorporation related to the conversion of our shares of Series B Preferred Stock; or

provides that (1) the Series B Preferred Stock remains outstanding or, in the case of any such merger or consolidation with respect to which the Company is not the surviving or resulting entity or with respect to which the Company becomes a subsidiary of an ultimate parent, is converted into or exchanged for preference securities of the surviving or resulting entity or such ultimate parent, that is an entity organized and existing under the laws of the United States of America, any state thereof or the District of Columbia, and (2) such Series B Preferred Stock remaining outstanding or such preference securities, as the case may be, have such rights, preferences, privileges and voting powers, taken as a whole, as are not materially less favorable to the holders thereof than the rights, preferences, privileges and voting powers of the Series B Preferred Stock, taken as a whole.

However, in no event shall the Company be prohibited from entering into or consummating a transaction constituting a reorganization event provided that the Series B Preferred Stock is treated as described above.

**Anti-Takeover Effects of Hawaii Law**

The acquisition of ranges of voting power (starting at 10% and at 10% intervals up to a majority) for the election of directors of an issuing public corporation (each, a "Control Share Acquisition") is subject to the requirements of the Hawaii Control Share Acquisitions Act (the "CSA Act"). We are an issuing public corporation within the meaning of the CSA Act. The CSA Act is designed to inhibit hostile acquisitions by prohibiting a Control Share Acquisition unless each such acquisition is separately approved by a majority of the corporation's outstanding shares (excluding shares owned by the acquiring person) and by imposing certain state law disclosure and timing requirements. If an acquisition is made without the requisite shareholder approval, then, for a period of one year, the shares acquired by the acquiring person will (i) be denied voting rights, (ii) be non-transferable, and (iii) be subject to redemption at the option of the corporation at a price equal to either the price at which the shares were acquired or at book value per share as of the last day of the fiscal quarter ended prior to the date of the call for redemption.

Thus, under certain circumstances, the CSA Act may make it more difficult for an acquiring person to exercise control over the Company due to the limitations placed on that person's ability to vote the shares so acquired. The foregoing discussion of the CSA Act is qualified in its entirety by the text of the CSA Act.

**Anti-Takeover Provisions in the Restated Articles of Incorporation and Bylaws**

The following discussion is a general summary of certain provisions of the restated articles of incorporation, and bylaws of the Company which may be deemed to have an "anti-takeover" effect.

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*Classified Board of Directors.* The restated articles of incorporation and bylaws of the Company divide the board of directors into three classes designated Class I, Class II and Class III, with the terms of office of one class expiring each year and each class holding office for three years in staggered terms. Each class consists of four directors. A classified board of directors precludes an insurgent group from unseating more than one-third of the board of directors at any one shareholders' meeting.

*Advance Notice Requirement for Director Nominations.* Our bylaws provide that shareholder nominations for the election of directors may not be brought before a meeting of shareholders unless the shareholder has given timely written notice in proper form of such nomination to the Secretary of the Company at the principal executive office. Such proposals or nominations may be made only by persons who are shareholders of record on the date on which such notice is given and on the record date for determination of shareholders entitled to vote at that meeting. To be timely, a shareholder's notice shall be delivered to or mailed and received at the executive office of the corporation not less than 90 calendar days nor more than 120 calendar days prior to the first anniversary date of the annual meeting for the preceding year; provided, however, if and only if the annual meeting is not scheduled to be held within a period that commences 30 days before such anniversary date and ends 30 days after such anniversary date, the shareholder's notice shall be given in the manner provided herein by the later of (i) the close of business on the date 90 days prior to the meeting date or (ii) the tenth day following the date the meeting is first publicly announced or disclosed, and (iii) in the case of a special meeting of shareholders called for the purpose of electing directors, not later than the close of business on the tenth day following the day on which the date of the special meeting and of the nominees proposed by the board of directors to be elected at such meeting is publicly announced or disclosed.

No person is eligible for election to the board of directors unless nominated in accordance with the foregoing procedures, and thus such procedures could make it more difficult for dissident shareholders to nominate and elect their candidates.

*Filling of Vacancies.* Vacancies on the board of directors caused by the death, resignation, disqualification or otherwise, of any director who was previously duly elected, may be filled by the remaining members of the Board, though less than a quorum, and each person so elected shall be a director until his or her successor is elected by the shareholders. Vacancies resulting from an increase in the number of directors may be filled only by members of the board of directors. As a result, new directors added to the board of directors to fill vacancies may not be up for shareholder election at the next annual meeting as a result of the classification of the Board. The overall effect of these provisions may be to prevent a person or entity from immediately acquiring Board control.

*Supermajority Shareholder Vote to Amend Bylaws.* Subject to repeal or change at any regular meeting of the shareholders, or at any special meeting called for that purpose by the vote of the holders of eighty percent (80%) of the outstanding shares entitled to vote at such meeting, the power to alter, amend or repeal our bylaws or adopt new bylaws is vested in the board of directors. This supermajority amendment provision could have the effect of discouraging a tender offer or other takeover attempt where the ability to make fundamental changes through bylaw amendments is an important element of the takeover strategy.

*Fair Price Provisions Involving Business Combinations.* Our restated articles of incorporation contains a "fair price" provision that applies to certain business combination transactions involving any interested stockholder, which is (i) any person that beneficially owns more than 10% of our voting stock or (ii) any affiliate of CPF that within the past five years beneficially owned more than 10% of our voting stock. This provision requires the affirmative vote of the holders of at least 75% of our voting stock to approve specified transactions between an interested stockholder or its affiliate and us or our subsidiaries, including:

any merger or consolidation;

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any sale, lease, license, exchange, pledge, transfer or other disposition of assets (in one transaction or a series of transactions) having a fair market value of \$2 million or more;

the issuance or transfer of any of our securities or any of our subsidiaries' securities by us or any of our subsidiaries to an interested stockholder or its affiliates having a fair market value of \$2 million or more;

the adoption of a plan or proposal for our liquidation or dissolution proposed by or on behalf of an interested stockholder or its affiliate; and

any reclassification of securities (including any reverse stock split), recapitalization, merger or consolidation of our company with any of our subsidiaries or other transaction (whether or not involving an interested stockholder) that has the effect of increasing the proportionate share of the outstanding shares of any class of our equity or convertible securities or those of our subsidiaries owned by an interested stockholder or its affiliate.

This voting requirement will not apply to any particular transaction approved by a majority vote of the directors who are unaffiliated with the interested stockholder and who were members of our board of directors before the latter of the first public announcement of the terms of the proposed business combination and the day the interested stockholder became a stockholder and any successor to such directors who were unaffiliated with the interested stockholder and recommended to the board by a majority of such directors. This voting requirement will also not apply to any transaction involving the payment of consideration to holders of our outstanding capital stock in which certain minimum "fair price" and procedural requirements are met.

This "fair price" provision could have the effect of delaying or preventing a change in control of our company in a transaction of series of transactions that does not satisfy the stated criteria.

*Preferred Stock.* Our restated articles of incorporation allow our board of directors to issue up to 1,000,000 shares of preferred stock, no par value per share. The board of directors also has the authority to designate the rights, preferences, privileges and restrictions of such preferred stock, including dividend rights, dividend rates, conversion rights, voting rights, terms of redemption, redemption prices, liquidation preferences and the number of shares constituting any series. The issuance of preferred stock may have the effect of delaying, deterring or preventing a change of control of our company without further action by the shareholders. The issuance of preferred stock with voting and conversion rights may also adversely affect the voting power of the holders of common stock. In certain circumstances, an issuance of preferred stock could have the effect of decreasing the market price of our common stock. We currently have 135,000 shares of TARP Preferred Stock outstanding which ranks senior to our common stock. This preferred stock is described in further detail in the accompanying prospectus. After the completion of this offering, we will also have \_\_\_\_\_ shares of Series B Preferred Stock outstanding.

**Transfer Agent and Registrar**

The transfer agent and registrar for our common stock and our Series B Preferred Stock is Wells Fargo Bank, N.A.

**New York Stock Exchange**

Our common stock trades on the NYSE under the symbol "CPF." We intend to apply to list the Series B Preferred Stock on the NYSE under the symbol "CPF PrB."

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**MATERIAL UNITED STATES TAX CONSEQUENCES**

This section summarizes material United States federal income and estate tax consequences of the ownership and disposition of common stock by a United States alien holder (as defined in "United States Taxation" in the accompanying prospectus). It also discusses certain United States federal income tax consequences to both U.S. holders (as defined in "United States Taxation" in the accompanying prospectus) and United States alien holders of the conversion of owning the Series B Preferred Stock. For more information on the United States federal income and estate tax consequences of the ownership and disposition of the Series B Preferred Stock, see "*United States Taxation Taxation of Preferred Stock and Depositary Shares*" in the accompanying prospectus.

**Certain United States Tax Consequences to United States Alien Holders of Common Stock**

This section does not consider the specific facts and circumstances that may be relevant to a particular United States alien holder and does not address the treatment of a United States alien holder under the laws of any state, local or foreign taxing jurisdiction. This section is based on the tax laws of the United States, including the Internal Revenue Code of 1986, as amended, existing and proposed regulations, and administrative and judicial interpretations, all as currently in effect. These laws are subject to change, possibly on a retroactive basis.

If a partnership holds the common stock, the United States federal income tax treatment of a partner will generally depend on the status of the partner and the tax treatment of the partnership. A partner in a partnership holding the common stock should consult its tax advisor with regard to the United States federal income tax treatment of an investment in the common stock.

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*You should consult a tax advisor regarding the United States federal tax consequences of acquiring, holding and disposing of common stock in your particular circumstances, as well as any tax consequences that may arise under the laws of any state, local or foreign taxing jurisdiction.*

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**Dividends**

Except as described below, if you are a United States alien holder of common stock, dividends paid to you are subject to withholding of United States federal income tax at a 30% rate or at a lower rate if you are eligible for the benefits of an income tax treaty that provides for a lower rate. Even if you are eligible for a lower treaty rate, we and other payors will generally be required to withhold at a 30% rate (rather than the lower treaty rate) on dividend payments to you, unless you have furnished to us or another payor:

a valid Internal Revenue Service Form W-8BEN or an acceptable substitute form upon which you certify, under penalties of perjury, your status as (or, in the case of a United States alien holder that is an estate or trust, such forms certifying the status of each beneficiary of the estate or trust as) a non-United States person and your entitlement to the lower treaty rate with respect to such payments, or

in the case of payments made outside the United States to an offshore account (generally, an account maintained by you at an office or branch of a bank or other financial institution at any location outside the United States), other documentary evidence establishing your entitlement to the lower treaty rate in accordance with U.S. Treasury regulations.

If you are eligible for a reduced rate of United States withholding tax under a tax treaty, you may obtain a refund of any amounts withheld in excess of that rate by filing a refund claim with the United States Internal Revenue Service.

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If dividends paid to you are "effectively connected" with your conduct of a trade or business within the United States, and, if required by a tax treaty, the dividends are attributable to a permanent establishment that you maintain in the United States, we and other payors generally are not required to withhold tax from the dividends, provided that you have furnished to us or another payor a valid Internal Revenue Service Form W-8ECI or an acceptable substitute form upon which you represent, under penalties of perjury, that:

you are a non-United States person, and

the dividends are effectively connected with your conduct of a trade or business within the United States and are includible in your gross income.

"Effectively connected" dividends are taxed at rates applicable to United States citizens, resident aliens and domestic United States corporations.

If you are a corporate United States alien holder, "effectively connected" dividends that you receive may, under certain circumstances, be subject to an additional "branch profits tax" at a 30% rate or at a lower rate if you are eligible for the benefits of an income tax treaty that provides for a lower rate.

**Gain on Disposition of Common Stock**

If you are a United States alien holder, you generally will not be subject to United States federal income tax on gain that you recognize on a disposition of common stock unless:

the gain is "effectively connected" with your conduct of a trade or business in the United States, and the gain is attributable to a permanent establishment that you maintain in the United States, if that is required by an applicable income tax treaty as a condition for subjecting you to United States taxation on a net income basis,

you are an individual, you hold the common stock as a capital asset, you are present in the United States for 183 or more days in the taxable year of the sale and certain other conditions exist, or

we are or have been a United States real property holding corporation for federal income tax purposes and you held, directly or indirectly, at any time during the five-year period ending on the date of disposition, more than 5% of the common stock and you are not eligible for any treaty exemption.

If you are a corporate United States alien holder, "effectively connected" gains that you recognize may also, under certain circumstances, be subject to an additional "branch profits tax" at a 30% rate or at a lower rate if you are eligible for the benefits of an income tax treaty that provides for a lower rate.

We have not been, are not and do not anticipate becoming a United States real property holding corporation for United States federal income tax purposes.

**Federal Estate Taxes**

Common stock held by a United States alien holder at the time of death will be included in the holder's gross estate for United States federal estate tax purposes, unless an applicable estate tax treaty provides otherwise.

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**Backup Withholding and Information Reporting**

If you are a United States alien holder, you are generally exempt from backup withholding and information reporting requirements with respect to:

dividend payments and

the payment of the proceeds from the sale of common stock effected at a United States office of a broker,

as long as the income associated with such payments is otherwise exempt from United States federal income tax, and:

the payor or broker does not have actual knowledge or reason to know that you are a United States person and you have furnished to the payor or broker:

a valid Internal Revenue Service Form W-8BEN or an acceptable substitute form upon which you certify, under penalties of perjury, that you are (or, in the case of a United States alien holder that is an estate or trust, such forms certifying that each beneficiary of the estate or trust is) a non-United States person, or

other documentation upon which it may rely to treat the payments as made to a non-United States person in accordance with U.S. Treasury regulations, or

you otherwise establish an exemption.

Payment of the proceeds from the sale of common stock effected at a foreign office of a broker generally will not be subject to information reporting or backup withholding. However, a sale of common stock that is effected at a foreign office of a broker will be subject to information reporting and backup withholding if:

the proceeds are transferred to an account maintained by you in the United States,

the payment of proceeds or the confirmation of the sale is mailed to you at a United States address, or

the sale has some other specified connection with the United States as provided in U.S. Treasury regulations,

unless the broker does not have actual knowledge or reason to know that you are a United States person and the documentation requirements described above are met or you otherwise establish an exemption.

In addition, a sale of common stock will be subject to information reporting if it is effected at a foreign office of a broker that is:

a United States person,

a controlled foreign corporation for United States tax purposes,

a foreign person 50% or more of whose gross income is effectively connected with the conduct of a United States trade or business for a specified three-year period, or

a foreign partnership, if at any time during its tax year:

one or more of its partners are "U.S. persons," as defined in U.S. Treasury regulations, who in the aggregate hold more than 50% of the income or capital interest in the partnership, or

such foreign partnership is engaged in the conduct of a United States trade or business,

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unless the broker does not have actual knowledge or reason to know that you are a United States person and the documentation requirements described above are met or you otherwise establish an exemption. Backup withholding will apply if the sale is subject to information reporting and the broker has actual knowledge that you are a United States person.

You generally may obtain a refund of any amounts withheld under the backup withholding rules that exceed your income tax liability by filing a refund claim with the Internal Revenue Service.

**Certain United States Federal Income Tax Consequences to Holders of Series B Preferred Stock**

For more information on the United States federal income and estate tax consequences of the ownership and disposition of the Series B Preferred Stock, see "*United States Taxation Taxation of Preferred Stock and Depositary Shares*" in the accompanying prospectus. The following supplements such discussion.

**Conversion of the Series B Preferred Stock into Common Shares**

*U.S. Holders*

As a general rule, a U.S. holder will not recognize any gain or loss in respect of the receipt of common shares upon the conversion of the Series B Preferred Stock. The adjusted tax basis of common shares received on conversion will equal the adjusted tax basis of the Series B Preferred Stock converted (reduced by the portion of adjusted tax basis allocated to any fractional common shares exchanged for cash, as described below), and the holding period of such common shares received on conversion will generally include the period during which the converted Series B Preferred Stock was held prior to conversion.

Cash received in lieu of a fractional share of our common shares will generally be treated as a payment in a taxable exchange for such fractional share of our common shares, and capital gain or loss will be recognized on the receipt of cash in an amount equal to the difference between the amount of cash received and the amount of adjusted tax basis allocable to the fractional share of our common shares. Any cash received attributable to any declared and unpaid dividends on the Series B Preferred Stock will be treated as described in the accompanying prospectus under "*United States Taxation Taxation of Preferred Stock and Depositary Shares United States Holders Distributions on Preferred Stock.*"

In the event a U.S. holder's Series B Preferred Stock is converted pursuant certain transactions, including our consolidation or merger into another person (see "*Description of the Capital Stock Reorganization Events*"), the tax treatment of such a conversion will depend upon the facts underlying the particular transaction triggering such a conversion. Each U.S. holder should consult its own tax adviser to determine the specific tax treatment of a conversion under such circumstances.

*United States Alien Holders*

United States alien holders will generally not recognize any gain or loss in respect of the receipt of common shares upon the conversion of the Series B Preferred Stock, except with respect to any cash received in lieu of a fractional share of our common shares that is taxable as described in the accompanying prospectus under "*United States Taxation Taxation of Preferred Stock and Depositary Shares United States Holders Distributions on Preferred Stock.*"

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**Adjustment of Conversion Rate**

*U.S. Holders*

The conversion rate of the Series B Preferred Stock is subject to adjustment under certain circumstances. U.S. Treasury regulations promulgated under Section 305 of the Code may treat a U.S. holder of the Series B Preferred Stock as having received a constructive distribution includable in such U.S. holder's income in the manner as described in the accompanying prospectus under "*United States Taxation Taxation of Preferred Stock and Depositary Shares United States Holders Distributions on Preferred Stock*," if and to the extent that certain adjustments in the conversion rate increase the proportionate interest of a U.S. holder in our earnings and profits. For example, an increase in the conversion rate to reflect a taxable dividend to holders of common shares or in connection with certain transactions (see "*Description of Capital Stock-Anti-Dilution Adjustments for the Series B Preferred Stock*") may give rise to a deemed taxable dividend to the holders of the Series B Preferred Stock to the extent of our current and accumulated earnings and profits. In addition, an adjustment to the conversion rate of the Series B Preferred Stock or a failure to make such an adjustment could potentially give rise to constructive distributions to U.S. holders of our common shares. Thus, under certain circumstances, U.S. holders may recognize income in the event of a constructive distribution even though they may not receive any cash or property. Adjustments to the conversion rate made pursuant to a bona fide reasonable adjustment formula which has the effect of preventing dilution in the interest of the U.S. holders of the Series B Preferred Stock, however, will generally not be considered to result in a constructive dividend distribution.

*United States Alien Holders*

As described above under "*U.S. Holders Adjustment of Conversion Rate*", adjustments in the conversion rate (or failures to adjust the conversion rate) that increase the proportionate interest of a United States alien holder in our earnings and profits could result in deemed distributions to the United States alien holder that are taxed as described under "*United States Taxation Taxation of Preferred Stock and Depositary Shares United States Holders Distributions on Preferred Stock*." We intend to withhold tax with respect to any deemed distribution from cash payments made on the Series B Preferred Stock.

Table of Contents**UNDERWRITING**

We are offering the shares of common stock and Series B Preferred Stock described in this prospectus supplement through Sandler O'Neill & Partners, L.P., as the representative of the several underwriters. We have entered into underwriting agreements with the underwriters, dated July , 2009. Subject to the terms and conditions of the respective underwriting agreements, we have agreed to sell to the underwriters, and each underwriter has severally agreed to purchase, at the public offering price less the underwriting discounts and commissions set forth on the cover page of this prospectus supplement, the number of shares of common stock and Series B Preferred Stock listed next to its name in the following table:

<b>Underwriter</b>	<b>Number of Shares of common stock</b>	<b>Number of Shares of Series B Preferred Stock</b>
Sandler O'Neill & Partners, L.P.		
<b>Total</b>		

The underwriters are committed to purchase and pay for all such shares of common stock and Series B Preferred Stock, if any are purchased. The underwriting agreements also provide that if an underwriter defaults, the purchase commitments of non-defaulting underwriters may also be increased or the offering of common stock offering or Series B Preferred Stock offering may be terminated.

We have granted to the underwriters an option, exercisable no later than 30 days after the date of this prospectus supplement, to purchase up to, at their election, additional shares of common stock or additional shares of Series B Preferred Stock (or some combination thereof not to exceed 15% of the aggregate gross offering price of our common stock and Series B Preferred Stock) at the applicable public offering price less the underwriting discount set forth on the cover page of this prospectus supplement. The underwriters may exercise this option only to cover over allotments, if any, made in connection with this offering. To the extent the option is exercised and the conditions of the applicable underwriting agreement are satisfied, we will be obligated to sell to the underwriters, and the underwriters will be obligated to purchase, these additional shares of common stock and/or Series B Preferred Stock, as applicable.

The underwriters propose to offer the shares of common stock and Series B Preferred Stock directly to the public at the applicable offering price set forth on the cover page of this prospectus supplement and to certain securities dealers at the applicable public offering price, less a concession not in excess of \$ per share. The underwriters may allow, and these dealers may realow, a concession not in excess of \$ per share on sales to other dealers. After the public offering of the common stock and Series B Preferred Stock, the underwriters may change the offering price and other selling terms of either the common stock or the Series B Preferred Stock.

The following table shows the per share and total underwriting discount that we will pay to the underwriters and the proceeds we will receive before expenses. These amounts are shown assuming both no exercise and full exercise of the underwriters' over allotment option to purchase additional shares.

	<b>Per Share</b>	<b>Total Without Over-Allotment</b>	<b>Total With Over-Allotment</b>
<b><u>Common Stock</u></b>			
Price to public	\$	\$	\$
Underwriting discount			
Proceeds to us, before expenses			
<b><u>Series B Preferred Stock</u></b>			
Price to public	\$	\$	\$
Underwriting discount			
Proceeds to us, before expenses			

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We estimate that the total expenses of the offering, including registration, filing and listing fees, printing fees and legal and accounting expenses, but excluding underwriting discounts and commissions, will be approximately \$680,000 and are payable by us. We have also agreed to reimburse the underwriters for their actual out of pocket expenses (including fees and disbursements of underwriters' counsel), not to exceed \$350,000, incurred in connection with this offering, which we estimate will be approximately \$300,000 in the aggregate and which amount is included within our estimated aggregate expenses.

The shares of common stock and Series B Preferred Stock are being offered by the underwriters, subject to prior sale, when, as and if issued to and accepted by them, subject to approval of certain legal matters by counsel for the underwriters and other conditions specified in the respective underwriting agreements. The underwriters reserve the right to withdraw, cancel or modify this offer and to reject orders in whole or in part. Certain of our officers and directors have expressed an interest in purchasing up to \_\_\_\_\_ shares of common stock in the offering.

The underwriting agreements provide that the obligations of the underwriters are conditional and may be terminated at their discretion based on their assessment of the state of the financial markets. The obligations of the underwriters may also be terminated upon the occurrence of the events specified in the underwriting agreements. The respective underwriting agreements provide that the underwriters are obligated to purchase all the shares of common stock or Series B Preferred Stock in this offering if any are purchased in relation to the respective underwriting agreement related to the common stock or the Series B Preferred Stock, other than those shares covered by the over allotment option described above.

*Lock up Agreement.* We, and each of our executive officers and directors, have agreed, for the period beginning on and including the date of this prospectus supplement through and including the date that is 90 days after the date of this prospectus supplement, not to sell, offer, agree to sell, contract to sell, hypothecate, pledge, grant any option to purchase, make any short sale, or otherwise dispose of or hedge, directly or indirectly, any shares of any class or series of our preferred stock or common stock, any of our securities that are substantially similar to any of our common stock or any of our securities convertible into, exchangeable or exercisable for, or that represent the right to receive any shares of our preferred stock or common stock or any of our securities that are substantially similar to any class or series of our preferred stock or our common stock, without, in each case, the prior written consent of Sandler O'Neill & Partners, L.P. These restrictions are expressly agreed to preclude us, and our officers and directors, from engaging in any hedging or other transaction or arrangement that is designed to, or which reasonably could be expected to, lead to or result in a sale, disposition or transfer, in whole or in part, of any of the economic consequences of ownership of our preferred stock or common stock, whether such transaction would be settled by delivery of our preferred stock or common stock or other securities, in cash or otherwise. The 90 day restricted period will be automatically extended if (1) during the last 17 days of the 90 day restricted period we issue an earnings release or material news or a material event relating to us occurs or (2) prior to the expiration of the 90 day restricted period, we announce that we will release earnings results or become aware that material news or a material event relating to us will occur during the 16 day period beginning on the last day of the 90 day restricted period, in which case the restrictions described above will continue to apply until the expiration of the 18 day period beginning on the issuance of the earnings release or the occurrence of the material news or material event.

The restrictions described in the preceding paragraph will not apply to (1) the issuance by us of common stock or Series B Preferred Stock to the underwriters pursuant to the underwriting agreements; (2) the issuance by us of shares, and options to purchase shares, of our common stock pursuant to stock option plans, as those plans are in effect on the date of this prospectus supplement; (3) the issuance by us of shares of our common stock upon the exercise of stock options or other securities convertible into or exchangeable for common stock that are outstanding as of the date of this

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prospectus supplement, and the issuance by us of shares of our common stock upon the exercise of stock options issued after the date of this prospectus supplement under stock option plans referred to in clause (2) of this sentence; (4) a bona fide gift or gifts by any of our officers or directors, provided that the donee or donees thereof agree to be bound in writing by the restrictions described in the preceding paragraph; or (5) a transfer by any of our officers or directors to any trust for the direct or indirect benefit of that officer or director or his or her immediate family, provided that the trustee of the trust agrees to be bound in writing by such restrictions and provided further that any such transfer shall not involve a disposition for value. For purposes of this paragraph, "immediate family" shall mean any relationship by blood, marriage or adoption not more remote than first cousin.

The underwriters may, in their sole discretion and at any time and from time to time, without notice, release all or any portion of the foregoing shares and other securities from the foregoing restrictions.

*Indemnity.* We have agreed to indemnify the underwriters and persons who control the underwriters against certain liabilities, including liabilities under the Securities Act of 1933, and to contribute to payments that the underwriters may be required to make in respect of these liabilities.

Our common stock is listed on the NYSE under the trading symbol "CPF." We intend to apply to list the Series B Preferred Stock on the NYSE under the symbol "CPF PrB."

*Stabilization.* In connection with this offering, the underwriters may engage in stabilizing transactions, over allotment transactions and syndicate covering transactions.

Stabilizing transactions permit bids to purchase shares of common stock and/or Series B Preferred Stock so long as the stabilizing bids do not exceed a specified maximum, and are engaged in for the purpose of preventing or retarding a decline in the market price of the common stock while the offering is in progress.

Over allotment transactions involve sales by the underwriters of shares of common stock in excess of the number of shares of common stock on an as-converted basis the underwriters are obligated to purchase. This creates a syndicate short position which may be either a covered short position or a naked short position. In a covered short position, the number of shares of common stock over allotted by the underwriters is not greater than the number of shares of common stock on an as-converted basis that they may purchase in the over allotment option. In a naked short position, the number of shares involved is greater than the number of shares in the over allotment option of common stock on an as-converted basis. The underwriters may close out any short position by exercising their over allotment option and/or purchasing shares in the open market.

Syndicate covering transactions involve purchases of common stock or Series B Preferred Stock in the open market after the distribution has been completed in order to cover syndicate short positions. In determining the source of shares to close out the short position, the underwriters will consider, among other things, the price of shares available for purchase in the open market as compared with the price at which they may purchase shares through exercise of the over allotment option. If the underwriters sell more shares than could be covered by exercise of the over allotment option and, therefore, have a naked short position, the position can be closed out only by buying shares in the open market. A naked short position is more likely to be created if the underwriters are concerned that after pricing, there could be downward pressure on the price of the shares in the open market that could adversely affect investors who purchase in the offering.

These stabilizing transactions and syndicate covering transactions may have the effect of raising or maintaining the market price of our common stock or preventing or retarding a decline in the market price of our common stock. As a result, the price of our common stock in the open market may be higher than it would otherwise be in the absence of these transactions. Neither we nor the underwriters makes any representation or prediction as to the effect that the transactions described above may have

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on the price of our common stock. These transactions may be effected on the NYSE or otherwise and, if commenced, may be discontinued at any time.

*Other.* From time to time, the underwriters and their affiliates have provided, and may continue to provide, investment banking and other financial advisory services to us in the ordinary course of their businesses, and have received, and may continue to receive, compensation for such services.

A prospectus supplement and accompanying prospectus in electronic format may be made available on the web sites maintained by one or more of the underwriters participating in this offering and one or more of the underwriters participating in this offering may distribute prospectuses electronically. The representative may agree to allocate a number of shares to underwriters for sale to their online brokerage account holders. Internet distributions will be allocated by the underwriters that will make internet distributions on the same basis as other allocations.

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**VALIDITY OF COMMON STOCK**

The validity of the common stock and Series B Preferred Stock we are offering will be passed upon by Carlsmith Ball LLP for us. Certain legal matters will be passed upon for the underwriters by Manatt, Phelps & Phillips, LLP, Los Angeles, California.

**EXPERTS**

KPMG LLP, independent registered public accounting firm, has audited our consolidated financial statements included in our annual report on Form 10-K/A for the year ended December 31, 2008, and the effectiveness of our internal control over financial reporting as of December 31, 2008, as set forth in their reports, which are incorporated by reference in this prospectus supplement. Our financial statements are incorporated by reference in reliance on KPMG LLP's reports, given on their authority as experts in accounting and auditing.

**WHERE YOU CAN FIND MORE INFORMATION**

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy any document we file at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on its public reference room. In addition, our SEC filings are available to the public at the SEC's web site at <http://www.sec.gov>. You can also inspect reports, proxy statements and other information about us at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York. For further information on obtaining copies of our public filings at the New York Stock Exchange, you should call (212) 656-5060.

The SEC allows us to "incorporate by reference" into this prospectus supplement the information in documents we file with it. This means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus supplement and should be read with the same care. We incorporate by reference the documents listed below and any future filings that we may make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, until we sell all of the securities that may be offered by this prospectus supplement; provided, however, that we are not incorporating any information furnished under either Item 2.02 or Item 7.01 of any Current Report on Form 8-K:

Annual Report on Form 10-K/A for the year ended December 31, 2008 (File No. 001-31567);

Quarterly Report on Form 10-Q for the quarter ended March 31, 2009 (File No. 001-31567);

Current Reports on Form 8-K dated January 9, 2009, January 30, 2009 and May 29, 2009 (File No. 001-31567); and

The description of our common stock set forth in the registration statement on Form 8-A12B filed pursuant to Section 12 of the Exchange Act, including any amendment or report filed with the SEC for the purposes of updating this description.

You may request a copy of these filings, other than an exhibit to a filing unless that exhibit is specifically incorporated by reference into that filing, at no cost, through Central Pacific's website, [www.centralpacific.com/investor](http://www.centralpacific.com/investor) or by writing to or telephoning us at the following address:

Central Pacific Financial Corp.  
Investor Relations  
200 South King Street  
Honolulu, Hawaii 96813  
(808) 544-0500

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**SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Certain statements contained or incorporated by reference in this prospectus supplement that are not statements of historical fact constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, notwithstanding that such statements are not specifically identified. Examples of forward-looking statements include but are not limited to: (i) projections of revenues, expenses, income or loss, earnings or loss per share, the payment or nonpayment of dividends, capital structure and other financial items; (ii) statements of plans, objectives and expectations of Central Pacific Financial Corp. or its management or board of directors, including those relating to products or services; (iii) statements of future economic performance; (iv) statements concerning stress tests conducted by us; and (v) statements of assumptions underlying such statements. Words such as "believes," "anticipates," "expects," "intends," "targeted," "continue," "remain," "will," "should," "may," "likely," "projected" and other similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements.

Forward-looking statements involve risks and uncertainties that may cause actual results, performance or achievements to differ materially from those in such statements. Factors that could cause actual results to differ from those discussed in the forward-looking statements include but are not limited to:

local, regional, national and international economic conditions and events (including the possibility of a U.S. recession and natural disasters such as wildfires, tsunamis and earthquakes) and the impact they may have on us and our customers and our assessment of that impact;

changes in the economy affecting real estate values;

oversupply of inventory and continued slowing in the California real estate market;

a slowdown in construction activity;

a significant portion of our loan portfolio consists of construction loans and any slowdown in construction activity may materially and negatively affect our business;

changes in the financial performance and/or condition of our borrowers;

changes in the level of non-performing assets and charge-offs;

the effects of and changes in trade and monetary and fiscal policies and laws, including the interest rate policies of the Federal Reserve Board;

changes in estimates of future reserve requirements based upon the periodic review thereof under relevant regulatory and accounting requirements;

long-term negative trends in our market capitalization;

inflation, interest rate, securities market and monetary fluctuations;



political instability;

acts of war or terrorism;

the timely development and acceptance of new products and services and perceived overall value of these products and services by users;

changes in consumer spending, borrowings and savings habits;

technological changes;

acquisitions and integration of acquired businesses;

the ability to increase market share and control expenses;

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the cost of additional capital is more than expected;

changes in the competitive environment among financial holding companies and other financial service providers;

continued volatility in the credit and equity markets and its effect on the general economy;

the effect of changes in laws and regulations (including laws and regulations concerning taxes, banking, securities and insurance) with which we and our subsidiaries must comply;

the effect of changes in accounting policies and practices, as may be adopted by the regulatory agencies, as well as the Public Company Accounting Oversight Board, the Financial Accounting Standards Board and other accounting standard setters;

changes in our organization, compensation and benefit plans;

the costs and effects of legal and regulatory developments including the resolution of legal proceedings or regulatory or other governmental inquiries and the results of regulatory examinations or reviews;

greater than expected costs or difficulties related to the integration of new products and lines of business;

our success at managing the risks involved in the foregoing items; and

the factors set forth under the heading "*Risk Factors*" herein.

Forward-looking statements speak only as of the date on which such statements are made. We undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made, or to reflect the occurrence of unanticipated events.

Prospectus

**Common Stock  
Preferred Stock  
Depository Shares  
Warrants or Other Rights  
Stock Purchase Contracts  
Debt Securities  
Units  
and  
135,000 Shares of Fixed Rate Cumulative Perpetual Preferred Stock  
Warrant to Purchase 1,585,748 Shares of Common Stock  
1,585,748 Shares of Common Stock**

We may offer to sell, from time to time, shares of common stock or preferred stock, either separately or represented by depository shares, rights or warrants exercisable for our common stock, preferred stock or depository shares representing preferred stock, stock purchase contracts, debt securities or units (together, the "Securities"), for an aggregate initial offering price of up to \$165,000,000, which amount excludes the aggregate initial offering price of the TARP Securities described below. We may offer these Securities separately or together, in separate series or classes and in amounts, at prices and on terms described in one or more prospectus supplements. The preferred stock and warrants may be convertible into or exercisable for common or preferred stock.

This prospectus provides you with a general description of the Securities that may be offered. Each time Securities are sold, we will provide one or more supplements to this prospectus that will contain additional information about the specific offering and the terms of the Securities being offered. The supplements may also add, update or change information contained in this prospectus. You should carefully read this prospectus and any accompanying prospectus supplement before you invest in any of our Securities.

We may offer and sell any combination of the Securities in amounts, at prices and on terms that it will determine at the time of any particular offering, to or through one or more agents, dealers or underwriters, or directly to purchasers, including through subscription rights offerings, on a continuous or delayed basis.

This prospectus also relates to the potential resale from time to time by selling shareholders of some or all of the shares of our Fixed Rate Cumulative Perpetual Preferred Stock (the "Fixed Rate Preferred Stock"), a warrant to purchase 1,585,748 shares of common stock (the "TARP Warrant") and any shares of common stock issuable from time to time upon exercise of the TARP Warrant (the "TARP Warrant Shares"). In this prospectus, we refer to the Fixed Rate Preferred Stock, the TARP Warrant and the TARP Warrant Shares, collectively, as the "TARP Securities." The Fixed Rate Preferred Stock and the TARP Warrant were originally issued by us pursuant to the Letter Agreement dated January 9, 2009, and the related Securities Purchase Agreement Standard Terms (collectively, the "Purchase Agreement"), between us and the United States Department of the Treasury, which we refer to as the "Initial Selling Shareholder," in a transaction exempt from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act").

The Initial Selling Shareholder and its successors, including transferees, which we collectively refer to as the "Selling Shareholders," may offer the TARP Securities from time to time directly or through underwriters, broker-dealers or agents and in one or more public or private transactions and at fixed prices, prevailing market prices, at prices related to prevailing market prices or at negotiated prices. If the TARP Securities are sold through underwriters, broker-dealer or agents, the Selling Shareholders will be responsible for underwriting discounts or commissions or agents' commissions. We will not receive any proceeds from the sale of the TARP Securities by the Selling Shareholders. We will receive proceeds of up to \$20,250,002 upon exercise of the TARP Warrant, if the TARP Warrant is exercised in full for cash.

The Fixed Rate Preferred Stock is not listed on an exchange, and unless requested by the Initial Selling Shareholder, we do not intend to list the Fixed Rate Preferred Stock on any exchange. The TARP Warrant is not listed on an exchange, and we do not intend to list the TARP Warrant on any exchange.

Our common stock is listed on the New York Stock Exchange under the symbol "CPF." The last reported sale price of our common stock on February 4, 2009 was \$7.36 per share.

**Investing in our securities involves certain risks. See "Risk Factors" beginning on page 4 of this prospectus for certain risks regarding an investment in our securities.**

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**Neither the Securities and Exchange Commission, nor any bank regulatory agency, nor any state securities commission has approved or disapproved of the securities or passed upon the adequacy of this prospectus. Any representation to the contrary is a criminal offense. The securities are**

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not savings or deposit accounts and are not insured by the Federal Deposit Insurance Corporation, Bank Insurance Fund, Savings Association Insurance Fund or any other governmental agency.

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This prospectus is dated \_\_\_\_\_, 2009

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### ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement on Form S-3 that we filed with the Securities and Exchange Commission (the "SEC") using a "shelf" registration process. Under this shelf registration process, we and the Selling Shareholders may, from time to time, offer and sell, in one or more offerings, the Securities and the TARP Securities, respectively, as described in this prospectus.

We may provide a prospectus supplement containing specific information about the terms of a particular offering by us or by the Selling Shareholders. The prospectus supplement may also add to, update or change information contained in this prospectus and, accordingly, to the extent inconsistent, information in this prospectus is superseded by the information in the prospectus supplement. You should read both this prospectus and, if applicable, any prospectus supplement. See "Where You Can Find More Information" for more information.

We have not authorized anyone to provide you with information different from that contained or incorporated by reference in this prospectus. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or any sale of the securities covered by this prospectus. We are not making an offer to sell any securities in any jurisdiction where the offer or sale is not permitted.

When we refer to "the Company," "we," "us" or "our," we mean Central Pacific Financial Corp. and our subsidiaries. When we refer to "Central Pacific Financial Corp." or to the "holding company," we are referring to the parent company on a standalone basis, and we refer to Central Pacific Bank herein as "our bank" or "the bank."

### WHERE YOU CAN FIND MORE INFORMATION

We have filed a registration on Form S-3 with the SEC covering the securities that may be sold under this prospectus. This prospectus summarizes material provisions of contracts and other documents to which we refer you. For further information on the Company and our securities, you should refer to our registration statement and its exhibits. As permitted by the rules and regulations of the SEC, the registration statement that contains this prospectus includes additional information not contained in this prospectus. Because the prospectus may not contain all the information that you may find important, you should review the full text of these documents. We have included copies of these documents as exhibits to our registration statement of which this prospectus is a part.

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy any document we file at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on its public reference room. In addition, our SEC filings are available to the public at the SEC's web site at <http://www.sec.gov>. You can also inspect reports, proxy statements and other information about us at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York. For further information on obtaining copies of our public filings at the New York Stock Exchange, you should call (212) 656-5060.

The SEC allows us to "incorporate by reference" into this prospectus the information in documents we file with it. This means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus and should be read with the same care. We incorporate by reference in this prospectus the documents listed below and any future filings that we may make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), until we sell all of the securities that may be offered by this prospectus; *provided, however*, that we are not

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incorporating any information furnished under either Item 2.02 or Item 7.01 of any Current Report on Form 8-K:

Annual Report on Form 10-K for the year ended December 31, 2007 (File No. 001-31567);

Current Reports on Form 8-K dated March 11, 2008, August 1, 2008, August 26, 2008, December 9, 2008, December 23, 2008; January 12, 2009 and January 30, 2009 (File No. 001-10000);

Quarterly Reports on Form 10-Q for the quarters ended March 31, 2008, June 30, 2008 and September 30, 2008 (File No. 001-31567);

The description of our common stock set forth in the registration statement on Form 8-A12B filed pursuant to Section 12 of the Exchange Act, including any amendment or report filed with the SEC for the purposes of updating this description; and

The description of our Rights Agreement, contained in a registration statement on Form 8-A12G filed pursuant to Section 12 of the Exchange Act, including any amendment or report filed with the SEC for the purposes of updating this description.

You may request a copy of these filings, other than an exhibit to a filing unless that exhibit is specifically incorporated by reference into that filing, at no cost, through our website, [www.centralpacific.com/investor](http://www.centralpacific.com/investor) or by writing to or telephoning us at the following address:

Central Pacific Financial Corp.  
Attn: David Morimoto  
220 South King Street  
Honolulu, Hawaii 96813  
(808) 544-0500

### **SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Certain statements contained or incorporated by reference in this prospectus that are not statements of historical fact constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 (the "Act"), notwithstanding that such statements are not specifically identified. Examples of forward-looking statements include but are not limited to projections of revenues, income, earnings per share, capital expenditures, dividends, capital structure, or other financial items, concerning plans and objectives of management for future operations, concerning future economic performance, or concerning any of the assumptions underlying or relating to any of the foregoing. Words such as "believes," "anticipates," "expects," "intends," "targeted," "continue," "remain," "will," "should," "may," "likely," "projected" and other similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements.

Forward-looking statements involve risks and uncertainties that may cause actual results, performance or achievements to differ materially from those in such statements. Factors that could cause actual results to differ from those discussed in the forward-looking statements include but are not limited to:

Local, regional, national and international economic conditions and events (including a U.S. and worldwide economic recession and natural disasters such as wildfires, tsunamis and earthquakes) and the impact they may have on us and our customers and our assessment of that impact;

Changes in the economy affecting real estate values;

Oversupply of inventory and continued deterioration of the California real estate market;

A slowdown in construction activity;



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A significant portion of our loan portfolio consists of construction loans and the continuing slowdown in construction activity may materially and negatively affect our business;

Changes in the financial performance and/or condition of our borrowers;

Changes in the level of non-performing assets and charge-offs;

The effects of and changes in trade and monetary and fiscal policies and laws, including the interest rate policies of the Federal Reserve Board;

Changes in estimates of future reserve requirements based upon the periodic review thereof under relevant regulatory and accounting requirements;

Inflation, interest rate, securities market and monetary fluctuations;

Political instability;

Acts of war or terrorism;

The timely development and acceptance of new products and services and perceived overall value of these products and services by users;

Changes in consumer spending, borrowings and savings habits;

Technological changes;

The ability to increase market share and control expenses;

Changes in the competitive environment among financial holding companies and other financial service providers;

Continued volatility in the credit and equity markets and its effect on the general economy;

The effect of changes in laws and regulations (including laws and regulations concerning taxes, banking, securities and insurance) with which we and our subsidiaries must comply;

The effect of changes in accounting policies and practices, as may be adopted by the regulatory agencies, as well as the Public Company Accounting Oversight Board, the Financial Accounting Standards Board and other accounting standard setters;

Changes in our organization, compensation and benefit plans;

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The costs and effects of legal and regulatory developments including the resolution of legal proceedings or regulatory or other governmental inquiries and the results of regulatory examinations or reviews; and

Our success at managing the risks involved in the foregoing items.

Forward-looking statements speak only as of the date on which such statements are made. We undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made, or to reflect the occurrence of unanticipated events. You are advised, however, to consult any further disclosures we make on related subjects in our Forms 10-K, 10-Q and 8-K reports to the SEC. Also note that we provide cautionary discussion of risks, uncertainties and possibly inaccurate assumptions relevant to our businesses in our reports to the SEC on Forms 10-K, 10-Q and 8-K incorporated by reference herein and in prospectus supplements and other offering materials. These are factors that, individually or in the aggregate, management believes could cause our actual results to differ materially from expected and historical results. We note these factors for investors as permitted by the Private Securities Litigation Reform Act of 1995. You should understand that it is not possible to predict or identify all such factors. Consequently, you should not consider such disclosures to be a complete discussion of all potential risks or uncertainties.

## RISK FACTORS

*An investment in our securities involves certain risks. You should carefully consider the risks described below and the risk factors incorporated by reference herein, as well as the other information included or incorporated by reference in this prospectus before making an investment decision. Certain risks related to us and our business are described under the heading "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2007 and our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2008, June 30, 2008 and September 30, 2008. Our business, financial condition or results of operations could be materially adversely affected by any of these risks. The trading price of our common stock could decline due to any of these risks, and you may lose all or part of your investment. This prospectus also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the risks faced by us described below and elsewhere in this prospectus and the documents incorporated by reference herein.*

### Risks Related to the Company

#### *Difficult economic and market conditions have adversely affected our industry.*

Dramatic declines in the housing market, along with decreasing home prices and increasing delinquencies and foreclosures, have negatively impacted the credit performance of mortgage and construction loans and resulted in significant write-downs of assets by many financial institutions. General downward economic trends, reduced availability of commercial credit and increasing unemployment have negatively impacted the credit performance of commercial and consumer credit, resulting in additional write-downs. Concerns over the stability of the financial markets and the economy have resulted in decreased lending by financial institutions to their customers and to each other. This market turmoil and tightening of credit has led to increased commercial and consumer deficiencies, lack of customer confidence, increased market volatility and widespread reduction in general business activity. Financial institutions have experienced decreased access to deposits and borrowings. The resulting economic pressure on consumers and businesses and the lack of confidence in the financial markets may adversely affect our business, financial condition, results of operations and stock price. We do not expect that the difficult conditions in the financial markets are likely to improve in the near future. A worsening of these conditions would likely exacerbate the adverse effects of these difficult market conditions on us and others in the financial institutions industry. In particular, we may face the following risks in connection with these events:

We potentially face increased regulation of our industry. Compliance with such regulation may increase our costs and limit our ability to pursue business opportunities.

The process we use to estimate losses inherent in our credit exposure requires difficult, subjective and complex judgments, including forecasts of economic conditions and how these economic conditions might impair the ability of our borrowers to repay their loans. The level of uncertainty concerning economic conditions may adversely affect the accuracy of our estimates which may, in turn, impact the reliability of the process.

We may be required to pay significantly higher premiums to the Federal Deposit Insurance Corporation (the "FDIC") because market developments have significantly depleted the insurance fund of the FDIC and reduced the ratio of reserves to insured deposits.

*If current levels of market disruption and volatility continue or worsen, there can be no assurance that we will not experience an adverse effect, which may be material, on our ability to access capital and on our business, financial condition and results of operations.*

Recent legislative and regulatory initiatives to address difficult market and economic conditions may not stabilize the U.S. banking system. On October 3, 2008, President Bush signed into law the Emergency Economic Stabilization Act of 2008 (the "EESA") in response to the current crisis in the financial sector. The U.S. Department of the Treasury and banking regulators are implementing a number of programs under this legislation to address capital and liquidity issues in the banking system. There can be no assurance, however, as to the actual impact that the EESA will have on the financial markets, including the extreme levels of volatility and limited credit availability currently being experienced. The failure of the EESA to help stabilize the financial markets and a continuation or worsening of current financial market conditions could materially and adversely affect the Company's business, financial condition, results of operations, access to credit or the value of the Company's securities.

*We rely on dividends from our subsidiaries for most of our revenue.*

Because we are a holding company with no significant assets other than our bank, we currently depend upon dividends from our bank for a substantial portion of our revenues. Our ability to pay dividends will therefore continue to depend in large part upon our receipt of dividends or other capital distributions from our bank.

The ability of the bank to pay dividends or make other capital distributions to us is subject to the regulatory authority of the FDIC, Hawaii law and the Federal Reserve Board. On December 5, 2008, the members of the Board of Directors of Central Pacific Bank, entered into a Memorandum of Understanding (the "Memorandum of Understanding") with the FDIC and Hawaii Division of Financial Institutions to address certain issues raised in the bank's most recent regulatory examination in August 2008. Pursuant to the terms of the Memorandum of Understanding, the bank is required to obtain approval of the FDIC and Hawaii Division of Financial Institutions for the payment of cash dividends by the bank to the Company.

Refer to "Description of Capital Stock Common Stock Restrictions on Dividends" for more information about restrictions on the ability of our subsidiary to pay us dividends.

*If we are unable to redeem the Fixed Rate Preferred Stock after five years, the cost of this capital to us will increase substantially.*

If we are unable to redeem the Fixed Rate Preferred Stock prior to February 15, 2014, the cost of this capital to us will increase substantially on that date, from 5.0% per annum (approximately \$6,750,000 annually) to 9.0% per annum (approximately \$12,150,000 annually). See "Description of Fixed Rate Preferred Stock Dividends Payable on the Fixed Rate Preferred Stock." Depending on our financial condition at the time, this increase in the annual dividend rate on the Fixed Rate Preferred Stock could have a material negative effect on our liquidity and capital ratios.

#### **Risks Related to an Investment in Our Common Stock**

*The price of our common stock may be volatile or may decline.*

The trading price of our common stock may fluctuate widely as a result of a number of factors, many of which are outside our control. In addition, the stock market is subject to fluctuations in the share prices and trading volumes that affect the market prices of the shares of many companies. These

broad market fluctuations could adversely affect the market price of our common stock. Among the factors that could affect our stock price are:

actual or anticipated quarterly fluctuations in our operating results and financial condition;

changes in revenue or earnings estimates or publication of research reports and recommendations by financial analysts;

failure to meet analysts' revenue or earnings estimates;

speculation in the press or investment community;

strategic actions by us or our competitors, such as acquisitions or restructurings;

actions by institutional shareholders;

fluctuations in the stock price and operating results of our competitors;

general market conditions and, in particular, developments related to market conditions for the financial services industry;

proposed or adopted regulatory changes or developments;

anticipated or pending investigations, proceedings or litigation that involve or affect us; or

domestic and international economic factors unrelated to our performance.

The stock market and, in particular, the market for financial institution stocks, has experienced significant volatility recently. As a result, the market price of our common stock may be volatile. In addition, the trading volume in our common stock may fluctuate more than usual and cause significant price variations to occur. The trading price of the shares of our common stock and the value of our other securities will depend on many factors, which may change from time to time, including, without limitation, our financial condition, performance, creditworthiness and prospects, future sales of our equity or equity related securities, and other factors identified above in "Special Note Regarding Forward-Looking Statements."

Accordingly, the shares of common stock that an investor purchases, whether in this offering or in the secondary market, may trade at a price lower than that at which they were purchased, and, similarly, the value of our other securities may decline. Current levels of market volatility are unprecedented. The capital and credit markets have been experiencing volatility and disruption for more than a year. In recent months, the volatility and disruption has reached unprecedented levels. In some cases, the markets have produced downward pressure on stock prices and credit availability for certain issuers without regard to those issuers' underlying financial strength.

A significant decline in our stock price could result in substantial losses for individual shareholders and could lead to costly and disruptive securities litigation.

***There is a limited trading market for our common stock and as a result, you may not be able to resell your shares at or above the price you pay for them.***

Although our common stock is listed for trading on the New York Stock Exchange (the "NYSE"), the volume of trading in our common stock is lower than many other companies listed on the NYSE. A public trading market with depth, liquidity and orderliness depends on the

presence in the market of willing buyers and sellers of our common stock at any given time. This presence depends on the individual decisions of investors and general economic and market conditions over which we have no control.

***Our common stock is not insured and you could lose the value of your entire investment.***

An investment in shares of our common stock is not a deposit and is not insured against loss by the government.

***The Purchase Agreement between us and the Initial Selling Shareholder limits our ability to pay dividends on and repurchase our common stock.***

The Purchase Agreement provides that prior to the earlier of January 9, 2012 and the date on which all of the shares of the Fixed Rate Preferred Stock have been redeemed by us or transferred by the Initial Selling Shareholder to third parties, we may not, without the consent of the Initial Selling Shareholder, (a) increase the cash dividend on our common stock above \$0.10 per share, the amount of the last quarterly cash dividend per share declared prior to October 14, 2008 or (b) subject to limited exceptions, redeem, repurchase or otherwise acquire shares of our common stock or preferred stock (other than the Fixed Rate Preferred Stock), or any trust preferred securities issued by us or any affiliate of ours. In addition, we are unable to pay any dividends on our common stock unless we are current in our dividend payments on the Fixed Rate Preferred Stock. These restrictions, together with the potentially dilutive impact of the TARP Warrant described in the next risk factor, could have a negative effect on the value of our common stock. Moreover, holders of our common stock are entitled to receive dividends only when, as and if declared by our Board of Directors. Although we have historically paid cash dividends on our common stock, we are not required to do so, and on January 28, 2009, our Board of Directors elected to suspend the payment of cash dividends effective immediately as they believe this a prudent measure that will enable us to preserve capital and better meet the needs of our customers.

***The Fixed Rate Preferred Stock impacts net income available to our common shareholders and earnings per common share, and the TARP Warrant may be dilutive to holders of our common stock.***

The dividends declared and the accretion on discount on the Fixed Rate Preferred Stock will reduce the net income available to common shareholders and our earnings per common share. In addition, if we are unable to redeem the Fixed Rate Preferred Stock prior to February 15, 2014, the cost of this capital to us will increase substantially on that date, from 5.0% (approximately \$6,750,000 annually) to 9.0% per annum (approximately \$12,150,000 annually), thus further reducing the net income available to common shareholders and our earnings per common share. The Fixed Rate Preferred Stock will also receive preferential treatment in the event of liquidation, dissolution or winding up of the Company. Additionally, the ownership interest of the existing holders of our common stock will be diluted to the extent the TARP Warrant is exercised. The shares of common stock underlying the TARP Warrant represent approximately 5.2% of the shares of our common stock outstanding as of February 4, 2009 (including the shares issuable upon exercise of the TARP Warrant in total shares outstanding). Although the Initial Selling Shareholder has agreed not to vote any of the shares of common stock it receives upon exercise of the TARP Warrant, a transferee of any portion of the TARP Warrant or of any shares of common stock acquired upon exercise of the TARP Warrant is not bound by this restriction.

***There may be additional future dilution of our common stock.***

To the extent options to purchase common stock under our employee and director stock option plans are exercised, holders of our common stock will incur dilution. Further, if we sell additional equity or convertible debt securities, such sales could result in increased dilution to our shareholders.

**Risks Related to an Investment in the Fixed Rate Preferred Stock**

***The Fixed Rate Preferred Stock is equity and is subordinate to our existing and future indebtedness.***

The shares of Fixed Rate Preferred Stock are equity interests in the Company and do not constitute indebtedness. As such, the shares of Fixed Rate Preferred Stock will rank junior to all indebtedness and other non-equity claims on the Company with respect to assets available to satisfy claims on the Company, including in a liquidation of the Company. Our existing and future indebtedness may restrict payment of dividends on the Fixed Rate Preferred Stock. Additionally, unlike indebtedness, where principal and interest would customarily be payable on specified due dates, in the case of preferred stock like the Fixed Rate Preferred Stock (1) dividends are payable only if declared by our Board of Directors or a duly authorized committee of the Board and (2) as a corporation, we are subject to restrictions on payments of dividends and any redemption price out of lawfully available assets. Further, the Fixed Rate Preferred Stock places no restrictions on our business or operations or on our ability to incur indebtedness or engage in any transactions, subject only to the limited voting rights referred to below under "Risk Factors Holders of Fixed Rate Preferred Stock will have limited voting rights." Also, as a bank holding company, our ability to declare and pay dividends is dependent on certain federal regulatory considerations.

***Investors should not expect us to redeem the Fixed Rate Preferred Stock on the date it becomes redeemable or on any particular date afterwards.***

The Fixed Rate Preferred Stock is a perpetual equity security. The Fixed Rate Preferred Stock has no maturity or mandatory redemption date and is not redeemable at the option of investors. Subject to certain exceptions in connection with qualified equity offerings we may make, the Fixed Rate Preferred Stock may be redeemed by us at our option either in whole or in part at any time on or after February 15, 2012, the first dividend payment date falling after the third anniversary of the original issue date. Any decision we may make at any time to propose a redemption of the Fixed Rate Preferred Stock will depend upon, among other things, our evaluation of our capital position, including for bank capital ratio purposes, the composition of our shareholders' equity and general market conditions at that time. In addition, our right to redeem the Fixed Rate Preferred Stock is subject to the following important limitation.

Under the Federal Reserve's risk-based capital guidelines applicable to bank holding companies, any redemption of the Fixed Rate Preferred Stock is subject to prior approval of the Federal Reserve. There can be no assurance that the Federal Reserve will approve any redemption of the Fixed Rate Preferred Stock that we may propose.

***Holders of Fixed Rate Preferred Stock will have limited voting rights.***

Holders of the Fixed Rate Preferred Stock and, if applicable, holders of depositary shares have no voting rights with respect to matters that generally require the approval of voting shareholders, and have only limited voting rights as described below under "Description of Fixed Rate Preferred Stock Voting Rights."

***An active trading market for the Fixed Rate Preferred Stock may not develop.***

The Fixed Rate Preferred Stock is not currently listed on any securities exchange and we do not anticipate listing the Fixed Rate Preferred Stock on an exchange unless we are requested to do so by the Initial Selling Shareholder pursuant to the Purchase Agreement. There can be no assurance that an active trading market for the Fixed Rate Preferred Stock will develop, or, if developed, that an active trading market will be maintained. If an active market is not developed or sustained, the market value and liquidity of the Fixed Rate Preferred Stock may be adversely affected.



*The Fixed Rate Preferred Stock may be junior in rights and preferences to our future preferred stock.*

Subject to approval by the holders of at least 66<sup>2</sup>/<sub>3</sub>% of the shares of Fixed Rate Preferred Stock then outstanding, voting together as a separate class, we may issue preferred stock in the future the terms of which are expressly senior to the Fixed Rate Preferred Stock. The terms of any such future preferred stock expressly senior to the Fixed Rate Preferred Stock may restrict dividend payments on the Fixed Rate Preferred Stock. For example, the terms of any such senior preferred stock may provide that, unless full dividends for all of our outstanding preferred stock senior to the Fixed Rate Preferred Stock have been paid for the relevant periods, no dividends will be paid on the Fixed Rate Preferred Stock, and no shares of the Fixed Rate Preferred Stock may be repurchased, redeemed, or otherwise acquired by us. This could result in dividends on the Fixed Rate Preferred Stock not being paid when contemplated. In addition, in the event of our liquidation, dissolution or winding up, the terms of the senior preferred stock may prohibit us from making payments on the Fixed Rate Preferred Stock until all amounts due to holders of the senior preferred stock in such circumstances are paid in full.

### **Risks Related to an Investment in Our Debt Securities**

*Any indebtedness we incur could adversely affect our financial results and prevent us from fulfilling our obligations under any debt securities issued under this prospectus.*

In addition to any indebtedness we may incur pursuant to any offerings related to this prospectus, we may be able to borrow substantial additional unsecured indebtedness in the future. If any new indebtedness is incurred, the related risks that we now face could increase.

Any indebtedness we may incur in the future, could have important consequences for the holders of any of our debt securities, including:

limiting our ability to satisfy our obligations with respect to such debt securities;

increasing our vulnerability to general adverse economic and industry conditions;

limiting our ability to obtain additional financing to fund future working capital, capital expenditures and other general corporate requirements;

requiring a substantial portion of our cash flow from operations for the payment of principal of, and interest on, our indebtedness and reducing our ability to use our cash flow to fund working capital, capital expenditures and general corporate requirements;

limiting our flexibility in planning for, or reacting to, changes in our business and the industry; and

putting us at a disadvantage compared to competitors with less indebtedness.

*Our business operations may not generate the cash needed to service our indebtedness.*

Our ability to make payments on any indebtedness, including any debt securities offered pursuant to this prospectus, and to fund planned capital expenditures will depend on our ability to generate cash in the future. We cannot assure you that our business will generate sufficient cash flow from operations or that future borrowings will be available to us in an amount sufficient to enable us to pay our indebtedness, including such debt securities notes, or to fund our other liquidity needs.

### **Risks Related to Our Participation in the Troubled Asset Relief Program**

*Because of our participation in the Troubled Asset Relief Program, we are subject to several restrictions including restrictions on compensation paid to our executives.*

Pursuant to the terms of the Purchase Agreement, we adopted certain standards for executive compensation and corporate governance for the period during which the Initial Selling Shareholder holds the equity issued pursuant to the Purchase Agreement, including the common stock which may be issued pursuant to the TARP Warrant. These standards generally apply to our Chief Executive Officer, Chief Financial Officer and the three next most highly compensated senior executive officers. The standards include (1) ensuring that incentive compensation for senior executives does not encourage unnecessary and excessive risks that threaten the value of the financial institution; (2) required clawback of any bonus or incentive compensation paid to a senior executive based on statements of earnings, gains or other criteria that are later proven to be materially inaccurate; (3) prohibition on making golden parachute payments to senior executives; and (4) agreement not to deduct for tax purposes executive compensation in excess of \$500,000 for each senior executive. In particular, the change to the deductibility limit on executive compensation will likely increase the overall cost of our compensation programs in future periods and may make it more difficult to attract suitable candidates to serve as executive officers.

### **OUR COMPANY**

Central Pacific Financial Corp. is one of the largest financial institution headquartered in Honolulu, Hawaii with \$5.4 billion in assets and \$3.9 billion in total deposits as of December 31, 2008. Through our bank and its subsidiaries, we offer full-service commercial banking with 39 bank branches and more than 95 ATMs located throughout the State of Hawaii. Our administrative and main offices are located in Honolulu, and we have a total of 32 branches on the island of Oahu. In addition, we operate four branches on the island of Maui, one branch on the island of Kauai and two branches on the island of Hawaii. We also have operations in the State of California serving our mainland customers.

Our insured depository subsidiary, Central Pacific Bank, is a full-service community bank offering a broad range of banking products and services. We accept time and demand deposits and originate loans, including commercial loans, construction loans, mortgage loans for commercial and residential properties and consumer loans. We derive our income primarily from the interest and fees we receive on loans we originate, interest on investment securities we own and fees received in connection with deposit and other services. The majority of our operating expenses arise from the interest paid by our bank on deposits and borrowings, salaries and employee benefits and general operating expenses. Our bank relies on a foundation of locally generated deposits. Our operations, like those of other financial institutions that operate in our markets, are significantly influenced by economic conditions in the States of Hawaii and California, including the strength of the real estate market in those states.

We are committed to maintaining a premier, relationship-based community bank in Hawaii that serves the needs of small to medium-sized businesses and the owners and employees of those businesses. We aim to deliver a narrowly-focused set of value-added products and services that satisfy the primary needs of our customers, and we emphasize superior customer service and the importance of strong customer relationships. We provide our customers with an array of commercial and consumer loan products, including residential mortgages, commercial real estate and construction financing, as well as commercial and consumer loans. At December 31, 2008, our loan portfolio totaled \$4.0 billion, which was comprised of \$3.0 billion in our Hawaii loan portfolio and \$1.0 billion in our mainland loan portfolio. In addition, we offer deposit products and services including checking, savings and time deposits, cash management and internet banking services, wealth management, trust services and retail brokerage services.

**Supervision and Regulation**

As a bank holding company, we are extensively regulated under federal and state laws. This regulation is intended primarily for the protection of depositors and the deposit insurance fund and not for the benefit of securityholders. For a discussion of the material elements of the extensive regulatory framework applicable to bank holding companies, as well as specific information about us and Central Pacific Bank, please refer to the section "Business Supervision and Regulation" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2007, and any subsequent reports that we file with the SEC, which are incorporated by reference in this prospectus. See "Where You Can Find More Information" above for information on how to obtain a copy of our annual report and any subsequent reports.

**USE OF PROCEEDS**

We will not receive any proceeds from any sale of the TARP Securities by the Selling Shareholders. We expect to use the net proceeds from the sale of the Securities, other than the TARP Securities, for general corporate purposes unless the applicable prospectus supplement states otherwise.

**RATIO OF EARNINGS TO FIXED CHARGES AND COMBINED FIXED CHARGES AND PREFERRED STOCK DIVIDENDS**

The following table sets forth certain information concerning our consolidated ratios of earnings to fixed charges and earnings to combined fixed charges and preferred stock dividends.

	Nine Months Ended September 30, 2008	Year Ended December 31,				
		2007	2006	2005	2004	2003
Consolidated Ratio of Earnings to Fixed Charges						
Excluding interest on deposits	(4.7)	1.6	4.1	4.6	5.0	9.5
Including interest on deposits	(1.3)	1.2	2.1	2.6	2.8	3.5
Consolidated Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends						
Excluding interest on deposits	(4.7)	1.6	4.1	4.6	5.0	9.5
Including interest on deposits	(1.3)	1.2	2.1	2.6	2.8	3.5

For each of the periods presented above, there was no preferred stock outstanding, and accordingly, the ratio of earnings to fixed charges and the ratio of earnings to combined fixed charges and preferred stock dividends are the same.

For the purpose of computing the consolidated ratios of earnings to fixed charges, earnings consist of consolidated pretax income from continuing operations before adjustment for minority interests in consolidated subsidiaries and fixed charges. Fixed charges consist of all interest expense and the proportion deemed representative of the interest factor of rent expense.

The aggregate deficiency during the nine months ended September 30, 2008 including and excluding interest on deposits was \$183.4 million. Because the Fixed Rate Preferred Stock was issued after September 30, 2008, the ratios presented above do not include fixed charges that we will incur in connection with the dividend payments to be made with respect to the Fixed Rate Preferred Stock.

## DESCRIPTION OF CAPITAL STOCK

In this section entitled "Description of Capital Stock," references to "the Company," "we," "our" and "us" refer only to Central Pacific Financial Corp. and not to its consolidated subsidiaries.

Our authorized capital stock consists of:

100,000,000 shares of common stock, no par value per share; and

1,000,000 shares of preferred stock, no par value per share.

As of February 4, 2009, there were 28,733,408 shares of our common stock issued and outstanding, 135,000 shares of our preferred stock issued and outstanding, all of which consisted of our Fixed Rate Preferred Stock, and 500,000 shares of our preferred stock (the Junior Participating Preferred Stock, Series A) reserved for issuance under our shareholder rights plan. See " Rights Agreement."

### Common Stock

The following section describes the material features and rights of our common stock. The summary does not purport to be exhaustive and is qualified in its entirety by reference to our Restated Articles of Incorporation, as amended, and our Restated Bylaws, as amended, each of which is filed as an exhibit to the registration statement of which this prospectus is a part, and to applicable Hawaii law.

#### *General*

Holders of our common stock are entitled to one vote for each share held on all matters submitted to a vote of shareholders and do not have cumulative voting rights. An election of directors by our shareholders shall be determined by a plurality of the votes cast by the shareholders entitled to vote on the election. Holders of common stock are entitled to receive proportionately any dividends as may be declared by our Board of Directors, subject to any preferential dividend rights of outstanding preferred stock. There were 4,086 registered holders of our common stock as of February 4, 2009.

Our Board of Directors is divided into three equal classes. At each annual meeting of shareholders (other than with respect to the initial classification and election of directors), directors elected to succeed the directors whose terms expire at the annual meeting shall be elected to hold office for a term expiring at the annual meeting of shareholders in the third year following the year of their election and until their successors have been duly elected and qualified. If the number of directors is changed, any increase or decrease shall be apportioned, as determined by the Board of Directors, among the classes so as to maintain or attain a number of directors in each class as nearly equal as reasonably possible, but no decrease in the number of directors may shorten the term of any incumbent director. The classified nature of our Board of Directors could have the effect of delaying, deferring or preventing a change in control of the Company. See " Anti-Takeover Provisions in the Restated Articles of Incorporation, as Amended, and Restated Bylaws, as Amended" below.

In the event of our liquidation or dissolution, the holders of common stock are entitled to receive proportionately all assets available for distribution to shareholders after the payment of all debts and other liabilities and subject to the prior rights of any outstanding preferred stock. Holders of common stock have no preemptive, subscription, redemption or conversion rights.

Holders of common stock are not entitled to a liquidation preference in respect of those shares. Upon liquidation, dissolution or winding up of Central Pacific Financial Corp., holders of Central Pacific Financial Corp. common stock will be entitled to share ratably in all assets remaining after the payment of all liabilities of Central Pacific Financial Corp. and of preferential amounts to which any preferred stock may be entitled.

The Bank Holding Company Act of 1956 (the "Bank Holding Company Act") requires any "bank holding company" (as defined in that Act) to obtain the approval of the Board of Governors of the Federal Reserve System prior to acquiring more than 5% of our outstanding common stock. Any holder of 25% or more of our outstanding common stock, other than an individual, is subject to regulation as a bank holding company under the Bank Holding Company Act. In addition, any person other than a bank holding company is required to obtain prior approval of the Federal Reserve Board to acquire 10% or more of our outstanding common stock under the Change in Bank Control Act of 1978 (the "Change in Bank Control Act").

#### ***Restrictions on Dividends***

We are incorporated in Hawaii and are governed by Hawaii law. As a bank holding company, our ability to pay dividends is affected by the ability of our bank subsidiary to pay dividends to us. Under Hawaii law, the ability of our subsidiary bank to pay dividends or make other capital distributions to us is subject to the Hawaii state law that prohibits a state-chartered bank from declaring or paying dividends greater than its retained earnings. In addition, federal law generally prohibits a depository institution from making any capital distributions (including payment of a dividend) or paying any management fee to its parent holding company if the depository institution would thereafter be undercapitalized.

On December 5, 2008, the members of the Board of Directors of Central Pacific Bank, entered into the Memorandum of Understanding with the FDIC and Hawaii Division of Financial Institutions to address certain issues raised in the bank's most recent regulatory examination in August 2008. The issues required to be addressed by management include, among other matters, to review and establish more comprehensive policies and methodologies relating to the adequacy of the allowance for loan and lease losses; the re-evaluation, development and implementation of strategic and other plans; and to increase the bank's leverage capital ratio to 9% within 120 days. Pursuant to the terms of the Memorandum of Understanding, the bank is required to obtain approval of the FDIC and Hawaii Division of Financial Institutions for the payment of cash dividends by the bank to the Company.

The Purchase Agreement provides that prior to the earlier of (i) January 9, 2012 and (ii) the date on which all of the shares of the Fixed Rate Preferred Stock have been redeemed by us or transferred by the Initial Selling Shareholder to third parties, we may not, without the consent of the Initial Selling Shareholder, (a) increase the cash dividend on our common stock or (b) subject to limited exceptions, redeem, repurchase or otherwise acquire shares of our common stock or preferred stock other than the Fixed Rate Preferred Stock or trust preferred securities.

On January 28, 2009, our Board of Directors elected to suspend the payment of cash dividends effective immediately as they believe this a prudent measure that will enable us to preserve capital and better meet the needs of our customers.

Refer to "Business Supervision and Regulation Bank Holding Company Activities" and "Business Supervision and Regulation Dividends" in our most recent Annual Report on Form 10-K and similar sections in our future filings for more information about restrictions on the ability of our subsidiary to pay us dividends.

#### **Preferred Stock**

Our Restated Articles of Incorporation, as amended, allow our Board of Directors to issue up to 1,000,000 shares of preferred stock, no par value per share. The Board of Directors also has the authority to designate the rights, preferences, privileges and restrictions of such preferred stock, including dividend rights, dividend rates, conversion rights, voting rights, terms of redemption, redemption prices, liquidation preferences and the number of shares constituting any series. The issuance of preferred stock may have the effect of delaying, deferring or preventing a change of control

of our company without further action by the shareholders. The issuance of preferred stock with voting and conversion rights may also adversely affect the voting power of the holders of common stock. In certain circumstances, an issuance of preferred stock could have the effect of decreasing the market price of the common stock. As of February 4, 2009, 135,000 shares of preferred stock are outstanding, all of which are shares of the Fixed Rate Preferred Stock, and 500,000 shares of our preferred stock (the Junior Participating Preferred Stock, Series A) are reserved for issuance under our shareholder rights plan. See " Rights Agreement."

For a description of the Fixed Rate Preferred Stock, see "Description of Fixed Rate Preferred Stock."

#### **Anti-Takeover Effects of Hawaii Law**

The acquisition of ranges of voting power (starting at 10% and at 10% intervals up to a majority) for the election of directors of an issuing public corporation (each, a "Control Share Acquisition") is subject to the requirements of the Hawaii Control Share Acquisitions Act (the "CSA Act"). We are an issuing public corporation within the meaning of the CSA Act. The CSA Act is designed to inhibit hostile acquisitions by prohibiting a Control Share Acquisition unless each such acquisition is separately approved by a majority of the corporation's outstanding shares (excluding shares owned by the acquiring person) and by imposing certain state law disclosure and timing requirements. If an acquisition is made without the requisite shareholder approval, then, for a period of one year, the shares acquired by the acquiring person will (i) be denied voting rights, (ii) be non-transferable, and (iii) be subject to redemption at the option of the corporation at a price equal to either the price at which the shares were acquired or at book value per share as of the last day of the fiscal quarter ended prior to the date of the call for redemption.

Thus, under certain circumstances, the CSA Act may make it more difficult for an acquiring person to exercise control over the Company due to the limitations placed on that person's ability to vote the shares so acquired. The foregoing discussion of the CSA Act is qualified in its entirety by the text of the CSA Act.

#### ***Anti-Takeover Provisions in the Restated Articles of Incorporation, as Amended, and Restated Bylaws, as Amended***

The following discussion is a general summary of certain provisions of the Restated Articles of Incorporation, as amended, and Restated Bylaws, as amended, of the Company which may be deemed to have an "anti-takeover" effect.

*Classified Board of Directors.* The Restated Articles of Incorporation, as amended, and Restated Bylaws, as amended, of the Company divide the Board of Directors into three classes designated Class I, Class II and Class III, with the terms of office of one class expiring each year and each class holding office for three years in staggered terms. Each class consists of four directors. A classified board of directors precludes an insurgent group from unseating more than one-third of the Board of Directors at any one shareholders' meeting.

*Advance Notice Requirement for Director Nominations.* The Company's Restated Bylaws, as amended, provide that shareholder nominations for the election of directors may not be brought before a meeting of shareholders unless the shareholder has given timely written notice in proper form of such nomination to the Secretary of the Company at the principal executive office. Such proposals or nominations may be made only by persons who are shareholders of record on the date on which such notice is given and on the record date for determination of shareholders entitled to vote at that meeting. To be timely, a shareholder's notice shall be delivered to or mailed and received at the executive office of the corporation not less than 90 calendar days nor more than 120 calendar days prior to the first anniversary date of the annual meeting for the preceding year; *provided, however*, if and only if the annual meeting is not scheduled to be held within a period that commences 30 days

before such anniversary date and ends 30 days after such anniversary date, the shareholder's notice shall be given in the manner provided herein by the later of (i) the close of business on the date 90 days prior to the meeting date or (ii) the tenth day following the date the meeting is first publicly announced or disclosed, and (iii) in the case of a special meeting of shareholders called for the purpose of electing directors, not later than the close of business on the tenth day following the day on which the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting is publicly announced or disclosed.

No person is eligible for election to the Board of Directors unless nominated in accordance with the foregoing procedures, and thus such procedures could make it more difficult for dissident shareholders to nominate and elect their candidates.

*Filling of Vacancies.* Vacancies on the Board of Directors caused by the death, resignation, disqualification or otherwise, of any director who was previously duly elected, may be filled by the remaining members of the Board, though less than a quorum, and each person so elected shall be a director until his or her successor is elected by the shareholders. Vacancies resulting from an increase in the number of directors may be filled only by members of the Board of Directors. As a result, new directors added to the Board of Directors to fill vacancies may not be up for shareholder election at the next annual meeting as a result of the classification of the Board. The overall effect of these provisions may be to prevent a person or entity from immediately acquiring Board control.

*Supermajority Shareholder Vote to Amend Bylaws.* Subject to repeal or change at any regular meeting of the shareholders, or at any special meeting called for that purpose by the vote of the holders of eighty percent (80%) of the outstanding shares entitled to vote at such meeting, the power to alter, amend or repeal the Restated Bylaws, as amended, or adopt new bylaws is vested in the Board of Directors. This supermajority amendment provision could have the effect of discouraging a tender offer or other takeover attempt where the ability to make fundamental changes through bylaw amendments is an important element of the takeover strategy.

#### **Rights Agreement**

On August 26, 1998, the Board of Directors declared a dividend of one Preferred Share Purchase Right (a "Right") for each outstanding share of common stock of the Company. The dividend was payable on September 16, 1998 to the shareholders of record on that date. Each Right entitles the registered holder to purchase from the Company one two-hundredth (1/200th) of a share of the Company's Junior Participating Preferred Stock, Series A, no par value per share (each a "Series A Preferred Share") at a price of \$75.00 per one two-hundredth (1/200th) of a Series A Preferred Share, subject to adjustment. The description and terms of the Rights are set forth in a Rights Agreement, as amended on August 25, 2008, (the "Rights Agreement") between the Company and ChaseMellon Shareholder Services, L.L.C. as Rights Agent.

On August 25, 2008, the Company and the successor Rights Agent, Wells Fargo Bank, N.A., entered into Amendment One (the "Amendment") to the Rights Agreement. The Amendment extended the expiration date of the Company's preferred stock purchase rights issued under the Rights Agreement from August 26, 2008 to August 26, 2009.

For a description of the Rights Agreement, please see the Company's registration statement on Form 8-A12G, including any amendment or report filed with the SEC for purposes of updating such description, incorporated by reference in this prospectus.

#### **Transfer Agent and Registrar**

The transfer agent and registrar for our common stock is Wells Fargo Bank, N.A.

#### **New York Stock Exchange**

Our common stock trades on the New York Stock Exchange under the symbol "CPF."

## DESCRIPTION OF PREFERRED STOCK

This section describes the general terms and provisions of the preferred stock that we may offer by this prospectus. The prospectus supplement will describe the specific terms of the series of the preferred stock offered through that prospectus supplement. Those terms may differ from the terms discussed below. For a description of the specific terms of the Fixed Rate Preferred Stock, please see "Description of Fixed Rate Preferred Stock." Any series of preferred stock we will issue will be governed by our Restated Articles of Incorporation, as amended, including the statement of issuance of preferred stock, and our Restated Bylaws, as amended. We will file a statement of issuance for each series of preferred stock to be offered hereunder with the SEC and incorporate it by reference as an exhibit to our registration statement at or before the time we issue any preferred stock of that series. In this section entitled "Description of Preferred Stock," references to "the Company," "we," "our" and "us" refer only to Central Pacific Financial Corp. and not to its consolidated subsidiaries.

### General

Pursuant to our Restated Articles of Incorporation, as amended, the Company has the authority to issue up to 1,000,000 shares of preferred stock, no par value. As of February 4, 2009, 135,000 shares of preferred stock were outstanding, all of which were shares of the Fixed Rate Preferred Stock, and 500,000 shares of our preferred stock (the Junior Participating Preferred Stock, Series A) reserved for issuance under our shareholder rights plan. See "Description of Capital Stock Rights Agreement." Shares of preferred stock may be issued in one or more series, from time to time, by the Board of Directors, and the Board of Directors is expressly authorized to fix by resolution the designations and the powers, preferences and rights, and the qualifications, limitations and restrictions thereof.

The Board of Directors' ability to authorize, without shareholder approval, the issuance of preferred stock with conversion and other rights may adversely affect the rights of holders of our common stock or other series of preferred stock that may be outstanding.

As described under "Description of Depositary Shares" below, we may elect to offer depositary shares represented by depositary receipts. If we so elect, each depositary share will represent a fractional interest, to be specified in the applicable prospectus supplement, in a share of preferred stock. If we issue depositary shares representing interests in preferred stock, those shares of preferred stock will be deposited with a depositary.

### Specific Terms of a Series of Preferred Stock

The preferred stock we may offer will be issued in one or more series. When we issue shares of preferred stock, they will be fully paid and nonassessable. This means you will have paid the full purchase price for your shares of preferred stock and you will not be assessed any additional amount for your stock. Their par value or liquidation preference, however, will not be indicative of the price at which the shares of preferred stock will actually trade after their issue. If necessary, the applicable prospectus supplement will provide a description of U.S. Federal income tax consequences relating to the purchase and ownership of the series of preferred stock offered by that prospectus supplement.

The preferred stock will have the dividend, liquidation, redemption, voting and conversion rights described in the applicable prospectus supplement. You should read the prospectus supplement relating to the particular series of the preferred stock it offers for specific terms, including:

the title, stated value and liquidation preference of the preferred stock and the number of shares offered;

the initial public offering price at which we will issue the preferred stock;



the dividend rate or rates, or method of calculation of dividends, the dividend periods, the dates on which dividends will be payable and whether the dividends will be cumulative or noncumulative and, if cumulative, the dates from which the dividends will start to cumulate;

any redemption or sinking fund provisions;

any conversion provisions;

whether we have elected to offer depositary shares as described under "Description of Depositary Shares" below; and

any additional dividend, liquidation, redemption, sinking fund and other rights, preferences, privileges, limitations and restrictions.

***Rank***

Any series of preferred stock could rank senior, equal or junior to our other preferred stock, as may be described in a prospectus supplement, as long as our Restated Articles of Incorporation, as amended, so permit.

***Dividend***

Holders of each series of preferred stock will be entitled to receive dividends if so specified in the applicable statement of issuance when, as and if declared by our Board of Directors, from funds legally available for the payment of dividends. The rates and dates of payment of dividends for each series of preferred stock will be stated in the applicable prospectus supplement. Dividends will be payable to holders of record of preferred stock as they appear on our books on the record dates fixed by our Board of Directors. Dividends on any series of preferred stock may be cumulative or noncumulative, as set forth in the applicable prospectus supplement. For legal and regulatory restrictions on our ability to pay dividends, including pursuant to the Purchase Agreement, please see the information under the heading "Description of Capital Stock Common Stock Restrictions on Dividends."

***Redemption***

Subject to receipt of prior approval by the Board of Governors of the Federal Reserve System, if required, we may redeem all or part of a series of preferred stock and that series may be subject to mandatory redemption under a sinking fund or otherwise, as described in the applicable prospectus supplement. Redeemed shares of preferred stock will become authorized but unissued shares of preferred stock or preference stock, as the case may be, that we may issue in the future. The terms, if any, on which shares of preferred stock of a series may be redeemed will be discussed in the applicable prospectus supplement.

***Conversion or Exchange Rights***

The prospectus supplement relating to any series of preferred stock that is convertible, exercisable or exchangeable will state the terms on which shares of that series are convertible into or exercisable or exchangeable for shares of common stock, another series of preferred stock or other securities of the Company or debt or equity securities of one or more entities.

***Liquidation Preference***

Upon any voluntary or involuntary liquidation, dissolution or winding up of the Company, holders of each series of preferred stock will be entitled to receive distributions upon liquidation in the amount described in the applicable prospectus supplement, plus an amount equal to any accrued and unpaid dividends. These distributions will be made before any distribution is made on any securities ranking

junior to the preferred stock with respect to liquidation, including our common stock. If the liquidation amounts payable relating to the preferred stock of any series and any other securities ranking on a parity regarding liquidation rights are not paid in full, the holders of the preferred stock of that series and the other securities will share in any distribution of our available assets on a ratable basis in proportion to the full liquidation preferences of each security. Unless the applicable prospectus supplement states otherwise, holders of our preferred stock will not be entitled to any other amounts from us after they have received their full liquidation preference.

#### ***Voting Rights***

The holders of preferred stock of each series will have no voting rights, except:

as stated in the applicable prospectus supplement and in the statement of issuance establishing the series; or

as required by applicable law.

If we designate a series of preferred stock with any voting rights, including the right to vote for the election of directors because dividends on such series of preferred stock are in arrears, such preferred stock will be a voting security at all times for purposes of the Bank Holding Company Act. Any holder of more than 25% of a class of our voting securities, or less than 25% if the holder otherwise exercises a "controlling influence" over us, would be regulated as a bank holding company under the Bank Holding Company Act. In addition, an existing bank holding company would need to obtain the Federal Reserve Board's approval before acquiring 5% or more of any class of our voting securities. Separately, under the Change in Bank Control Act, any "person," including an individual or company other than a bank holding company, may need to obtain the Federal Reserve Board's approval before acquiring 10% or more of any class of our voting securities.

#### ***No Other Rights***

The shares of a series of preferred stock will not have any preferences, voting powers or relative, participating, optional or other special rights except:

as provided in our Restated Articles of Incorporation, as amended (including any statement of issuance); and

as otherwise required by applicable law.

#### **Transfer Agent**

The transfer agent for each series of preferred stock will be named and described in the prospectus supplement for that series.

### **DESCRIPTION OF DEPOSITARY SHARES**

This section outlines some of the provisions of the deposit agreement to govern any depositary shares, the depositary shares themselves and the depositary receipts. This information may not be complete in all respects and is qualified entirely by reference to the relevant deposit agreement and depositary receipt with respect to the depositary shares relating to any particular series of preferred stock. We will file the applicable deposit agreement and form of depositary receipt with the SEC and incorporate it by reference as an exhibit to our registration statement at or before the time we issue any depositary shares. The specific terms of any depositary shares we may offer will be described in the applicable prospectus supplement. If so described in the applicable prospectus supplement, the terms of that series of depositary shares may differ from the general description of terms presented below.

In this section entitled "Description of Depositary Shares," references to "the Company," "we," "our" and "us" refer only to Central Pacific Financial Corp. and not to its consolidated subsidiaries.

## General

We may offer fractional interests in shares of our preferred stock, rather than full shares of preferred stock. If we do, we will provide for the issuance by a depositary to the public of receipts for depositary shares, each of which will represent a fractional interest in a share of a particular series of preferred stock.

The shares of any series of preferred stock underlying the depositary shares will be deposited under a separate deposit agreement between us and a bank or trust company having its principal office in the United States and having a combined capital and surplus of such amount as may be set forth in the applicable prospectus supplement, which we refer to in this section as the depositary. We will name the depositary in the applicable prospectus supplement. Subject to the terms of the deposit agreement, each owner of a depositary share will have a fractional interest in all the rights and preferences of the preferred stock underlying the depositary share. Those rights include any dividend, voting, redemption, conversion and liquidation rights.

The depositary shares will be evidenced by depositary receipts issued under the deposit agreement. If you purchase fractional interests in shares of the related series of preferred stock, you will receive depositary receipts as described in the applicable prospectus supplement.

Unless we specify otherwise in the applicable prospectus supplement, you will not be entitled to receive the whole shares of preferred stock underlying the depositary shares.

## Specific Terms of Depositary Shares

### *Dividends*

The depositary will distribute all cash dividends or other cash distributions in respect of the preferred stock underlying the depositary shares to each record depositary shareholder based on the number of the depositary shares owned by that holder on the relevant record date. The depositary will distribute only that amount which can be distributed without attributing to any depositary shareholders a fraction of one cent, and any balance not so distributed will be added to and treated as part of the next sum received by the depositary for distribution to record depositary shareholders.

If there is a distribution other than in cash, the depositary will distribute property to the entitled record depositary shareholders, unless the depositary determines that it is not feasible to make that distribution. In that case the depositary may, with our approval, adopt the method it deems equitable and practicable for making that distribution, including any sale of property and distribution of the net proceeds from this sale to the concerned holders.

The deposit agreement will also contain provisions relating to how any subscription or similar rights offered by us to holders of the preferred stock will be made available to the holders of depositary shares.

### *Conversion or Exchange Rights*

If any series of preferred stock underlying the depositary shares is subject to conversion or exchange, the applicable prospectus supplement will describe the rights or obligations of each record holder of depositary receipts to convert or exchange the depositary shares.

### *Redemption*

If the series of the preferred stock underlying the depositary shares is subject to redemption, all or a part of the depositary shares will be redeemed from the redemption proceeds of that series of the preferred stock held by the depositary. The redemption price per depositary share will bear the same relationship to the redemption price per share of preferred stock that the depositary share bears to the

underlying preferred stock. Whenever we redeem preferred stock held by the depositary, the depositary will redeem, as of the same redemption date, the number of depositary shares representing the preferred stock redeemed. If less than all the depositary shares are to be redeemed, the depositary shares to be redeemed will be selected by lot or pro rata as determined by the depositary.

After the date fixed for redemption, the depositary shares called for redemption will no longer be outstanding. When the depositary shares are no longer outstanding, all rights of the holders will cease, except the right to receive money or other property that the holders of the depositary shares were entitled to receive upon the redemption. Payments will be made when holders surrender their depositary receipts to the depositary.

#### ***Voting Rights***

When the depositary receives notice of any meeting at which the holders of the preferred stock may vote, the depositary will mail information about the meeting contained in the notice, and any accompanying proxy materials, to the record holders of the depositary shares relating to the preferred stock. Each record holder of such depositary shares on the record date, which will be the same date as the record date for the preferred stock, will be entitled to instruct the depositary as to how the preferred stock underlying the holder's depositary shares should be voted.

#### ***Taxation***

Owners of depositary shares will be treated for U.S. federal income tax purposes as if they were owners of the preferred stock represented by the depositary shares. If necessary, the applicable prospectus supplement will provide a description of U.S. Federal income tax consequences relating to the purchase and ownership of the depositary shares and the preferred stock represented by the depositary shares.

#### ***Amendment and Termination of the Deposit Agreement***

The form of depositary receipt evidencing the depositary shares and any provision of the deposit agreement may be amended by agreement between us and the depositary at any time. However, certain amendments as specified in the applicable prospectus supplement will not be effective unless approved by the record holders of at least a majority of the depositary shares then-outstanding. A deposit agreement may be terminated by us or the depositary only if:

all outstanding depositary shares relating to the deposit agreement have been redeemed; or

there has been a final distribution on the preferred stock of the relevant series in connection with our liquidation, dissolution or winding up of our business and the distribution has been distributed to the holders of the related depositary shares.

#### ***Charges of Depositary***

We will pay all transfer and other taxes and governmental charges arising solely from the existence of the depositary arrangements. We will pay associated charges of the depositary for the initial deposit of the preferred stock and any redemption of the preferred stock. Holders of depositary shares will pay transfer and other taxes and governmental charges and any other charges that are stated to be their responsibility in the deposit agreement.

#### ***Resignation and Removal of Depositary***

The depositary may resign at any time by delivering notice to us. We may also remove the depositary at any time. Resignations or removals will take effect when a successor depositary is appointed and it accepts the appointment.

*Depository Shares of the Fixed Rate Preferred Stock*

Pursuant to the Purchase Agreement, we have agreed, if requested by the Initial Selling Shareholder, to enter into a depository arrangement pursuant to which the shares of Fixed Rate Preferred Stock may be deposited and depository shares, each representing a fraction of a share of Fixed Rate Preferred Stock as specified by the Initial Selling Shareholder, may be issued. The shares of Fixed Rate Preferred Stock would be held by a depository (expected to be a bank or trust company) reasonably acceptable to the Initial Selling Shareholder. If we enter into such a depository arrangement, the Selling Shareholders would be offering depository shares, each representing a fraction of a share of Fixed Rate Preferred Stock, instead of actual whole shares of Fixed Rate Preferred Stock. The actual terms of any such depository arrangement would be set forth in a deposit agreement to which we would be a party, which would be attached as an exhibit to a filing by us that would be incorporated by reference into this prospectus. See "Where You Can Find More Information."

**DESCRIPTION OF WARRANTS OR OTHER RIGHTS**

We may issue warrants or other rights. We may issue these securities in such amounts or in as many distinct series as we wish. This section summarizes the terms of these securities that apply generally. We will describe most of the financial and other specific terms of any such series of securities in the prospectus supplement accompanying this prospectus. Those terms may vary from the terms described here.

When we refer to a series of securities in this section, we mean all securities issued as part of the same series under any applicable indenture, agreement or other instrument. When we refer to your prospectus supplement, we mean the prospectus supplement describing the specific terms of the security you purchase. The terms used in your prospectus supplement will have the meanings described in this prospectus, unless otherwise specified.

In this section entitled "Description of Warrants or Other Rights," references to "the Company," "we," "our" and "us" refer only to Central Pacific Financial Corp. and not to its consolidated subsidiaries. Also, in this section, references to "holders" mean those who own warrants or other rights registered in their own names, on the books that we or any applicable trustee or warrant or rights agent maintain for this purpose, and not those who own beneficial interests in warrants or rights registered in street name or in warrants or rights issued in book-entry form through one or more depositories. Owners of beneficial interests in warrants or rights should also read the section entitled "Legal Ownership and Book-Entry Issuance."

**Warrants**

The following description of warrants does not purport to be complete and is qualified in its entirety by reference to the description of a particular series of warrants contained in an applicable prospectus supplement. For a description of the TARP Warrant, please see "Description of TARP Warrant." For information relating to common stock, preferred stock and depository shares representing preferred stock, see "Description of Capital Stock," "Description of Preferred Stock" and "Description of Depository Shares," respectively.

We may offer by means of this prospectus warrants for the purchase of our preferred stock, depository shares representing preferred stock or common stock. We may issue warrants separately or together with any other securities offered by means of this prospectus, and the warrants may be attached to or separate from such securities. Each series of warrants will be issued under a separate warrant agreement to be entered into between us and a warrant agent specified therein. The warrant agent will act solely as our agent in connection with the warrants of such series and will not assume any obligation or relationship of agency or trust for or with any holders or beneficial owners of warrants.

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As of February 4, 2009, we had no warrants other than the TARP Warrant described below outstanding.

### Rights

The following description of rights does not purport to be complete and is qualified in its entirety by reference to the description of a particular series of rights contained in an applicable prospectus supplement. For a description of the rights issued pursuant to our Rights Agreement, please see "Description of Capital Stock Rights Agreement." For information relating to our debt securities, common stock, preferred stock and depository shares representing preferred stock, see "Description of Debt Securities," "Description of Capital Stock," "Description of Preferred Stock" and "Description of Depository Shares," respectively

We may also issue rights, on terms to be determined at the time of sale, for the purchase or sale of, or whose cash value or stream of cash payments is determined by reference to, the occurrence or non-occurrence of or the performance, level or value of, one or more of the following:

securities of one or more issuers, including our common or preferred stock or other securities described in this prospectus or debt or equity securities of third parties;

one or more currencies;

one or more commodities;

any other financial, economic or other measure or instrument, including the occurrence or non-occurrence of any event or circumstance; and

one or more indices or baskets of the items described above.

We refer to each property described above as a "Right Property."

We may satisfy our obligations, if any, and the holder of a right may satisfy its obligations, if any, with respect to any rights by delivering, among other things:

the Right Property;

the cash value of the Right Property; or

the cash value of the rights determined by reference to the performance, level or value of the right.

The applicable prospectus supplement will describe what we may deliver to satisfy our obligations, if any, and what the holder of a right may deliver to satisfy its obligations, if any, with respect to any rights.

As of February 4, 2009, our only rights outstanding were those issued pursuant to the Rights Agreement described under "Description of Capital Stock Rights Agreement."

### Agreements

Each series of warrants or rights may be evidenced by certificates and may be issued under a separate indenture, agreement or other instrument to be entered into between us and a bank that we select as agent with respect to such series. The agent, if any, will have its principal office in the U.S. and have a combined capital and surplus of at least \$50,000,000. Warrants or rights in book-entry form will be represented by a global security registered in the name of a depository, which will be the holder of all the securities represented by the global security. Those who own beneficial interests in a global security will do so through participants in the depository's system, and the rights of these indirect



owners will be governed solely by the applicable procedures of the depository and its participants. We describe book-entry securities under "Legal Ownership and Book-Entry Issuance."

**General Terms of Warrants or Rights**

The prospectus supplement relating to a series of warrants or rights will identify the name and address of the warrant or rights agent, if any. The prospectus supplement will describe the following terms, where applicable, of the warrants or rights in respect of which this prospectus is being delivered:

the title and issuer of the warrants or rights;

the aggregate number of warrants or rights;

the price or prices at which the warrants or rights will be issued;

the currencies in which the price or prices of the warrants or rights may be payable;

the designation, amount and terms of the securities purchasable upon exercise of the warrants;

the designation and terms of the other securities with which the warrants or rights are issued and the number of warrants or rights issued with each such security or each principal amount of security;

if applicable, the date on and after which the warrants or rights and any related securities will be separately transferable;

any securities exchange or quotation system on which the warrants or rights or any securities deliverable upon exercise of such securities may be listed;

the price or prices at which and currency or currencies in which the securities purchasable upon exercise of the warrants may be purchased;

the date on which the right to exercise the warrants shall commence and the date on which such right shall expire;

the minimum or maximum amount of warrants that may be exercised at any one time;

whether the warrants or rights will be issued in fully registered for or bearer form, in global or non-global form or in any combination of these forms;

information with respect to book-entry procedures, if any;

a discussion of certain U.S. federal income tax considerations; and



any other material terms of the warrants or rights, including terms, procedures and limitations relating to the exchange and exercise of the warrants.

**Exercise of Warrants or Rights**

If any warrant or right is exercisable for other securities or other property, the following provisions will apply. Each such warrant or right may be exercised at any time up to any expiration date and time mentioned in the prospectus supplement relating to those warrants or rights as may otherwise be stated in the prospectus supplement. After the close of business on any applicable expiration date, unexercised warrants or rights will become void.

Warrants or rights may be exercised by delivery of the certificate representing the securities to be exercised, or in the case of global securities, as described below under "Legal Ownership and Book-Entry Issuance," by delivery of an exercise notice for those warrants or rights, together with certain information, and payment to any agent in immediately available funds, as provided in the prospectus supplement, of the required purchase amount, if any. Upon receipt of payment and the

certificate or exercise notice properly executed at the office indicated in the prospectus supplement, we will, in the time period the relevant agreement provides, issue and deliver the securities or other property purchasable upon such exercise. If fewer than all of the warrants or rights represented by such certificates are exercised, a new certificate will be issued for the remaining amount of warrants or rights.

If mentioned in the prospectus supplement, securities may be surrendered as all or part of the exercise price for warrants or rights.

### **Antidilution Provisions**

In the case of warrants or rights to purchase common stock, the exercise price payable and the number of shares of common stock purchasable upon warrant exercise may be adjusted in certain events, including:

the issuance of a stock dividend to common shareholders or a combination, subdivision or reclassification of common stock;

the issuance of rights, warrants or options to all common and preferred shareholders entitling them to purchase common stock for an aggregate consideration per share less than the current market price per share of common stock;

any distribution to our common shareholders of evidences of our indebtedness of assets, excluding cash dividends or distributions referred to above; and

any other events mentioned in the prospectus supplement.

The prospectus supplement will describe which, if any, of these provisions shall apply to a particular series of warrants or rights. Unless otherwise specified in the applicable prospectus supplement, no adjustment in the number of shares purchasable upon warrant or right exercise will be required until cumulative adjustments require an adjustment of at least 1% of such number and no fractional shares will be issued upon warrant or right exercise, but we will pay the cash value of any fractional shares otherwise issuable.

### **Modification**

We and any agent for any series of warrants or rights may amend any warrant or rights agreement and the terms of the related warrants or rights by executing a supplemental agreement, without any such warrant holders' or rightholders' consent, for the purpose of:

curing any ambiguity, any defective or inconsistent provision contained in the agreement, or making any other corrections to the agreement that are not inconsistent with the provisions of the warrant or rights certificates;

evidencing the succession of another corporation to us and its assumption of our covenants contained in the agreement and the securities;

appointing a successor depository, if the securities are issued in the form of global securities;

evidencing a successor agent's acceptance of appointment with respect to any securities;

adding to our covenants for the benefit of securityholders or surrendering any right or power we have under the agreement;

issuing warrants or rights in definitive form, if such securities are initially issued in the form of global securities; or



amending the agreement and the warrants or rights as we deem necessary or desirable and that will not adversely affect the interests of the applicable warrant holders or rightsholders in any material respect.

We and any agent for any series of warrants or rights may also amend any agreement and the related warrants or rights by a supplemental agreement with the consent of the holders of a majority of the warrants or rights of any series affected by such amendment, for the purpose of adding, modifying or eliminating any of the agreement's provisions or of modifying the rights of the holders of warrants or rights. However, no such amendment that:

reduces the number or amount of securities receivable upon any exercise of any such security;

shortens the time period during which any such security may be exercised;

otherwise adversely affects the exercise rights of warrant holders or rightsholders in any material respect; or

reduces the number of securities the consent of holders of which is required for amending the agreement or the related warrants or rights;

may be made without the consent of each holder affected by that amendment.

#### **Consolidation, Merger and Sale of Assets**

Any agreement with respect to warrants or rights will provide that we are generally permitted to merge or consolidate with another corporation or other entity. Any such agreement will also provide that we are permitted to sell our assets substantially as an entirety to another corporation or other entity or to have another entity sell its assets substantially as an entirety to us. With regard to any series of securities, however, we may not take any of these actions unless all of the following conditions are met:

if we are not the successor entity, the person formed by the consolidation or into or with which we merge or the person to which our properties and assets are conveyed, transferred or leased must be an entity organized and existing under the laws of the United States, any state or the District of Columbia and must expressly assume the performance of our covenants under any relevant indenture, agreement or other instrument; and

we or that successor corporation must not immediately be in default under that agreement.

#### **Enforcement by Holders of Warrants or Rights**

Any agent for any series of warrants or rights will act solely as our agent under the relevant agreement and will not assume any obligation or relationship of agency or trust for any securityholder. A single bank or trust company may act as agent for more than one issue of securities. Any such agent will have no duty or responsibility in case we default in performing our obligations under the relevant agreement or warrant or right, including any duty or responsibility to initiate any legal proceedings or to make any demand upon us. Any securityholder may, without the agent's consent or consent of any other securityholder, enforce by appropriate legal action its right to exercise any warrant or right exercisable for any property.

#### **Replacement of Certificates**

We will replace any destroyed, lost, stolen or mutilated warrant or rights certificate upon delivery to us and any applicable agent of satisfactory evidence of the ownership of that certificate and of its destruction, loss, theft or mutilation, and (in the case of mutilation) surrender of that certificate to us or any applicable agent, unless we have, or the agent has, received notice that the certificate has been

acquired by a bona fide purchaser. That securityholder will also be required to provide indemnity satisfactory to us and the relevant agent before a replacement certificate will be issued.

**Title**

We, any agents for any series of warrants or rights and any of their agents may treat the registered holder of any certificate as the absolute owner of the securities evidenced by that certificate for any purpose and as the person entitled to exercise the rights attaching to the warrants or rights so requested, despite any notice to the contrary. See "Legal Ownership and Book-Entry Issuance."

**DESCRIPTION OF STOCK PURCHASE CONTRACTS**

In this section entitled "Description of Stock Purchase Contracts," references to "the Company," "we," "our" and "us" refer only to Central Pacific Financial Corp. and not to its consolidated subsidiaries. Also, in this section, references to "holders" mean those who own stock purchase contracts registered in their own names, on the books that we or our agent maintain for this purpose, and not those who own beneficial interests in stock purchase contracts registered in street name or in purchase contracts issued in book-entry form through one or more depositories. Owners of beneficial interests in the purchase contracts should read the section below entitled "Legal Ownership and Book-Entry Issuance."

This section outlines some of the provisions of the stock purchase contracts, the purchase contract agreement and the pledge agreement that we may enter into. This information is not complete in all respects and is qualified entirely by reference to the purchase contract agreement and pledge agreement with respect to the stock purchase contracts of any particular series. The specific terms of any series of stock purchase contracts will be described in the applicable prospectus supplement. If so described in a particular supplement, the specific terms of any series of stock purchase contracts may differ from the general description of terms presented below.

Unless otherwise specified in the applicable prospectus supplement, we may issue stock purchase contracts, including contracts obligating holders to purchase from us and us to sell to the holders, a specified number of shares of common stock, preferred stock, depositary shares or other security or property at a future date or dates. Alternatively, the stock purchase contracts may obligate us to purchase from holders, and obligate holders to sell to us, a specified or varying number of shares of common stock, preferred stock, depositary shares or other security or property. The consideration per share of common stock or preferred stock or per depositary share or other security or property may be fixed at the time the stock purchase contracts are issued or may be determined by a specific reference to a formula set forth in the stock purchase contracts. The stock purchase contracts may provide for settlement by delivery by or on behalf of the Company of shares of the underlying security or property it may provide for settlement by reference or linkage to the value, performance or trading price of the underlying security or property. The stock purchase contracts may be issued separately or as part of stock purchase units consisting of a stock purchase contract and debt securities, preferred stock or debt obligations of third parties, including U.S. treasury securities, other stock purchase contracts or common stock, or other securities or property, securing the holders' obligations to purchase o