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

FORM 10-Q

(Mark One)

x Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended September 30, 2008

or

o Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _ to

Commission File Number 000-33351

FPB Bancorp, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Florida	65-1147861
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**

1301 SE Port St. Lucie Boulevard
Port St. Lucie, Florida 34952
(Address of Principal Executive Offices)

(772) 225-5930
(**Registrant's Telephone Number, Including Area Code)**

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

Indicate by checkmark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: YES þ NO o

Indicate by checkmark whether the registrant is a large accelerated filer, an accelerated filer, a non- accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act: (Check one):

Large accelerated filer **o** Accelerated filer **o**

Non-accelerated filer p Smaller reporting company **x**

(Do not check if a smaller reporting company)

Indicate by checkmark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES o NO þ

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

Common stock, par value $.01 per share	2,058,047 shares
(class)	**Outstanding at October 31, 2008**

Transitional Small Business Disclosure Format (check one): YES o NO þ

FPB BANCORP, INC. AND SUBSIDIARY

INDEX

FPB BANCORP, INC. AND SUBSIDIARY

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

Condensed Consolidated Balance Sheets
(Dollars in thousands, except per share amounts)

Assets	**September 30, 2008** (unaudited)	**December 31, 2007**
Cash and due from banks	$ 5,696	$ 4,079
Federal funds sold	9,334	2,466
Interest-bearing deposits with banks	229	250
Total cash and cash equivalents	15,259	6,795
Securities available for sale	17,676	6,789
Securities held to maturity (market value of $1 and $4)	1	4
Loans, net of allowance for loan losses of $2,635 and $2,393	184,599	172,251
Premises and equipment, net	6,006	5,466
Federal Home Loan Bank stock, at cost	358	280
Foreclosed Assets	199	-
Accrued interest receivable	1,162	983
Bank-owned life insurance	2,762	2,681
Other assets	3,241	1,504
Total assets	$ 231,263	$ 196,753
Liabilities and Stockholders' Equity		
Liabilities:		
Non-interest bearing demand deposits	23,354	23,141
Savings, NOW and money-market deposits	41,179	33,357
Time deposits	144,254	116,179
Total deposits	208,787	172,677
Official checks	814	1,214
Federal Home Loan Bank advance	100	100
Other liabilities	1,142	831
Total liabilities	210,843	174,822
Stockholders’ equity:		
Preferred stock, $.01 par value; 1,000,000 shares authorized, no shares issued or outstanding	-	-
Common stock, $.01 par value; 5,000,000 shares authorized, 2,058,047 shares issued and outstanding	20	20
Additional paid-in capital	23,852	23,813
Accumulated deficit	(3,293)	(1,936)
Accumulated other comprehensive (loss) income	(159)	34
Total stockholders' equity	20,420	21,931
Total liabilities and stockholders' equity	$ 231,263	$ 196,753

See Accompanying Notes to Condensed Consolidated Financial Statements.

Index

FPB BANCORP, INC. AND SUBSIDIARY

Condensed Consolidated Statements of Operations (Unaudited)
(Dollars in thousands, except per share amounts)

	Three Months Ended September 30, 2008	Three Months Ended September 30, 2007	Nine Months Ended September 30, 2008	Nine Months Ended September 30, 2007
Interest income:				
Loans	$ 3,232	$ 3,455	$ 9,930	$ 9,346
Securities	196	111	436	279
Other	29	74	123	269
Total interest income	3,457	3,640	10,489	9,894
Interest expense:				
Deposits	1,673	1,636	5,149	4,322
Interest on borrowings	1	-	8	1
Total interest expense	1,674	1,636	5,157	4,323
Net interest income	1,783	2,004	5,332	5,571
Provision for loan losses	896	252	1,728	568
Net interest income after provision for loan losses	887	1,752	3,604	5,003
Non-interest income:				
Service charges and fees on deposit accounts	131	111	383	347
Loan brokerage fees	48	30	124	170
Gain on sale of loans held for sale	-	31	15	144
Gain on sale of securities available for sale	-	-	20	-
Income from bank-owned life insurance	27	26	81	81
Other fees	2	11	15	25
Total non-interest income	208	209	638	767
Non-interest expense:				
Salaries and employee benefits	1,003	875	3,004	2,759
Occupancy and equipment	418	329	1,178	892
Advertising	103	161	313	472
Data processing	128	133	439	368
Supplies	49	41	150	122
Professional fees	136	41	395	111
Other	294	338	886	818
Total non-interest expense	2,131	1,918	6,365	5,542

(Loss) earnings before income taxes	(1,036)	43	(2,123)	228
Income tax (benefit) expense	(393)	11	(808)	73
Net (loss) earnings	$ (643)	$ 32	$ (1,315)	$ 155
Net (loss) earnings per share:				
Basic	$ (.31)	$ .02	$ (.64)	$ .08
Diluted	$ (.31)	$ .02	$ (.64)	$ .08
Dividends per share	$ -	$ -	$ -	$ -

See Accompanying Notes to Condensed Consolidated Financial Statements.

Index

FPB BANCORP, INC. AND SUBSIDIARY

Condensed Consolidated Statements of Stockholders' Equity

Nine Months Ended September 30, 2008 and 2007
(Dollars in thousands)

	Common Stock		Additional Paid-In	Accumulated	Accumulated Other Compre-hensive	Total Stockholders'
	Shares	Amount	Capital	Deficit	(Loss) Income	Equity
Balance at December 31, 2006	1,906,203	$ 19	$ 21,729	$ (634)	$ (51)	$ 21,063
Comprehensive income:						
Net earnings for the nine months ended September 30,2007 (unaudited)	-	-	-	155	-	155
Net change in unrealized loss on securities available for sale, net of tax (unaudited)	-	-	-	-	53	53
Comprehensive income (unaudited)						208
5% stock dividend, fractional shares paid in cash of $6 (unaudited)	94,915	1	1,472	(1,479)	-	(6)
Share-based compensation (unaudited)	-	-	25	-	-	25
Proceeds from exercise of common stock options (unaudited)	31,222	-	285	-	-	285
Tax benefit from common stock options exercised (unaudited)	-	-	53	-	-	53
Balance at September 30, 2007 (unaudited)	2,032,340	$ 20	$ 23,564	$ (1,958)	$ 2	$ 21,628
Balance at December 31, 2007	2,058,047	$ 20	$ 23,813	$ (1,936)	$ 34	$ 21,931

Comprehensive loss:						
Net loss for the nine months ended September 30, 2008 (unaudited)	-	-	-	(1,315)	-	(1,315)
Net change in unrealized gain on securities available for sale, net of tax (unaudited)	-	-	-	-	(193)	(193)
Comprehensive loss (unaudited)						(1,508)
Share-based compensation (unaudited)	-	-	39	-	-	39
Cumulative effect adjustment related to deferred compensation plans, net of tax benefit of $25 (unaudited) (see note 7)	-	-	-	(42)	-	(42)
Balance at September 30, 2008 (unaudited)	2,058,047	$ 20	$ 23,852	$ (3,293)	$ (159)	$ 20,420

See Accompanying Notes to Condensed Consolidated Financial Statements.

Index

FPB BANCORP, INC. AND SUBSIDIARY

Condensed Consolidated Statements of Cash Flows (Unaudited)
(In thousands)

	Nine Months Ended September 30, 2008	Nine Months Ended September 30, 2007
Cash flows from operating activities:		
Net (loss) earnings	$ (1,315)	$ 155
Adjustments to reconcile net (loss) earnings to net cash (used in) provided by operating activities:		
Depreciation and amortization	342	279
Provision for loan losses	1,728	568
Amortization of loan fees, net	(80)	(170)
Net amortization of premiums and discounts on securities	8	6
Gain on sale of loans held for sale	(15)	(144)
Proceeds from sale of loans held for sale	400	3,562
Originations of loans held for sale	(385)	(3,418)
Gain on sale of securities available for sale	(20)	-
Increase in accrued interest receivable	(179)	(259)
Increase in other assets	(1,595)	(560)
(Decrease) increase in official checks and other liabilities	(156)	1,250
Income from bank-owned life insurance	(81)	(81)
Share-based compensation-	39	25
Net cash (used in) provided by operating activities	(1,309)	1,213
Cash flows from investing activities:		
Purchase of securities available for sale	(16,455)	(2,000)
Principal payments on securities available for sale	476	218
Proceeds from sale of securities available for sale	4,794	-
Maturities of securities held to maturity	-	2,500
Principal payments on securities held to maturity	3	4
Net increase in loans	(14,195)	(33,371)
Purchase of premises and equipment	(882)	(797)
Purchase of Federal Home Loan Bank stock	(78)	(21)

Net cash used in investing activities	(26,337)	(33,467)
Cash flows from financing activities:		
Net increase in deposits	36,110	31,830
Proceeds from the exercise of common stock options	-	285
Tax benefit associated with exercise of common stock options	-	53
Fractional shares of stock dividend paid in cash	-	(6)
Net cash provided by financing activities	36,110	32,162
Net increase (decrease) in cash and cash equivalents	8,464	(92)
Cash and cash equivalents at beginning of period	6,795	5,422
Cash and cash equivalents at end of period	$ 15,259	$ 5,330

Index

FPB BANCORP, INC. AND SUBSIDIARY

Condensed Consolidated Statements of Cash Flows (Unaudited), Continued
(In thousands)

Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Interest, net of interest capitalized of $21 in 2008	$ 5,161	$ 4,315
Income taxes	$ 75	$ 435
Non-cash transactions:		
Accumulated other comprehensive (loss) income, net change in unrealized gain (loss) on securities available for sale, net of tax	$ (193)	$ 53
Common stock dividend	$ -	$ 1,473
Cumulative effect adjustment related to deferred compensation plans, net of tax benefit of $25 (unaudited)	$ (42)	$ -
Transfer of loans to foreclosed assets	$ 199	-

See Accompanying Notes to Condensed Consolidated Financial Statements.

Notes to Condensed Consolidated Financial Statements (unaudited)

(1) ***General.*** FPB Bancorp, Inc. (the "Holding Company") owns 100% of the outstanding common stock of First Peoples Bank (the "Bank") and the Bank owns 100% of the outstanding stock of Treasure Coast Holdings, Inc. (collectively referred to as the "Company"). The Holding Company operates as a one-bank holding company and its only business activity is the operation of the Bank. The Bank is a state (Florida)-chartered commercial bank and its deposits are insured up to the maximum amounts by the Federal Deposit Insurance Corporation, which are currently $250,000 for all qualified deposits, and unlimited for non-interest bearing transaction accounts, both through December 31, 2009. The Bank offers a variety of community banking services to individual and corporate customers through its six banking offices located in Port St. Lucie, Stuart, Fort Pierce, Vero Beach and Palm City, Florida. The newest office opened on May 22, 2008, on Gatlin Boulevard in Port St. Lucie, Florida. In addition, the Palm City, Florida office opened in January of 2008 and an 11,000 square foot Operations Center in Jensen Beach, Florida, opened in March of 2007. The new subsidiary, Treasure Coast Holdings, Inc., was incorporated in June 2008 for the sole purpose of managing foreclosed assets.

In the opinion of management, the accompanying condensed consolidated financial statements of the Company contain all adjustments (consisting principally of normal recurring accruals) necessary to present fairly the financial position at September 30, 2008, and the results of operations for the three and nine-month periods ended September 30, 2008 and 2007 and cash flows for the nine-month periods ended September 30, 2008 and 2007. The results of operations for the three and nine months ended September 30, 2008 are not necessarily indicative of the results to be expected for the full year.

(2) ***Loan Impairment and Credit Losses.*** Information about impaired loans, the majority of which are collateral dependent, at September 30, 2008 and 2007 and for the three and nine months ended September 30, 2008 and 2007, is as follows (in thousands):

	At September 30, 2008	At September 30, 2007
Loans identified as impaired:		
Gross loans with no related allowance for losses	$ 5,478	$ 672
Gross loans with related allowance for loan losses recorded	5,044	1,643
Less: Allowance on these loans	(542)	(316)
Net investment in impaired loans	$ 9,980	$ 1,999

	Three months ended September 30, 2008	Three months ended September 30, 2007	Nine months ended September 30, 2008	Nine months ended September 30, 2007
Average investment in impaired loans	$7,357	$1,292	$5,349	$761
Interest income recognized on impaired loans	$ 5	$ 56	$ 19	$ 73
Interest income received on impaired loans	$ 5	$ 34	$ 19	$ 45

(continued)

Index

Notes to Condensed Consolidated Financial Statements (unaudited), Continued

(2) ***Loan Impairment and Credit Losses, Continued.*** Although the Company has no exposure to the sub-prime lending issue that is affecting many banks, we have seen a sharp increase in 2008 in our impaired loans, as a result of decreased collateral values, declining credit quality and the overall weak economy. Aggressive action has been taken to identify loan impairment and this in turn has led to an increase of over 204% in our provision for loan losses in the nine months of 2008 compared to the nine months of 2007. Management continues to believe at this time that due to the collateral value associated with these loans, no material losses will be incurred above that which has already been charged-off or accounted for in the reserves. Management believes the balance in the allowance for loan losses of $2.6 million is adequate at September 30, 2008.

During the quarter ending September 30, 2008, five additional loans totaling $6 million were identified as impaired, and $2 million of impaired loans were charged-off, upgraded or paid-off with a net change for the quarter of $4 million. Foreclosed assets totaled $199,000 at September 30, 2008. There were no foreclosed assets at September 30, 2007.

The activity in the allowance for loan losses was as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	**2007**	**2008**	**2007**
Balance at beginning of period	$ 2,569	$ 2,045	$ 2,393	$ 1,801
Provision for loan losses	896	252	1,728	568
(Charge-offs), net of recoveries	(830)	(76)	(1,486)	(148)
Balance at end of period	$ 2,635	$ 2,221	$ 2,635	$ 2,221

Non-accrual and past due loans were as follows (in thousands):

	At September 30, 2008	At December 31, 2007
Non-accrual loans	$ 10,277	$ 1,401
Past due ninety days or more, but still accruing	-	349
	$ 10,277	$ 1,750

Index

Notes to Condensed Consolidated Financial Statements (unaudited), Continued

(3) ***Regulatory Capital.*** The Bank is required to maintain certain minimum regulatory capital requirements as indicated below. The Bank remains well capitalized under Federal banking regulations. Nevertheless, in November 2008, we applied to issue $5.8 million in preferred stock to the U.S. Treasury's Capital Purchase Program. It is our belief that by participating in this program, we are availing ourselves of an attractive and prudent capital raising option which should allow us to continue to grow through the current market cycle. The following is a summary at September 30, 2008 of the regulatory capital requirements and the Bank's capital on a percentage basis:

	Percentage of the Bank	Regulatory Requirement
Tier 1 capital to total average assets	8.41%	4.00%
Tier 1 capital to risk-weighted assets	9.49%	4.00%
Total capital to risk-weighted assets	10.74%	8.00%

(continued)

Index

(4) ***(Loss) Earnings Per Share.*** Basic (loss) earnings per share has been computed on the basis of the weighted-average number of shares of common stock outstanding during the period. For 2007, diluted earnings per share were computed based on the weighted-average number of shares outstanding plus the effect of outstanding stock options, computed using the treasury stock method. In 2008, outstanding stock options are not considered dilutive due to the loss incurred by the Company. All per share amounts reflect the 5% stock dividend paid on June 15, 2007. (Loss) earnings per common share have been computed based on the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	**2007**	**2008**	**2007**
Weighted-average number of common shares outstanding used to calculate basic (loss) earnings per common share	2,058,047	2,020,812	2,058,047	2,010,546
Effect of dilutive stock options	-	18,925	-	25,019
Weighted-average number of common shares outstanding used to calculate diluted (loss) earnings per common share	2,058,047	2,039,737	2,058,047	2,035,565

The following options were excluded from the 2007 calculation of earnings per share, due to the exercise price being above the average market price:

	Number Outstanding	Exercise Price	Expire
For the three months ended September 30, 2007	115,933	$15.42-16.67	2015-2017
For the nine months ended September 30, 2007	16,966	$16.67	2017

(continued)

(5) ***Share-Based Compensation.*** The Company follows the fair value recognition provisions of Statement of Financial Accounting Standards No. 123(R), *Share-Based Payment* (SFAS 123 (R)), using the modified-prospective-transition method. Under that transition method, compensation cost recognized includes: (a) compensation cost for all share-based payments granted prior to, but not yet vested as of January 1, 2006, based on the grant date fair value calculated in accordance with the original provisions of SFAS 123, and (b) compensation cost for all share-based payments granted subsequent to December 31, 2005, based on the grant-date fair value estimated in accordance with the provisions of SFAS 123(R).

The Company established a Stock Option Plan in 1998 ("1998 Plan") for directors, officers and employees of the Company. The 1998 Plan as amended provides for 131,553 shares (adjusted) of common stock to be available for grant. The exercise price of the stock options is the fair market value of the common stock on the date of grant. The options expire ten years from the date of grant. At September 30, 2008, 1,352 shares (adjusted) remain available for grant. All per share amounts reflect the 5% stock dividend paid on June 15, 2007. A summary of stock option information follows:

	Number of Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at December 31, 2006	94,932	$ 10.19		
Options exercised	(56,929)	(9.12)		
Options forfeited	(1,050)	(15.42)		
Outstanding at December 31, 2007	36,953	11.68		
Options granted	579	8.50		
Options forfeited	(771)	(9.52)		
Options outstanding at September 30, 2008	36,761	$ 11.68	2.59 years	$ -
Options exercisable at September 30, 2008	36,182	$ 11.73	2.55 years	$ -

In 2005, the Company established a new option plan ("2005 Plan") for directors, officers and employees of the Company. The 2005 Plan provides for 158,743 shares (adjusted) of common stock to be available for grant. The exercise price of the stock options is at or above the fair market value of the common stock on the date of grant. The 2005 Plan allows for various vesting periods. All options expire ten years from the date of grant. At September 30, 2008, 34,694 shares (adjusted) remain available for grant. All per share amounts reflect the 5% stock dividend paid on June 15, 2007.

(continued)

(5) ***Share-Based Compensation, continued***

A summary of stock option information follows:

	Number of Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value
Options outstanding at December 31, 2006	87,573	$ 15.42		
Options forfeited	(2,756)	(15.42)		
Options granted	16,966	16.67		
Options outstanding at December 31, 2007	101,783	15.63		
Options forfeited	(5,442)	(15.48)		
Options granted	27,708	9.34		
Options outstanding at September 30, 2008	124,049	$ 14.23	8.00 years	$ -
Options exercisable at September 30, 2008	82,438	$ 15.50	7.56 years	$ -

The fair value of each option granted in 2008 and 2007 was estimated on the date of grant using the Black-Scholes option-pricing model with the following assumptions:

	Nine Months Ended September 30, 2008	Nine Months Ended September 30, 2007
Dividend yield	-%	-%
Expected life in years	6 – 6.5 years	6 years
Expected stock volatility	23.44%-28.74%	18.62%
Risk-free interest rate	4.07%-4.98%	3.88%
Per share grant-date fair value of options issued during the period	$ 2.27 - $3.40	$ 4.96

(continued)

(5) ***Share-Based Compensation, Continued*** The Company has examined its historical pattern of option exercises by its directors and employees in an effort to determine if there was any pattern based on these populations. From this analysis, the Company could not identify any patterns in the exercise of options. As such, the Company used the guidance in Staff Accounting Bulletin No. 107 issued by the Securities and Exchange Commission to determine the estimated life of options. Expected volatility is based on historical volatility of the Company's common stock. The risk-free rate for periods within the contractual life of the option is based on the U.S. treasury yield curve in effect at the time of grant. The dividend yield assumptions are based on the Company's history and expectation of dividend payments.

No stock options were exercised during the nine-months ended September 30, 2008. The total intrinsic value of options exercised for the nine months ended September 30, 2007 was $166,734 and the related tax benefit recognized was $53,000. The total fair value of shares vested and recognized as compensation expense was $39,000 and $25,000 for the nine months ended September 30, 2008 and 2007 respectively. As of September 30, 2008, the Company had 42,190 (adjusted) stock options not fully vested and there was $104,000 of total unrecognized compensation cost related to these non-vested options. This cost is expected to be recognized monthly over a weighted-average period of 1.76 years on a straight-line basis.

(6) ***Fair Value Measurements***. On January 1, 2008, the Company adopted SFAS 157, "Fair Value Measurements" SFAS 157, among other things, defines fair value, establishes a framework for measuring fair value and enhances disclosures about fair value measurements required under other accounting pronouncements, but does not change existing guidance as to whether or not an instrument is carried at fair value. The adoption of this statement had no effect on the Company's financial statements.

The following disclosures, which include certain disclosures that are generally not required in interim period financial statements, are included herein as a result of the adoption of SFAS 157.

The Company uses fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. Currently, the Company has securities available for sale that are recorded at fair value on a recurring basis. Also from time to time the Company may be required to record at fair value other assets or liabilities on a non-recurring basis, such as impaired loans. These non-recurring fair value adjustments involve the application of lower-of-cost-or-market, accounting or write-downs of individual assets.

In accordance with SFAS 157, the Company groups its assets and liabilities at fair value in three levels, based on the markets in which the assets are traded and the reliability of the assumptions used to determine fair value. These levels are:

- Level 1 – Valuation is based upon quoted prices for identical instruments in active markets.
- Level 2 – Valuation is based upon quoted prices for similar instruments traded in active markets, quoted prices for identical or similar instruments in markets that are not active and model-based valuation techniques for which all significant assumptions are observable in the market.
- Level 3 – Valuation is generated from model-based techniques that use significant assumptions not observable in the market. These unobservable assumptions reflect the Company's estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include the use of option pricing models, discounted cash flow models and similar techniques. The results cannot be determined with precision and may not be realized in an actual sale or immediate settlement of the asset or liability.

(continued)

(6) ***Fair Value Measurements, Continued*** The Company bases its fair value on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. SFAS 157 requires the Company to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

The following describes valuation methodologies used for assets measured at fair value on a recurring and non-recurring basis.

Securities Available for Sale. These securities are valued based upon open-market quotes obtained from reputable third-party brokers which is considered a Level II fair value measurement. Changes in fair value are recorded in other comprehensive income (loss).

Impaired Loans. A loan is considered impaired when, based upon current information and events, it is probable that we will be unable to collect all amounts due, including principal and interest according to the contractual terms of the loan agreement. The Company's impaired loans are normally collateral dependent and, as such, are carried at the lower of the Company's net recorded investment in the loan or the estimated fair value of the collateral less estimated selling costs. Adjustments to the recorded investment are made through specific valuation allowances that are recorded as part of the overall allowances for loan losses. Estimates of fair value is determined based on a variety of information, including the use of available appraisals, estimates of market value by licensed appraisers or local real estate brokers and the knowledge and experience of the Company's officers related to values of properties in the Company's market areas. These officers take into consideration the type, location and occupancy to the property as well as current economic conditions in the area the property is located in assessing estimates of fair value. Accordingly, fair value estimates for impaired loans is classified as Level 3.

The following table provides the level of valuation assumptions used to determine the carrying value of our assets measured at fair value on a recurring and non-recurring basis at September 30, 2008 (in thousands).

	Net carrying value at September 30, 2008				Total Losses (1)	
	Total	Level 1	Level 2	Level 3	Three-Months Ended September 30, 2008	Nine-Months Ended September 30, 2008
Securities available for sale	$17,676	-	17,676		60	193
Impaired loans	$ 9,980	-	-	$ 9,980	151	542

(1) For securities available for sale, unrealized losses are recorded in accumulated other comprehensive loss.

Also effective January 1, 2008, the Company adopted SFAS 159, *The Fair Value Option for Financial Assets and Financial Liabilities-Including an amendment of FASB Statement No. 115* ("SFAS 159"). SFAS 159 provides companies with an option to report selected financial assets and liabilities at fair value.

(continued)

Most of the provisions of this statement apply only to entities that elect the fair value option. However, the amendment to SFAS No. 115, *Accounting for Certain Investments in Debt and Equity Securities,* applies to all entities with available-for-sale and trading securities. SFAS 159 also establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar types of assets and liabilities. Management determined that this Statement had no material effect on the Company's consolidated financial statements.

(7) Cumulative Effect Adjustment Related to Deferred Compensation Plans. During 2007, the Financial Accounting Standards Board issued EITF No. 06-4, *"Accounting for Deferred Compensation and Postretirement Benefit Aspects of Endorsed Split-Dollar Life Insurance Arrangements"* ("EITF 06-4"), which requires an employer to recognize a liability for postretirement death benefits provided under endorsement split-dollar agreements. An endorsement split-dollar agreement is an arrangement whereby an employer owns a life insurance policy that covers the life of an employee and, pursuant to a separate agreement, endorses a portion of the policy's death benefits to the insured employee's beneficiary. EITF 06-4 was effective on January 1, 2008. The Company has entered into Supplemental Death Benefit Agreements with certain of its directors and executive officers pursuant to which the Company has agreed to pay a portion of the death benefit payable under certain life insurance policies owned by the Company to the directors' or executives' beneficiaries upon their death. As a result of the adoption of EITF 06-4, the Company recognized a cumulative effect adjustment (decrease) to retained earnings of ($42,000) representing additional liability of $67,000 required to be provided under EITF 06-4 on January 1, 2008 relating to the agreements, net of deferred income taxes of $25,000.

Index

Review by Independent Registered Public Accounting Firm

Hacker, Johnson & Smith PA, the Company's independent registered public accounting firm, has made a limited review of the financial data as of September 30, 2008, and for the three and nine-month periods ended September 30, 2008 and 2007 presented in this document, in accordance with the standards established by the Public Company Accounting Oversight Board.

Their report furnished pursuant to Article 10 of Regulation S-X is included herein.

Index

Report of Independent Registered Public Accounting Firm

FPB Bancorp, Inc.
Port St. Lucie, Florida:

We have reviewed the accompanying condensed consolidated balance sheet of FPB Bancorp, Inc. and Subsidiary (the "Company") as of September 30, 2008, and the related condensed consolidated statements of operations for the three-and nine-month periods ended September 30, 2008 and 2007 and the related condensed consolidated statements of stockholders' equity and cash flows for the nine-month periods ended September 30, 2008 and 2007. These interim financial statements are the responsibility of the Company's management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the accompanying interim condensed consolidated financial statements for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board, the consolidated balance sheet of the Company as of December 31, 2007, and the related consolidated statements of earnings, stockholders' equity and cash flows for the year then ended (not presented herein); and in our report dated March 6, 2008, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2007, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ Hacker, Johnson & Smith PA

HACKER, JOHNSON & SMITH PA
Fort Lauderdale, Florida
November 7, 2008

Index

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

General

FPB Bancorp, Inc. (the "Holding Company") owns 100% of the outstanding common stock of First Peoples Bank (the "Bank") and the Bank owns 100% of the outstanding stock of Treasure Coast Holdings, Inc. (collectively referred to as the "Company"). The Holding Company operates as a one-bank holding company and its only business activity is the operation of the Bank. The Bank is a state (Florida)-chartered commercial bank and its deposits are insured up to the maximum amounts by the Federal Deposit Insurance Corporation, which are currently $250,000 for all qualified deposits, and unlimited for non-interest bearing transaction accounts, both through December 31, 2009. The Bank offers a variety of community banking services to individual and corporate customers through its six banking offices located in Port St. Lucie, Stuart, Fort Pierce, Vero Beach and Palm City, Florida. The newest office opened on May 22, 2008, on Gatlin Boulevard in Port St. Lucie, Florida. In addition, the Palm City, Florida office opened in January of 2008 and an 11,000 square foot Operations Center in Jensen Beach, Florida, opened in March of 2007. The new subsidiary, Treasure Coast Holdings, Inc., was incorporated in June 2008 for the sole purpose of managing foreclosed assets.

Liquidity and Capital Resources

The Company's primary source of cash during the nine months ended September 30, 2008 was from net deposit inflows of approximately $36.1 million and the sales of securities available for sale of approximately $4.8 million. Cash was used primarily for net loan originations of approximately $14.2 million and the purchase of securities available for sale of approximately $16.5 million. At September 30, 2008, the Company had time deposits of $82.3 million that mature in one year or less. Management believes that, if so desired, it can adjust the rates on time deposits to retain or attract deposits in a changing interest-rate environment.

The following table shows selected information for the periods ended or at the dates indicated:

	Nine Months Ended September 30, 2008	Year Ended December 31, 2007	Nine Months Ended September 30, 2007
Average equity as a percentage of average assets	9.90%	12.11%	12.52%
Equity to total assets at end of period	8.83%	11.15%	11.56%
Return on average assets (1)	(.82%)	.10%	.12%
Return on average equity (1)	(8.28%)	.83%	.97%
Non-Interest expenses to average assets (1)	3.97	4.18%	4.35%
Non-performing loans to total assets at end of period	4.44%	.89%	.38%

(1) Annualized for the nine months ended September 30, 2008 and 2007.

Index

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

Off-Balance Sheet Arrangements

The Company is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments are commitments to extend credit, available lines of credit and standby letters of credit. These instruments involve, to varying degrees, elements of credit and interest-rate risk in excess of the amounts recognized in the condensed consolidated balance sheet. The contract amounts of those instruments reflect the extent of the Company's involvement in particular classes of financial instruments.

The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit, available lines of credit and standby letters of credit is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments as it does for on-balance-sheet instruments.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed-expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total committed amounts do not necessarily represent future cash requirements. The Company evaluates each customer's credit worthiness on a case-by-case basis. The amount of collateral obtained, if it is deemed necessary by the Company upon extension of credit, is based on management's credit evaluation of the counter party.

Standby letters of credit are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loans to customers. The Company generally holds collateral supporting these commitments and management does not anticipate any potential losses if these letters of credit are funded.

A summary of the amounts of the Company's financial instruments, with off-balance sheet risk at September 30, 2008, follows (in thousands):

	Contract Amount
Commitments to extend credit	$ 6,093
Available lines of credit	$ 20,631
Standby letters of credit	$ 138

Management believes that the Company has adequate resources to fund all of its commitments.

FPB BANCORP, INC. AND SUBSIDIARY

Results of Operations

The following table sets forth, for the periods indicated, information regarding: (i) the total dollar amount of interest and dividend income of the Company from interest-earning assets and the resultant average yields; (ii) the total dollar amount of interest expense on interest-bearing liabilities and the resultant average cost; (iii) net interest income; (iv) interest-rate spread; (v) net interest margin; and (vi) ratio of average interest-earning assets to average interest-bearing liabilities.

	Three Months Ended September 30,					
	2008			2007		
	Average Balance	Interest and Dividends	Average Yield/ Rate	Average Balance	Interest and Dividends	Average Yield/ Rate
	(Dollars in thousands)					
Interest-earning assets:						
Loans	$186,785	3,232	6.92%	$158,700	3,455	8.71%
Securities	15,358	196	5.10	8,352	111	5.32
Other (1)	5,296	29	2.19	6,065	74	4.88
Total interest-earning assets	207,439	3,457	6.67	173,117	3,640	8.41
Non-interest-earning assets	11,788			10,063		
Total assets	$219,227			$183,180		
Interest-bearing liabilities:						
Savings, NOW and money-market deposit accounts	40,917	255	2.49	35,035	309	3.53
Time deposits	132,572	1,418	4.28	96,621	1,327	5.49
Borrowings	290	1	1.38	100	-	-
Total interest-bearing liabilities	173,779	1,674	3.85	131,756	1,636	4.97
Demand deposits	23,383			22,712		
Non-interest-bearing liabilities	1,391			7,269		
Stockholders' equity	20,674			21,443		
Total liabilities and stockholders' equity	$219,227			$183,180		
Net interest income		$ 1,783			$ 2,004	
Interest-rate spread (2)			2.82%			3.44%
Net interest margin (3)			3.44%			4.63%
Ratio of average interest-earning assets to average interest-bearing liabilities	1.19			1.31		

(1) Includes federal funds sold, dividends from Federal Home Loan Bank stock and interest-earning deposits with banks.
(2) Interest-rate spread represents the difference between the average yield on interest-earning assets and the average rate of interest-bearing liabilities.

(3) Net interest margin is net interest income divided by average interest-earning assets.

FPB BANCORP, INC. AND SUBSIDIARY

The following table sets forth, for the periods indicated, information regarding: (i) the total dollar amount of interest and dividend income of the Company from interest-earning assets and the resultant average yields; (ii) the total dollar amount of interest expense on interest-bearing liabilities and the resultant average cost; (iii) net interest income; (iv) interest-rate spread; (v) net interest margin; and (vi) ratio of average interest-earning assets to average interest-bearing liabilities.

	Nine Months Ended September 30,					
	2008			2007		
	Average Balance	Interest and Dividends	Average Yield/ Rate	Average Balance	Interest and Dividends	Average Yield/ Rate
	(Dollars in thousands)					
Interest-earning assets:						
Loans	$183,715	9,930	7.21%	$145,148	9,346	8.59%
Securities	11,494	436	5.06	7,797	279	4.77
Other (1)	7,041	123	2.33	7,041	269	5.09
Total interest-earning assets	202,250	10,489	6.91	159,986	9,894	8.25
Non-interest-earning assets	11,733			9,943		
Total assets	$213,983			$169,929		
Interest-bearing liabilities:						
Savings, NOW and money-market deposit accounts	37,193	734	2.63	34,211	862	3.36
Time deposits	130,769	4,415	4.50	86,588	3,460	5.33
Borrowings	449	8	2.38	100	1	1.33
Total interest-bearing liabilities	168,411	5,157	4.08	120,899	4,323	4.77
Demand deposits	22,725			22,874		
Non-interest-bearing liabilities	1,659			4,880		
Stockholders' equity	21,188			21,276		
Total liabilities and stockholders' equity	$213,983			$169,929		
Net interest income		$ 5,332			$ 5,571	
Interest-rate spread (2)			2.83%			3.48%
Net interest margin (3)			3.52%			4.64%
Ratio of average interest-earning assets to average interest-bearing liabilities	1.20			1.32		

(1) Includes federal funds sold, dividends from Federal Home Loan Bank stock and interest-earning deposits with banks.

(2) Interest-rate spread represents the difference between the average yield on interest-earning assets and the average rate of interest-bearing liabilities.

(3) Net interest margin is net interest income divided by average interest-earning assets.

Index

FPB BANCORP, INC. AND SUBSIDIARY

Comparison of the Three-Month Periods Ended September 30, 2008 and 2007

General. Net loss for the three months ended September 30, 2008, was $(643,000) or $(.31) per basic and diluted share compared to net earnings of $32,000 or $.02 per basic and diluted share for the three month period ended September 30, 2007. This decrease in the Company's net earnings was primarily due to an increase in interest expense, non-interest expense and the provision for loan losses, as well as a decrease in interest income, partially offset by a decrease in the provision for income taxes.

Interest Income. Interest income decreased to $3.5 million for the three months ended September 30, 2008 from $3.6 million for the three months ended September 30, 2007. Interest income on loans decreased to $3.2 million due to a decrease in the average yield earned for the three months ended September 30, 2008, partially offset by a increase in the average loan portfolio balance.

Interest Expense. Interest expense increased to $1.7 million for the three months ended September 30, 2008, from $1.6 million for the three months ended September 30, 2007. Interest expense increased due to an increase in the average balance of deposits, partially offset by a decrease in the average rate paid on deposits in 2008.

Provision for Loan Losses. The provision for loan losses is charged to operations to bring the total allowance to a level deemed appropriate by management and is based upon historical experience, the volume and type of lending conducted by the Company, industry standards, the amount of impaired loans, general economic conditions, particularly as they relate to the Company's market areas, and other factors related to the estimated collectibility of the Company's loan portfolio. The provision for the three months ended September 30, 2008, was $896,000 compared to $252,000 for the same period in 2007.

Although the Company has no exposure to the sub-prime lending issue that is affecting many banks, we have seen a sharp increase in 2008 in our impaired loans, as a result of decreased collateral values, declining credit quality and the overall weak economy. Aggressive action has been taken to identify loan impairment and this in turn has led to an increase in our provision for loan losses. Management continues to believe at this time that due to the collateral value associated with these loans, no material losses will be incurred above that which has already been charged-off or accounted for in the reserves, and that the balance in the allowance for loan losses of $2.6 million is adequate at September 30, 2008.

Non-interest Income. Total non-interest income decreased to $208,000 for the three months ended September 30, 2008, from $209,000 for the three months ended September 30, 2007, primarily as a result of a decrease in gains recognized on sale of loans held for sale, partially offset by an increase in service charges and fees on deposit accounts and loan brokerage fees.

Non-interest Expense. Total non-interest expense increased to $2.1 million for the three months ended September 30, 2008 from $1.9 million for the three months ended September 30, 2007, primarily due to an increase in employee compensation and benefits of $128,000, an increase in occupancy and equipment of $89,000, and an increase in professional fees of $95,000, all due to the continued growth and expansion of the Company, partially offset by decreases of $58,000 in advertising expense and $44,000 in other expenses.

Income Taxes. The income tax benefit for the three months ended September 30, 2008, was $(393,000) compared to an income tax provision of $11,000 for the three months ended September 30, 2007.

[Index]

Comparison of the Nine-Month Periods Ended September 30, 2008 and 2007

General. Net loss for the nine months ended September 30, 2008, was $(1.3 million) or $(.64) per basic and diluted share compared to net earnings of $155,000 or $.08 per basic and diluted share for the nine month period ended September 30, 2007. This decrease in the Company's net earnings was primarily due to an increase in interest expense, non-interest expense and the provision for loan losses and a decrease in non-interest income, which was partially offset by an increase in interest income and a decrease in income tax expense.

Interest Income. Interest income increased to $10.5 million for the nine months ended September 30, 2008 from $9.9 million for the nine months ended September 30, 2007. Interest income on loans increased to $9.9 million due to an increase in the average loan portfolio balance for the nine months ended September 30, 2008, partially offset by a decrease in the average yield earned in 2008. Interest on securities increased to $436,000 due to an increase in the average security portfolio, and an increase in the average yield earned in 2008.

Interest Expense. Interest expense increased to $5.2 million for the nine months ended September 30, 2008, from $4.3 million for the nine months ended September 30, 2007. Interest expense increased due to an increase in the average balance of deposits during 2008, partially offset by a decrease in the average rate paid on deposits in 2008.

Provision for Loan Losses. The provision for loan losses is charged to operations to bring the total allowance to a level deemed appropriate by management and is based upon historical experience, the volume and type of lending conducted by the Company, industry standards, the amount of nonperforming loans, general economic conditions, particularly as they relate to the Company's market areas, and other factors related to the estimated collectibility of the Company's loan portfolio. The provision for the nine months ended September 30, 2008, was $1.7 million compared to $568,000 for the same period in 2007.

Although the Company has no exposure to the sub-prime lending issue that is affecting many banks, we have seen a sharp increase in 2008 in our impaired loans, as a result of decreased collateral values, declining credit quality and the overall weak economy. Aggressive action has been taken to identify loan impairment and this in turn has led to an increase of over 204% in our provision for loan losses in the nine months of 2008 compared to the same period in 2007. Management continues to believe at this time that due to the collateral value associated with these loans, no material losses will be incurred above that which has already been charged-off or accounted for in the reserves, and that the balance in the allowance for loan losses of $2.6 million is adequate at September 30, 2008.

Non-Interest Income. Total non-interest income decreased to $638,000 for the nine months ended September 30, 2008, from $767,000 for the nine months ended September 30, 2007, primarily as a result of a decrease in loan brokerage fees and gains recognized on sale of loans held for sale partially offset by an increase in service charges and fees on deposit accounts.

(continued)

Index

Comparison of the Nine-Month Periods Ended September 30, 2008 and 2007, Continued

Non-Interest Expense. Total non-interest expense increased to $6.4 million for the nine months ended September 30, 2008 from $5.5 million for the nine months ended September 30, 2007, primarily due to an increase in employee compensation and benefits of $245,000, an increase in occupancy and equipment of $286,000, an increase in data processing of $71,000 all due to continued growth of the Company, partially offset by a $159,000 decrease in advertising expense. In addition, largely due to the management of problem loans, there was a $352,000 increase in professional and other expenses for the nine months ended September 30, 2008.

Income Taxes. The income tax benefit for the nine months ended September 30, 2008, was $(808,000) compared to an income tax provision of $73,000 for the nine months ended September 30, 2007.

Index

Item 4T. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures

We maintain controls and procedures designed to ensure that information required to be disclosed in the reports that the Company files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. Based upon their evaluation of those controls and procedures performed within the 90 days preceding the filing of this Report, our Principal Executive Officer and Principal Financial Officer concluded that, subject to the limitations noted below, the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) under the Securities Exchange Act of 1934) are effective to ensure that the information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the U.S. Securities and Exchange Commission's rules and forms.

(b) Changes in Internal Controls

We have made no significant changes in the internal controls over financial reporting during the quarter ended September 30, 2008 that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

(c) Limitations on the Effectiveness of Controls

Our Management, including our Principal Executive Officer and Principal Financial Officer, does not expect that our disclosure controls and internal controls will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control.

The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Index

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

There are no material pending legal proceedings to which the Company is a party or to which any of its property is subject.

Item 6. Exhibits

Exhibits. The following exhibits are filed with or incorporated by reference into this report. The exhibits marked with an (a) were previously filed as a part of the Company's Registration Statement on Form SB-1, filed with the Federal Deposit Insurance Corporation on April 30, 2000; those marked with a (b) were filed with the Company's 2003 Proxy Statement filed with the Security and Exchange Commission ("SEC") on March 28, 2003; those marked with a (c) were filed with the Company's Definitive Schedule 14A filed with the SEC on October 26, 2005; those marked with a (d) were filed with the Company's Form 8-A with the SEC on November 16, 2001; those marked with an (e) were filed with the Company's Form 10-QSB with the SEC on August 2, 2007; and those marked with an (f) were filed with the Company's Form 10-QSB with the SEC on November 6, 2007.

Exhibit No.	**Description of Exhibit**
(d)3.1	Articles of Incorporation
(d)3.2	Bylaws
(e)3.3	Amendment to the Bylaws, Adopted August 15, 2007
(a)4.1	Specimen copy of certificate evidencing shares of the Company's common capital stock, $0.01 par value
(a)4.2	First Peoples Bank Stock Option Plan dated January 14, 1999
(a)4.4	Non-Qualified Stock Option Agreement
(b)4.5	Amendment to First Peoples Bank Stock Option Plan
(c)4.6	2005 Stock Compensation Plan
(a)10.1	First Peoples Bank Qualified 401(k) Profit Sharing Plan, dated May 1, 1999
(f)10.2	Amended and Restated Employment Agreement for David W. Skiles
(e)10.3	Amended and Restated Change in Control Agreement for Nancy E. Aumack
(e)10.4	Amended and Restated Change in Control Agreement for Stephen J. Krumfolz
(e)10.5	Amended and Restated Change in Control Agreement for Marge Riley
31.1	Certification of Chief Executive Officer required by Rule 13a-14(a)/15d-14(a) under the Exchange Act
31.2	Certification of Chief Financial Officer required by Rule 13a-14(a)/15d-14(a) under the Exchange Act
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002

Index

FPB BANCORP, INC. AND SUBSIDIARY

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

FPB BANCORP, INC.
(Registrant)

Date:	November 10, 2008	By: /s/David W. Skiles David W. Skiles, Principal Executive Officer, President and Chief Executive Officer
Date:	November 10, 2008	By: /s/ Nancy E. Aumack Nancy E. Aumack, Principal Financial Officer, Senior Vice President and Chief Financial Officer

Exhibit 31.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADDED BY
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the filing of the Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 (the “Report”) by FPB Bancorp, Inc. (the “Company”), I, David W. Skiles, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted as pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to our knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Dated: November 10, 2008

By: /s/David W. Skiles
David W. Skiles, Principal Executive Officer,
President and Chief Executive Officer

Exhibit 31.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADDED BY
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the filing of the Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 (the “Report”) by FPB Bancorp, Inc. (the “Company”), I, Nancy E. Aumack, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted as pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to our knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Dated: November 10, 2008

By: /s/Nancy E. Aumack
Nancy E. Aumack, Principal Financial Officer,
Sr. Vice President & Chief Financial Officer

Exhibit 32.1

Certification of the Principal Executive Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, David W. Skiles, certify that:

1. I have reviewed this report on Form 10-Q of FPB Bancorp, Inc. (the "Company");

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

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

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

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

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

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

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

5. The Company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the Audit Committee of the Company's Board of Directors:

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

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

Date: November 10, 2008

By: /s/David W. Skiles
David W. Skiles, Principal Executive Officer,
President and Chief Executive Officer

Exhibit 32.2

Certification of the Principal Financial Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Nancy E. Aumack, certify that:

1. I have reviewed this report on Form 10-Q of FPB Bancorp, Inc. (the "Company");

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

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

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

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

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

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

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

5. The Company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the Audit Committee of the Company's Board of Directors:

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

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

Date: November 10, 2008 **By: /s/Nancy E. Aumack**

Nancy E. Aumack, Principal Financial Officer
Senior Vice President and Chief Financial Officer