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Deal Overview

Buyer: Actual Acquirer: Target: Deal Type: Bank of the Sierra Bank of the Sierra Taft National Bank Bank & Thrift Company Agreement Date: Announcement Date: Announced Deal Value (\$ M): Status:

Completion Date: Announced Deal Value Per Share (\$) 12/15/2000 7.50 Terminated 2/22/2001

12/15/2000

2/22/2001 28.00

Deal Pricing Ratios

| | Announcement | Completion |
|-------------------------------------|--------------|------------|
| Price / Book (%) | 170.9 | NA |
| Price / Tangible Book (%) | 170.9 | NA |
| Price / Earnings (x) | 16.5 | NA |
| Price / Deposits (%) | 14.73 | NA |
| Price / Assets (%) | 13.39 | NA |
| Tangible Book Premium/ Deposits (%) | 7.28 | NA |

Deal Terms

Description of Consideration

Bank of the Sierra would have paid \$28.00 in cash for each outstanding share of Taft National Bank.

| Accounting Method | Purchase |
|--|-----------|
| In-State Transaction? | Yes |
| Merger of Equals? | No |
| Geographic Expansion? | In Market |
| Goodwill Generated (\$ 000) | 2,700 |
| Estimated Cost Savings (%) | NA |
| Estimated Cost Savings (\$ 000) | NA |
| Est. Restructuring Charges (\$ 000) | NA |
| Maximum Termination Fee (\$ 000) | 500 |
| Minimum Termination Fee (\$ 000) | NA |
| Exchange Ratio (Common For Common) | NA |
| Exchange Ratio (Common For Preferred) | NA |
| Exchange Ratio (Preferred For Common) | NA |
| Exchange Ratio (Preferred For Preferred) | NA |
| Lockup Agreement | No |
| Strike Price (\$) | NA |
| % of Shares Outstanding | NA |
| Shares Under Option | NA |
| Core Deposit Intangibles (\$ 000) | NA |
| Deal Advisers | |

Financial Advisers

| Party Advised | Adviser Hired? | Firm Name | Party Advised | Adviser Hired? | Firm Name |
|---------------|----------------|-------------------------|---------------|----------------|-----------------------------|
| Buyer | Yes | Bank Advisory Group LLC | Buyer | Yes | Fried Bird & Crumpacker |
| Seller | Yes | Findley Group | Seller | Yes | Gary Steven Findley & Assoc |

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