

CVB Financial Corp. (NASDAQ: CVBF; Ontario, CA) enters into stock purchase agreement with America Bancshares, Inc. (Private; Newport Beach, CA) to acquire American Security Bank

Deal Value: \$57 million

Sandler O'Neill + Partners, L.P. served as financial advisor to CVB Financial Corp., in this transaction. This transaction represents Sandler O'Neill's 117th bank or thrift transaction nationwide since January 1, 2011. Sandler O'Neill has served as a financial advisor on more bank and thrift transactions than any other investment bank during that time period.¹ Since January 1, 2011, Sandler O'Neill has advised on 25 bank or thrift transactions in the Western United States with an aggregate deal value of \$5.3 billion, more than any other investment bank.¹

ONTARIO, CA and NEWPORT BEACH, CA – CVB Financial Corp. (NASDAQ: CVBF) and America Bancshares, Inc. announced today that they have entered into a definitive stock purchase agreement, pursuant to which CVBF will acquire all of the stock of American Security Bank (ASB), the principal subsidiary of America Bancshares, Inc. ASB will then be merged with and into Citizens Business Bank (CBB), the principal subsidiary of CVBF. The transaction is valued at \$57.0 million and will be paid for by CBB using 100% cash.

At closing, based on December 31, 2013 financial information, CBB will add approximately \$253 million in loans, \$178 million in non-interest bearing deposits and \$356 million in total deposits to its existing totals of \$3.6 billion in loans, \$2.5 billion in non-interest bearing deposits, and \$5.5 billion in deposits and customer repurchase agreements as of December 31, 2013.

Christopher D. Myers, President and Chief Executive Officer of CVBF and CBB, remarked “We are excited to announce the merger of American Security Bank and Citizens Business Bank. We believe American Security Bank and their strong team of associates is a terrific fit for Citizens Business Bank as both organizations share a common philosophy and approach to community banking with an emphasis on serving the financial needs of small to medium sized business customers and owners. Citizens Business Bank’s wider menu of products and services will further build on the strong foundation American Security Bank has established in its key markets of Orange County, the Inland Empire and the High Desert.”

Upon completion of the merger, ASB will operate under the CBB name and brand. CBB will continue to deliver the high-touch level of service that ASB customers expect, with an expanded branch and ATM network and a broad range of products and services, including expertise in personal, small business, private and corporate banking, treasury management, and trust and investment services.

Financial Highlights (12/31/2013)

	CVB Financial Corp.	American Security Bank
<i>(Dollars in Millions)</i>		
Total Assets	\$ 6,665.0	\$ 412.3
Gross Loans	\$ 3,549.9	\$ 252.6
Total Deposits	\$ 4,890.6	\$ 356.2
Total Shareholders' Equity	\$ 771.9	\$ 55.0
Tang. Comm. Equity / Tang. Assets	10.81%	10.69%
LTM NIM	3.70%	3.71%
LTM Efficiency Ratio	45.83%	83.63%

Notes:
¹Excludes terminated transactions and self-advisory roles
 Source: SNL Financial

Pro Forma Branch Network



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