

AMERICAN SECURITY BANK & TRUST COMPANY (Hendersonville, TN) and CAPSTAR BANK (Nashville, TN) HAVE AGREED TO MERGE

Deal Value: Not disclosed

Sandler O'Neill served as the financial advisor to American Security Bank & Trust Company in this transaction. This transaction represents Sandler O'Neill's 57th bank or thrift transaction since January 1, 2010, more than any other financial advisor during that time period.¹

CapStar Bank, a Tennessee banking corporation headquartered in Nashville, Tennessee, and American Security Bank & Trust Company, a Tennessee banking corporation headquartered in Hendersonville, Tennessee, jointly announced they have signed a definitive agreement to merge. The combined company will have approximately \$880 million in assets, hold nearly \$770 million in deposits, and operate five branches in the Nashville MSA. The combined company will operate under the CapStar Bank name.

Claire W. Tucker, President and Chief Executive Officer of CapStar, will serve as President and Chief Executive Officer of the combined company.

Commenting on the merger, Tucker said, "The directors and employees of CapStar and American Security share a passion for delivering superior banking services to our customers, recognizing the importance of a personal touch and timely responsiveness. We will continue to focus on high quality personal service and local decision-making as each of our respective banks has historically done. The business strategy of both banks is focused on small to medium sized businesses, their owners and employees. The combination of our companies will expand our footprint to include Hendersonville and Gallatin, in addition to our current locations in Green Hills, Brentwood and downtown Nashville."

The transaction is subject to several conditions, including the approval of CapStar and American Security shareholders, and requisite regulatory authorities. The boards of directors of CapStar and American Security have both unanimously approved the transaction, and have delivered agreements to vote all of their respective stock in favor of the transaction. CapStar and American Security expect the transaction to close later this year.

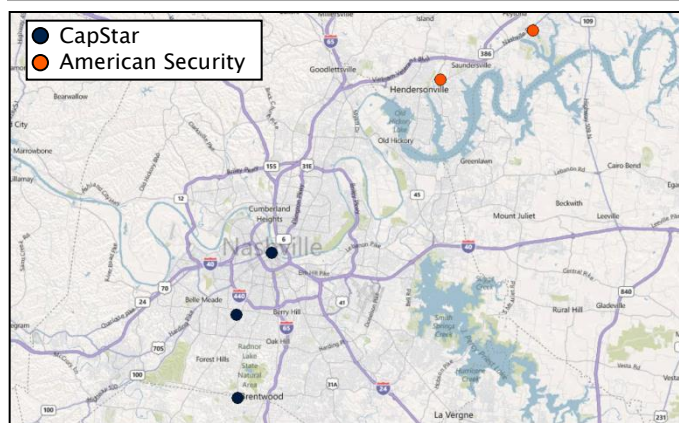
Comparable Financial Highlights

(Dollars in Millions)

	<u>CapStar</u>	<u>American Security</u>
Total Assets	\$711.2	\$168.9
Gross Loans	430.3	108.7
Total Deposits	621.2	147.6
Total Equity	74.6	18.9
Tang. Comm. Equity / Tang. Assets	8.17%	11.20%

(1) Excludes terminated transactions
Financial data as of December 31, 2011
Source: SNL Financial

Pro Forma Branch Network



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