

Bank of Sacramento (OTCBB: GSCB; Sacramento, CA) has agreed to merge with AmericanWest Bank (Private; Seattle, WA)

Deal Value: Approximately \$59.6 million

Sandler O'Neill served as financial advisor and provided a fairness opinion to Bank of Sacramento in this transaction. This transaction represents Sandler O'Neill's 152nd 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 29 bank or thrift transactions in the western region, more than any other investment bank. These transactions have an aggregate deal value of \$5.6 billion.¹

AmericanWest Bank and Bank of Sacramento today announced the execution of a definitive agreement whereby Bank of Sacramento plans to merge with, and become a part of, AmericanWest Bank, creating a larger combined presence in the Greater Sacramento area. The transaction will be accomplished through a merger of Greater Sacramento Bancorp (OTCBB: GSCB), the holding company for Bank of Sacramento, into an affiliate of AmericanWest Bank. Completion of the transaction is subject to the receipt of all necessary regulatory and shareholder approvals, as well as other customary closing conditions.

Based on financial information as of June 30, 2014, the combined bank will have approximately \$4.5 billion in assets and nearly 100 banking locations from Seattle to Southern California.

As of June 30, 2014, AmericanWest Bank had total assets of \$4.0 billion and Bank of Sacramento had total assets of \$468 million. Bank of Sacramento has four locations, all in the Greater Sacramento area. AmericanWest Bank operates five locations in the Greater Sacramento area and 94 overall.

Under the terms of the definitive agreement, at dosing, shareholders of Greater Sacramento Bancorp will receive \$22.05 in cash in exchange for each share, or \$60 million in the aggregate, subject to possible reduction in certain circumstances. The transaction is expected to close in the first half of 2015.

Financial Highlights (\$ mm)

	<u>AmericanWest</u>	<u>GSCB</u>
Total Assets	\$4,054	\$468
Net Loans	\$2,431	\$270
Deposits	\$3,201	\$379
Equity	\$556	\$38
LTM ROAA (%)	0.44%	0.59%

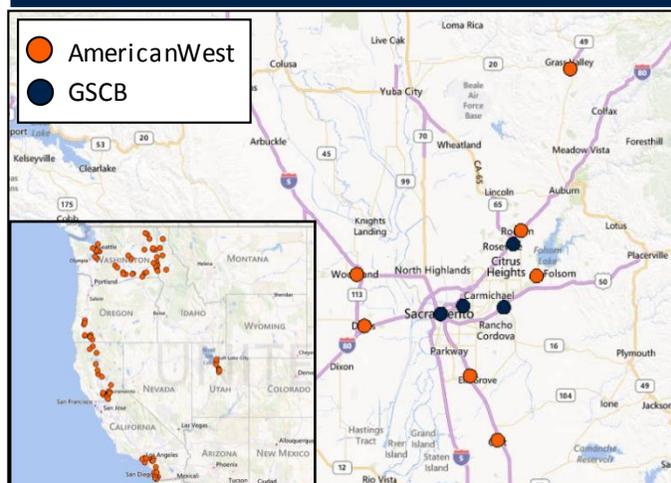
Notes:

¹Includes bank & thrift transactions since January 1, 2011; Excludes terminated transactions and self-advisory roles

Dollars in millions; financial data as of June 30, 2014

Source: SNL Financial

Pro Forma Branch Network



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