

HCBF Holding Company Inc. (Private; Fort Pierce, FL), parent of Harbor Community Bank, has agreed to acquire First America Holdings Corporation (OTCQB: FAHO; Bradenton, FL) and its subsidiary First America Bank

Deal Value: Not Disclosed

Sandler O'Neill served as financial advisor to HCBF Holding Company Inc. in connection with the transaction. This transaction is Sandler O'Neill's 153rd bank or thrift transaction nationwide since January 1, 2011, more than any other investment bank during that time period.¹ Since January 1, 2011, Sandler O'Neill has advised on 46 bank or thrift transactions in the southeastern region, more than any other investment bank during that time period.¹

BRADENTON, Florida, Oct. 16, 2014 — HCBF Holding Company Inc. (HCBF) and First America Holdings Corp. (FAHC) have announced the signing of an Agreement and Plan of Merger, whereby HCBF will acquire FAHC and its subsidiary First America Bank (First America) in Bradenton, Florida.

First America currently has assets of approximately \$260 million and five branch locations in the Manatee-Sarasota, Florida, market and a loan production office in Lee County. First America ranks fourth among Florida-based banks in deposit market share in the highly competitive Bradenton-Sarasota market, the FDIC's June 2014 report shows.

Upon the closing of this transaction, First America will be merged into Harbor Community Bank (Harbor), one of Florida's more highly capitalized banks. The transaction, anticipated to close in the second quarter of 2015, is subject to customary regulatory approval and FAHC shareholder approval.

Dan S. Hager, Chairman and Chief Executive Officer of First America, will join Harbor Community Bank's team as Florida West Coast Market President.

Harbor Community Bank, chartered in 1960 as the First Bank of Indiantown, Florida, brings a long history of community banking to the merger. First America Bank opened its first branch in June 2004 in Bradenton and serves customers from northeast Manatee County to Lee County. Harbor Community Bank, with finalization of the merger with Highlands Independent Bank announced in May and scheduled for closing on Oct. 24, will have assets of approximately \$ 1.1 Billion and 32 branch locations in 11 counties of Florida. With completion of the announced merger with First America, Harbor Community assets will total almost \$1.4 Billion and will have 37 branch offices or loan production offices in 14 Florida counties.

Harbor and the HCBF Holding Co. are led by seasoned Florida bankers Michael J. Brown Sr. (Chairman and CEO), J. Hal Roberts (President and COO), Randall Ezell (Executive Vice President and CFO) and Mike Brown Jr. (Executive Vice President and Chief Lending Officer). This Management team is committed to continue an organic and acquisition growth plan that started in 2011. This plan was supported by commitments of \$329 million in capital from the HCBF Holding Co. Board of Directors and outside investors.

Financial Highlights

(Dollar values in thousands)

	HCBF	FAHC
Total Assets	\$694,394	\$266,167
Gross Loans	\$369,099	\$180,505
Total Deposits	\$553,761	\$221,993
Total Equity	\$86,629	\$28,308
Tangible Common Equity / Tangible Assets	11.80%	10.97% ²

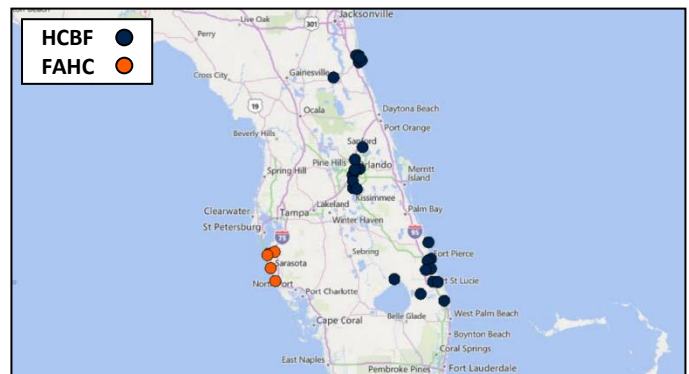
1) Excludes terminated transactions and self-advisory roles

2) Obtained from bank level data

Note: Financial data as of June 30, 2014

Source: SNL Financial

Pro Forma Broward County Branch Map



Sandler O'Neill Contacts:
 1251 Avenue of the Americas, 6th Floor
 New York, NY 10020

Bill Hickey
 Principal, Co-Head
 (212) 466-7704

Kyle Heroman
 Associate Director
 (212) 466-7728