

Volunteer State Bancshares, Inc. (Private; Portland, TN) announced that all of its shareholders have entered into an agreement with Gaylon Lawrence Jr. pursuant to which Mr. Lawrence will acquire 100% of the outstanding shares of Volunteer State Bancshares, Inc.

Deal Value: Undisclosed

Sandler O'Neill served as financial advisor and rendered a fairness opinion to the shareholders of Volunteer State Bancshares, Inc. This transaction represents Sandler O'Neill's 164th bank or thrift transaction nationwide since January 1, 2015, representing \$49.0 billion in aggregate transaction value. Sandler O'Neill has served as a financial advisor on more bank and thrift transactions and for a greater aggregate deal value than any other investment bank during that time period.¹

Since January 1, 2015, Sandler O'Neill has advised on 56 bank or thrift transactions in the Southeast for an aggregate transaction value of \$16.9 billion, more than any other investment bank during that time period.¹

PORTLAND, Tn., 4/25/2018 – Volunteer State Bancshares, Inc., the holding company for Volunteer State Bank and Guaranty Trust Mortgage Company and investor Gaylon Lawrence, Jr., today announced the signing of a stock purchase agreement for Mr. Lawrence to acquire 100 percent of the shares of Volunteer in an all cash transaction.

Volunteer State Bank was initially chartered in 1977 by a group of local businessmen and investors led by Larry Collins. Since then, the bank has grown to a total asset base of \$623 million with 10 branches and a loan production office throughout the Nashville, TN MSA, primarily serving customers in Sumner County, Robertson County, Williamson County and Rutherford County. Volunteer also operates a nationwide mortgage business through Guaranty Trust Mortgage Company.

Regarding the acquisition, Mr. Lawrence said, "Middle Tennessee is a great market and I'm excited to add Volunteer State Bank and Guaranty Trust Mortgage Company. My philosophy has been to invest in great markets and within those great markets, find the very best assets. Volunteer certainly meets that standard."

Following the acquisition, both Volunteer and Guaranty Trust will remain intact with their existing name, charter, management team and employees. The existing board of directors will remain in place and will be expanded to include three additional seats. Matt Ricker, President and Chief Executive Officer of Volunteer, and David Wolfe, Chief Financial Officer and Chief Operating Officer, will continue to manage and operate the Bank as well as be responsible for the company's ongoing strategic vision. Retta Gardner, President and Chief Operating Officer of Guaranty Trust Mortgage Company, will continue to manage, operate, and be responsible for that company's strategic vision as well.

"We're looking forward to the next chapter of our bank and the additional capacity we'll be able to provide Volunteer's loyal customers as a result of this acquisition," said Mr. Ricker. "We're especially grateful that we'll be able to continue moving forward with Volunteer's current strategy."

Gaylon M. Lawrence, Jr. owns a diverse group of companies in the banking and agriculture sectors, among many others. He operates his companies with a goal of long term value expansion and an emphasis on owning and operating businesses with scale. In addition to Volunteer, Mr. Lawrence owns seven banks, including Clarksville, Tennessee-based F&M Bank, which currently serves markets throughout central Tennessee, as well as Tennessee Bank & Trust in Nashville, a de novo bank. Additionally, Mr. Lawrence holds a stake in one of the largest privately owned HVAC distributorships, headquartered in California, as well as agriculture and land interests in Illinois, Missouri, Arkansas, Mississippi and Florida, where his holdings include one of the state's largest citrus grove management operations.

Financial Highlights

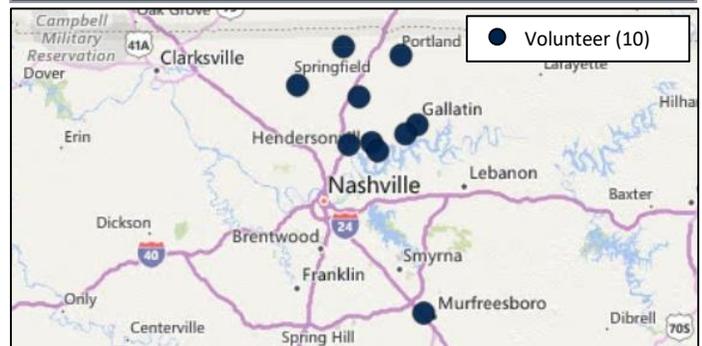
(Dollars in thousands)

Volunteer State Bancshares, Inc.

Total Assets	\$622,554
Total Gross Loans	\$529,810
Total Deposits	\$474,449
Total Equity	\$54,423
TCE / TA	8.74%

¹⁾ Excludes terminated transactions and self-advisory roles
 Note: Financial data as of December 31, 2017
 Source: S&P Global Market Intelligence

Branch Map



Sandler O'Neill Contacts:

Scott Clark
 Principal
 (212) 466-7965

Matthew Murray
 Vice President
 (212) 466-7726

Johnny Carson
 Vice President
 (415) 978-5008

Grant DuHamel
 Analyst
 (212) 466-7746