

The Bank Advisory Group advises community banks across the United States. We specialize in bank mergers & acquisitions and bank stock valuations. For more than 25 years, we have guided bankers through hundreds of M&A transactions and more than a thousand stock valuations. We've earned our authority through experience. Bankers tell us they value our know-how and integrity — just ask them.



THE BANK ADVISORY GROUP, L.L.C.

Bank M&A Specialists • Bank Stock Appraisers

“We have used The Bank Advisory Group to purchase two separate banks each in excess of \$100 million. Simply stated, they have provided us with three key deal-making advantages. They know banking and what makes a good deal. They know how to analyze mergers in a way that clarifies the present and future value of the transaction. And they understand the intangibles that can be vital to the art of negotiations.”

**Charlie Saeman, President and CEO
State Bank of Cross Plains, Wisconsin
(\$650 million total assets)**

Competence

It’s true that we know banking. That knowledge is critical when you’re facing possibly the most important financial decision you will ever make for your bank.

It’s true that we know what makes a good deal. We know to ask for the right information and to identify the key provisions that impact short-term corporate risks and long-term shareholder value.

Closing a deal requires strategic thinking, business savvy and skillful negotiation. It’s actually more an art than a science.

“We have used The Bank Advisory Group for over ten years to analyze bank purchases, review overall bank performance and do ESOP valuations. Our board and senior management have always respected their professionalism, financial review and candid remarks. As a result, we believe we are getting a thorough analysis, whether it be for a merger or a financial review of our bank.”

**Robert A. Hulseley, President and CEO
American National Bank of Texas, Terrell, Texas
(\$1.5 billion total assets)**

Candor

We are thorough because we specialize in community banking and we’ve been working in this field exclusively for more than two decades. We approach every project with the same regard for completeness and accuracy.

Whether it’s an acquisition analysis, a bid process, an appraisal of bank stock, or a fairness opinion letter, we let the facts speak for themselves. We tell it like it is.

That’s the way we do business.

“Faced with a once-in-a-lifetime event of selling our bank, we knew we needed assistance. After several interviews, we selected The Bank Advisory Group. Their technical knowledge and marketing expertise helped us through the process and secured an excellent value for our bank. We always felt comfortable, informed, and in control.”

**John French, Former Chairman
InterBank, Elk City, Oklahoma
(\$150 million total assets)**

Control

From our first conversation to the last handshake, we concentrate on what’s best for your bank and your shareholders. We examine your needs and your unique situation. We lay out the tasks and challenges as we see them. And we always solicit your input.

We explain the issues at every step of the process. We list the pluses and minuses and offer our best judgment. You always know where you stand and what you can expect. There are no surprises.

You stay informed and in control.

“Over the past 20 years, The Bank Advisory Group has acted as a sounding board to our Board of Directors on numerous corporate matters including, among other issues, bank acquisitions. I personally — and the PCBC’s Board of Directors collectively — deeply value the unvarnished, “call-it-as-you-see-it” approach of Bob Walters and his team. They set the standard for honesty, integrity, and ethics.”

**Edward E. Birch, Chairman
Pacific Capital Bancorp, Santa Barbara, California
(\$7.3 billion total assets)**

Trust

Many of our clients have been with us since the inception of our company in 1989. They value our work, call us first when a new need arises, and refer us to other bankers.

We approach every client with the goal of developing a long-term professional relationship. Trust grows as we work together, in actions as well as words.

The best respect is mutual.

“For our ownership, wrestling with the idea of selling the bank was difficult. The Bank Advisory Group presented the pros and cons in a very unbiased and unemotional way that put everything in perspective. Once the facts were laid out, it was a lot easier to go forward. The process, while at times emotionally painful to us, was methodical and well executed by The Bank Advisory Group. I’m not sure we could have sold the bank without the professional assistance they provided. We were certainly pleased with the outcome.”

Larry Kilgore, President
Southwest Bank, Fort Worth, Texas
(\$300 million total assets)

Focus

Our firm is large enough to handle your needs, yet small enough to work with you one-on-one. Our principals get directly involved with each project, assuring that you get the best we can offer.

As an objective third party, we guide you through a process that may sometimes seem chaotic and muddled by personal or community issues. We help you see the bigger picture and stay focused on the goal.

We are your harbor in the storm.

“As issues came up in selling our bank, I felt like I was under the gun. The Bank Advisory Group explained what was happening and why, which kept me calm and reassured. In the end, they managed to get us a price that was unheard of in Wisconsin at that time. In addition, they secured continued employment — with significant raises in salary — for our key people. I was impressed! They earned my highest confidence.”

**Bradley O. Yocum, Former President and CEO
State Bank of Howards Grove (the HSA Bank), Wisconsin
(\$150 million total assets)**

Results

Selling a bank is not just about finding a buyer. It’s more about creating a market: packaging your bank and enhancing competition among prospective bidders.

We know what potential buyers want to see in a bid book and how to engage them in a fair and professional bidding process. We analyze offers against objective criteria and help you single out the one that best meets your goals.

We measure our success by your success.

We advise community banks across the United States about merger & acquisition transactions. Since our founding in 1989, we have counseled hundreds of clients, performing services such as the following:

Buyers and Sellers

- Assist with strategic planning.
- Identify and assess acquisition candidates or potential acquirers.
- Provide pricing, structure, and pro forma analyses.
- Identify key regulatory issues and develop appropriate responses.
- Issue fairness opinion letters.
- Evaluate bids and acquisition proposals.
- Assist with dissenting shareholder disputes.
- Offer negotiation support and guidance.
- Advise on the purchase or sale of branches.

Merger-of-Equal Transactions

- Conduct pro forma analyses.
- Determine exchange ratio.
- Issue fairness opinion letters.

“Our bank has used The Bank Advisory Group for about ten years. They helped us move to a Subchapter S corporation, consider several acquisitions and acquire a bank. For these and other services, we have been very pleased. At one point, because of a conflict of interest, we had to go to another source. We were able to clearly see the difference: The Bank Advisory Group was a significantly more effective resource with capability and sophistication that delivers thorough and comprehensive solutions for complex transactions.”

**Joe Henkel, President and CEO
Kleberg First National Bank, Kingsville, Texas
(\$450 million total assets)**

Brokerage is a key service we offer to banks whose owners need or want to sell. The brokerage process typically consists of the following steps:

- **Analyze the financial status of the bank.**
- **Assess current pricing dynamics in the bank mergers & acquisitions market.**
- **Estimate a cash, fair-market evaluation range of the outstanding common stock.**
- **Prepare a bid book.**
- **List prospective bidders.**
- **Obtain confidentiality agreements from interested bidders.**
- **Submit a bid book to each prospective bidder.**
- **Analyze offers.**
- **Develop responses or counter-offers.**
- **Negotiate terms of the letter of intent and/or definitive agreement.**
- **Negotiate related transaction agreements.**
- **Work with legal counsel to prepare necessary documents.**
- **Issue a fairness opinion letter for shareholders.**

“Selling a bank is a complicated process. Many issues need to be taken into consideration. The Bank Advisory Group made the entire process easy to understand and relatively pain free. When it comes to setting up the bidding process, putting the data together for the bid package and negotiating the definitive agreement, The Bank Advisory Group are masters. I highly recommend them to anyone considering selling a bank.”

**Kenneth Heiser, Former President and CEO
The First National Bank of Hudson, Woodbury, Minnesota
(\$400 million total assets)**

We have performed more than a thousand valuations of banks and bank holding companies across the United States. The reasons for valuations vary — from ESOPs and shareholder agreements to tax and estate planning, mergers & acquisitions, goodwill impairment testing in accordance with FASB 142, and stock offerings. In all these situations, the valuation is of little use unless it is clear, credible, and based on solid market and financial data.

While many valuation methodologies exist, we believe no single method is sufficient or even applicable to every situation. We understand the theory behind valuing bank stocks and take great pains to select the appropriate methods for a given bank.

In addition, we stay current on the latest rulings from the IRS and the Comptroller of the Currency and on judicial decisions affecting bank stock.

When we perform a valuation, a process that typically requires twenty to twenty-five business days, we produce a written document that reflects a bank's uniqueness along with the particular circumstances surrounding the appraisal.

“Over the past 15 years, The Bank Advisory Group has consulted with our bank for multiple purposes, including bank acquisitions, stock repurchases, and ESOP valuations. The negotiating and structuring experience has been invaluable, and the stock valuations are so detailed that they are virtually unassailable. I have absolute confidence in The Bank Advisory Group. I wouldn't consider going to anybody else.”

**Frank Morris, Chairman and CEO
First State Bank, Gainesville, Texas
(\$400 million total assets)**



Robert L. Walters is a nationally recognized expert in bank financial analysis, stock appraisal, and mergers & acquisitions.

Prior to establishing The Bank Advisory Group in 1989, he founded and headed the community bank M&A and stock valuation advisory services of Sheshunoff & Co. He has guided hundreds of bank sellers, bank buyers, and partners in merger-of-equals transactions, compiling a depth and breadth of experience unparalleled in the community bank investment banking business.

Since the early 1980s, he has counseled more than 1,500 clients in the evaluation of control and minority blocks of community bank stocks. He has frequently provided expert witness testimony regarding the valuation of community bank stocks and the overall financial performance characteristics of the banking industry.

In the late 1970s and early 1980s, he pioneered the use of the federal “Call Report” data to design numerous bank peer group financial analysis tools that have become nationally recognized standards in the community banking industry. In the 1990s, he developed analytical tools using financial and market price data derived from publicly traded banking organizations that identify and correlate bank financial performance measures with bank stock market price performance. As such, he is recognized as an expert in bank performance analysis using data obtained from federal bank regulatory authorities and the SEC.

He speaks at national and state bank trade association seminars and conferences on bank financial performance analysis, mergers & acquisitions, and stock valuation issues. He is a founding principal in The Bank CEO Network, an educational program that provides current information on the banking industry to community bank presidents and chief executive officers throughout the United States.

He started his professional career as a Certified Public Accountant in auditing with Touche Ross & Co., in Austin. He graduated from Texas A&M University with a bachelor’s degree in accounting in 1972.



Stephen Skaggs, a principal and organizing partner of The Bank Advisory Group, has consulted with hundreds of community banks nationwide in M&A transactions.

He has special expertise in determining bank pricing trends, brokering banks for sale, analyzing banks for purchase, and developing novel comparative financial analyses.

Prior to forming The Bank Advisory Group in 1989, he was a vice president in the Investment Banking Division at Sheshunoff & Co. from 1983 through 1989. In addition to conducting bank valuations, he conceived and designed many of the bank and thrift financial ratio analysis products and publications produced by Sheshunoff Information Services. He also co-authored the company's widely read publication, *Buying, Selling, Merging Banks*.

He began his career as a credit analyst with InterFirst Bank Dallas, followed by a position as an analyst in the Bank Holding Company Applications Division of the Federal Reserve Bank of Dallas. He received a bachelor's degree in finance from Texas A&M University in 1981.



Daniel R. Jackson, a principal of The Bank Advisory Group since 1990, has worked extensively with community banks nationwide. In addition to evaluating M&A options, he has been involved in excess of a thousand fair market valuations of bank stock for M&A transactions, employee benefit plans, federal estate tax returns, and corporate reorganizations.

He began his career as a credit analyst with a subsidiary of InterFirst Corporation in Dallas and then served as a lending/credit administration officer with a community bank in Austin.

Beginning in 1986, he worked as a commissioned examiner with the Federal Reserve Bank of Dallas, including a period as an analyst with the Special Monitoring Unit for critically impaired banking organizations. He earned a bachelor's degree in accounting from The University of Texas at Austin in 1983.



Craig A. Cunningham joined The Bank Advisory Group as a financial analyst in 1997 after having served for seven years as an FDIC examiner. His experience includes working with a wide range of banking organizations, from small community banks to multi-billion-dollar companies.

At The Bank Advisory Group, he has worked extensively with community banks nationwide in providing fair market valuations of bank stock.

He began his career in 1989 as a field examiner and regional capital markets specialist with the FDIC. He graduated with honors from Angelo State University in San Angelo with a bachelor's degree in business.

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