

Edgar Filing: BANNER CORP - Form FWP

BANNER CORP  
Form FWP  
December 07, 2009  
Filed Pursuant to Rule 433

Issuer Free Writing Prospectus dated December 7, 2009

Relating to Preliminary Prospectus Supplement dated December 7, 2009

Registration No. 333-139520

Common Equity Offering  
December 2009  
Better ideas. Better banking.

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#### Disclosure Statement

The Company proposes to issue the common shares pursuant to a prospectus supplement that will be filed as part of an existing registration statement with the Securities and Exchange Commission on Form S-3. The offering may be made only by means of a prospectus and related documents. To read the prospectus in that registration statement, the preliminary prospectus supplement and the other documents incorporated by reference, please visit the SEC website at [www.sec.gov](http://www.sec.gov) for more complete information about the Company and the offering. Investors may obtain these documents without charge from the SEC at [www.sec.gov](http://www.sec.gov). Alternatively, copies of the preliminary prospectus supplement and the prospectus relating to the offering may be obtained from the Company at 919 Third Avenue, 6th Floor, New York, NY 10022, 1-866-805-4128 and D.A. Davidson & Co., 8 Third Street North, Great Falls, NY 12529. Copies can also be obtained for free from the website at [www.sandleroneill.com/prospectus/BANR-Prospectus.pdf](http://www.sandleroneill.com/prospectus/BANR-Prospectus.pdf).

The Private Securities Litigation Report Act of 1995 provides a "safe harbor" for certain forward-looking statements. This prospectus contains such statements with respect to the Corporation's financial condition, results of operations, plans, objectives, future performance or business. These statements are subject to risks and uncertainties, including those identified below, which could cause future results to differ materially from historical results. The words "believe," "expect," "anticipate," "intend," "estimate," "goals," "would," "could," "should" and other expressions w

forward-looking statements. We caution readers not to place undue reliance on these forward-looking statements, which is based on information available to us as of the date of this prospectus. These statements speak only as of their dates, and if no date is provided, then such statements speak only as of today. There are a number of important factors that could cause our actual results to differ materially from historical results or those anticipated, including, but not limited to: the credit risks of lending activities, including nonperforming assets, delinquencies and write-offs and changes in our allowance for loan losses and provision for loan losses that may be impacted by changes in real estate markets; changes in general economic conditions, either nationally or in our market areas; changes in the levels of general interest rates, short and long term interest rates, deposit interest rates, our net interest margin and funding sources; fluctuations in the demand for our services; other properties and fluctuations in real estate values in our market areas; secondary market conditions for loans and our ability to originate loans; examinations of us by the Board of Governors of the Federal Reserve System (the "Federal Reserve Board") and of our bank holding company, Banner Bank Corporation (the "FDIC"), the Washington State Department of Financial Institutions, Division of Banks (the "Washington DFI"); the possibility that any such regulatory authority may, among other things, institute a formal or informal enforcement action against us; increases in our reserve for loan losses, write-down assets, change our regulatory capital position or affect our ability to borrow funds; changes that may adversely affect our liquidity and earnings; legislative or regulatory changes that adversely affect our business including changes in the interpretation of regulatory capital or other rules; our ability to attract and retain deposits; further increases in premiums for deposits and expenses; the use of estimates in determining fair value of certain of our assets, which estimates may prove to be incorrect; staffing fluctuations in response to product demand or the implementation of corporate strategies that affect our workforce and operations; a breach of computer systems on which we depend; our ability to retain key members of our senior management team; costs and expenses; judgments; our ability to implement our growth strategy; our ability to successfully integrate into our operations any assets, liabilities, or personnel we have acquired or may in the future acquire and our ability to realize related revenue synergies and cost savings with respect to those related thereto; increased competitive pressures among financial services companies; changes in consumer spending, borrowing and saving patterns; address changes in laws, rules, or regulations or to respond to regulatory actions; our ability to pay dividends on our common stock and to make payments on our junior subordinated debentures; adverse changes in the securities markets; inability of key third-party providers to perform; accounting policies and practices, as may be adopted by the financial institution regulatory agencies or the Financial Accounting Standards Board and interpretation on accounting issues and details of the implementation of new accounting methods; other economic, competitive and market factors affecting our operations, pricing, products and services and the other risks described elsewhere in the preliminary prospectus supplement and the documents incorporated therein by reference; and future legislative changes in the United States Department of Treasury ("Treasury") ( "TARP" ) Capital Purchase Program.

The Corporation does not undertake any obligation to update any forward-looking statement to reflect circumstances or events that occur after the forward-looking statement is made.

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Use of Non-GAAP Financial Measures

Tangible equity, tangible common equity and tangible common equity to tangible assets are non-GAAP financial measures. We calculate tangible equity by excluding the balance of goodwill and other intangible

assets

from

shareholders

equity.

We

calculate

tangible

common

equity  
by  
excluding  
preferred equity from tangible equity. We calculate tangible assets by excluding the balance of goodwill and other intangible assets from total assets. We believe that this is consistent with the treatment by our bank regulatory agencies, which exclude goodwill and other intangible assets from the calculation of risk-based capital ratios. Accordingly, management believes that these non-GAAP financial measures provide information to investors that is useful in understanding the basis of our risk-based capital ratios.

In  
addition,  
by  
excluding  
preferred  
equity  
(the  
level  
of  
which  
may  
vary  
from

company to company), it allows investors to more easily compare our capital adequacy to other companies in the industry who also use this measure. We calculate normalized pre-tax, pre-provision earnings by adding provision for loan losses to income before income taxes. Management believes normalized pre-tax, pre-provision earnings is useful in assessing the Company's core performance and trends, particularly during times of economic stress.

These non-GAAP financial measures are supplemental and are not a substitute for any analysis based on GAAP financial measures. Because not all companies use the same calculations of tangible common equity, tangible assets and normalized pre-tax, pre-provision earnings, these presentations may not be comparable to other similarly titled measures as calculated by other companies.

Reconciliations of the non-GAAP financial measures are provided on page 22 and in Appendix A of this presentation.

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Transaction Overview

Issuer:

Banner Corporation

Ticker / Exchange:

BANR / NASDAQ GSM

Type of Offering:

Follow-on Public Offering

Type of Security:

Common Stock

Transaction Size:

\$75 million

Over-Allotment Option:

15%

Use of Proceeds:

Provide capital to Banner Bank to support growth and for general working capital purposes

Book-Running Manager:

Sandler O'Neill + Partners, L.P.

Co-Manager:

D.A. Davidson & Co.



5  
Presenting Today  
D. Michael  
Jones,  
President  
and  
Chief  
Executive  
Officer

Mr. Jones joined Banner Corporation in 2002 as President and Chief Executive Officer. Mr. Jones is a Certified Public Accountant (Inactive) and served as President and Chief Executive Officer from 1996 to 2001 for Source Capital Corporation, a lending company in Spokane, Washington. From 1987 to 1995, Mr. Jones served as President of West One Bancorp, a large regional banking franchise based in Boise, Idaho.

He is also a director of Banner Corporation and Banner Bank.

Lloyd  
W.  
Baker,  
Executive  
Vice  
President  
&  
Chief  
Financial  
Officer

Mr.  
Baker  
joined  
Banner  
Bank  
as  
Asset  
Liability  
Manager  
in  
1995.

He  
was  
promoted  
to  
Senior  
Vice  
President and made a member of the Executive Committee in 1998 and was named to his current position  
in  
August  
of  
2000.

Prior  
to  
joining  
Banner,  
he  
served  
in  
several  
asset  
liability  
and  
portfolio  
management  
positions with Far West Federal Bank in Portland, Oregon, and Fidelity Mutual Savings Bank in Spokane,  
Washington.

He  
also

served  
as  
Chief  
Financial  
Officer  
of  
Western  
Heritage  
Federal  
Savings  
&  
Loan  
in  
Pendleton, Oregon, and Community Savings & Loan Association in Wenatchee, Washington.

Richard  
B.  
Barton,  
Executive  
Vice  
President  
&  
Chief  
Lending/Credit  
Officer

Mr. Barton joined Banner Bank in 2002 as Chief Credit Officer and was named to his current position in 2008. Previously, Mr. Barton worked in a variety of commercial lending and credit risk management capacities

for  
Seafirst  
Bank/Bank  
of  
America

for  
30  
years,  
beginning  
in  
1972.

Key  
jobs  
included

commercial lending, commercial credit administration, special credits collection work, including six years involving the Seafirst Penn Square/Energy loan portfolio, commercial/residential real estate credit administration for the Pacific Northwest, and homebuilder real estate credit administration for the West Coast.

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Offering Objectives

Strengthens our capital position

Pro forma TCE/TA of 7.2%<sup>1</sup>

Pro forma Tier 1 leverage ratio of 11.0%<sup>1</sup>

Pro forma Total risk based capital ratio of 14.3%<sup>1</sup>

Allows for continued execution of our problem loan resolution process

Better positions us to capture business opportunities resulting from market dislocation

<sup>1</sup>

Based on September 30, 2009 ratios; assumes gross proceeds of \$75mm, 5.75% underwriting discount and \$300,000 in other e

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Investment Summary

Strategically-located Pacific Northwest branch network

Solid and growing deposit base

Loan portfolio with diversification in geographic and loan type

Diversified economic drivers across markets

Thorough and conservative approach to credit risk management has led to flattening credit quality trends

Management team with extensive operating and credit cycle experience in Pacific Northwest markets

Solid core operating results

Attractive current valuation

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Company Overview

Founded in 1890

89 branches and 8 loan production  
offices focused on complementary  
mix of urban and middle markets:

Seattle

Spokane

Portland

Boise

Columbia Basin

Focused on serving small-to-  
midsize businesses and individuals

Financial Highlights:

Total Assets:

\$4.8 billion

Total Loans:

\$3.9 billion

Total Deposits:

\$3.9 billion

Total

Shareholders

Equity<sup>1</sup>:

\$407

million

Note: Financial data as of September 30, 2009

1

Includes

\$124

million

of

preferred

stock

and

warrants

issued

to

the

U.S.

Treasury

under

the

Capital

Purchase

Program

(TARP)

Branch

Loan Center

Islanders Bank

Seattle

Portland

Boise

Spokane

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Loan Portfolio Composition

Geographic Breakdown

Loan Category Breakdown

Diversified lending by both collateral type and geography

Minimal out-of-market lending

Banner's strategic plan is aimed at changing the loan category mix by increasing commercial and consumer lending activity

\$677

\$226

\$303

\$153

\$369



\$678

\$482

\$585

\$424

\$0

\$100

\$200

\$300

\$400

\$500

\$600

\$700

\$800

Portland

\$651

17%

Columbia Basin

\$1,018

26%

Other

\$43

1%

Puget Sound

\$1,421

37%

Spokane

\$513

13%

Boise

\$251

6%

Note: Data as of September 30, 2009; dollars in millions

10  
Loan and Credit Quality Comparison  
Proactive credit management and problem recognition  
Commercial real estate portfolios are being proactively managed including loan by loan stress testing to identify potential problem assets  
90% of past due loans are on nonaccrual  
Credit issues remain concentrated in 1-4 family residential construction and land portfolios  
68% (\$4.2 million) of losses in the 1-4 family real estate category were mark-to-market charges for loans made in conjunction with

the  
Great  
Northwest  
Home  
Rush  
program  
that  
focused  
on  
facilitating the sale of completed homes financed for builders  
Credit losses in agriculture were related to a particular issue with a single borrower

(Dollars in Thousands)

Balances

Classified

NPL

YTD NCOs

Past Due

Loan Category

(\$)

(%)

(\$)

(%)

(\$)

(%)

(\$)

(%)

(\$)

(%)

CRE: Owner occupied

\$481,698

12.4

\$22,334

4.6

\$3,069

0.6

-

0.0

\$4,467

0.9

CRE: Investment properties

585,206

15.0

18,211

3.1

4,248

0.7

-  
0.0  
7,143  
  
1.2  
Multifamily real estate  
152,832  
  
3.9  
263  
  
0.2  
-  
  
0.0  
-  
  
0.0  
452  
  
0.3  
Commercial construction  
83,937  
  
2.2  
1,840  
  
2.2  
-  
  
0.0  
113  
  
0.1  
1,565  
  
1.9  
Multifamily construction  
62,614  
  
1.6  
-  
  
0.0  
-  
  
0.0  
-

0.0

-

0.0

1-4 family construction

277,419

7.1

104,692

37.7

68,565

24.7

16,007

5.8

70,501

25.4

Residential land and development

322,030

8.3

166,512

51.7

109,668

34.1

34,165

10.6

95,799

29.7

Commercial land and development

47,182

1.2

20,793

44.1

17,138

36.3

2,212

4.7

17,138

36.3  
Commercial business  
678,187

17.4  
55,205

8.1  
15,070

2.2  
8,946

1.3  
18,404

2.7  
Agricultural business, including secured by farmland  
225,603

5.8  
15,403

6.8  
6,624

2.9  
3,159

1.4  
8,460

3.7  
One- to four-family real estate  
676,928

17.4  
30,257

4.5  
18,797

2.8  
6,182

0.9  
20,370

3.0

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Consumer

302,558

7.8

390

0.1

110

0.0

1,230

0.4

980

0.3

Total

\$3,896,194

100.0

\$435,900

11.2

\$243,289

6.2

\$72,014

1.8

\$245,279

6.3

Note: Data as of September 30, 2009; Percentages in table are expressed as a percentage of the total loan portfolio balances.

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Loan Portfolio: Construction

Commercial

and

Multifamily

Const.

-

\$147mm

Residential

Construction

-

\$277mm

The commercial construction portfolio is less than 4% of the total loan portfolio and has no non-



performing loans

There are no past due, classified or non-performing multifamily construction loans

The residential construction portfolio is largely in the Seattle and Portland markets with significant borrower and submarket diversification

Residential construction balances declined 58% from their peak at June 30, 2007

The residential construction portfolio represents approximately 28% of total non-performing loans as of September 30, 2009

Idaho

\$15

5%

Washington

\$133

48%

Oregon

\$130

47%

Note: Data as of September 30, 2009; dollars in millions

\$31

\$13

\$6

\$7

\$63

\$23

\$4

\$0

\$10

\$20

\$30

\$40

\$50

\$60

\$70

12

Loan Portfolio: Land and Land Development

Breakdown by Type

Geographic Breakdown

Idaho

\$46

12%

Washington

\$180

49%

Oregon

\$143

39%

Note: Data as of September 30, 2009; dollars in millions

Total land and land development portfolio of \$369 million at September 30, 2009

Land  
and  
land  
development  
balances

have  
decreased

over

23%

since

September

30,

2008

Concentration has fallen from 12% to 10% of total loans

As of September 30, 2009, non-performing loans in this segment were \$127 million

(approximately 52% of  
total non-performing loans)

\$51

\$21

\$17

\$182

\$89

\$9

\$0

\$20

\$40

\$60

\$80

\$100

\$120

\$140

\$160

\$180

\$200

13  
Loan  
Portfolio:  
CRE

Owner  
Occupied  
Breakdown by Type  
Geographic Breakdown  
Idaho  
\$42  
9%  
Washington

\$380

79%

Oregon

\$60

12%

Note: Data as of September 30, 2009; dollars in millions

Total CRE-owner occupied portfolio of \$482 million at September 30, 2009

Average portfolio loan size of \$536 thousand

As of September 30, 2009, non-performing loans in this segment were \$3 million, or approximately 1% of total non-performing loans

Delinquency rate of 0.9% as of September 30, 2009

\$45

\$124

\$38

\$92

\$82

\$84

\$17

\$0

\$20

\$40

\$60

\$80

\$100

\$120

\$140

14  
Loan  
Portfolio:  
CRE

Income  
Property  
and  
Multifamily  
Loans  
Breakdown by Type  
Geographic Breakdown

Note: Data as of September 30, 2009; dollars in millions

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Total CRE income property and multifamily portfolio of \$738 million at September 30, 2009

Average portfolio loan size of \$682 thousand

At  
September  
30,  
2009,  
non-performing  
loans  
were  
\$4.2  
million,  
or  
approximately  
2%  
of  
total  
non-  
performing loans

Delinquency rate of 1.0% as of September 30, 2009

\$81

\$45

\$127

\$53

\$43

\$153

\$181

\$55

\$0

\$20

\$40

\$60

\$80

\$100

\$120

\$140

\$160

\$180

\$200

Idaho

\$52

7%

Washington

\$566

77%

Oregon

\$105

14%

Other

\$14

2%

15

Credit Philosophy Is Yielding Results

Banner's goal is to identify and resolve problems early instead of waiting for problems to mature before taking action

No single template that fits all problem credits

The  
actions  
below  
are  
a  
representative  
cross  
sample



of  
Banner's  
credit  
risk  
management

in  
action

Actions:

Results:

1)

Great

NW

Home

Rush

program

to

assist

builders in

selling completed homes. Banner provided special  
financing, advertising and required builder and realtor  
participation

2)

Stress testing of CRE portfolio loan by loan

3)

Asset Disposition Committee formed to consider  
alternatives for RE loans and OREO

4)

On site C&I/Agriculture portfolio review by executive  
management/senior credit staff

5)

Annual loan by loan risk rating certification

6)

Special issue research to determine portfolio impact  
(example: project to determine credits vulnerable to  
spiked energy costs)

7)

Rolling four quarter forecast of portfolio metrics

8)

Adequate staffing for credit risk management

1)

Since

March

2009,

375

of

612

homes

sold,

reducing

loan totals by over \$120 million

2)  
Identified  
credits

to  
watch  
while  
CRE  
credit  
still  
performing

3)  
With involvement of RE industry members, higher  
recoveries anticipated

4)  
Identify emerging credit issues, portfolio management  
weaknesses and training needs

5)  
Ensure accuracy of portfolio risk ratings

6)  
Identification

of  
hot  
spots  
in  
the  
portfolio  
and  
changes  
needed in new loan underwriting

7)  
Assess trends in portfolio quality and ALLL adequacy

8)  
In the past 12 months staff adds have been made in  
Special Assets, Credit Examination, and Credit  
Administration

16

Charge-offs and Reserves

Charge offs have been concentrated in the residential construction and land portfolio with the majority of the losses coming from the land portion of the portfolio

90%

of

non-performing

loans

have

had

detailed

individual

SFAS

114

specific  
impairment  
analysis

at September 30, 2009

Non performing loans have been reduced by \$38 million of charge-offs and have an additional \$17 million of specific reserves

Renegotiated loans were underwritten using current property valuations \$9.0 million (9.4% of total allowance) of unallocated reserves

(Dollars in Thousands)

Gross

NPAs /

Renegotiated

Quarterly

Loan Loss

Reserves /

Quarter

Loans

NPLs

OREO

Other<sup>1</sup>

NPAs

Assets

Loans

NCOs

Reserves

Loans

2008Q1

3,839,993

54,435

7,572

7

62,014

1.36%

2,026

1,881

50,446

1.31%

2008Q2

3,973,299

89,918

11,390

7

101,315

2.19%

7,771

6,876

58,570

1.47%

2008Q3

3,999,179  
119,366  
10,147  
6  
129,519  
2.79%  
15,514  
7,724  
58,846  
1.47%  
2008Q4  
3,961,408  
187,345  
21,782  
104  
209,231  
4.56%  
23,635  
16,649  
75,197  
1.90%  
2009Q1  
3,915,547  
224,097  
38,951  
318  
263,366  
5.84%  
27,550  
17,473  
79,724  
2.04%  
2009Q2  
3,913,081  
225,069  
56,967  
230  
282,266  
6.23%  
55,031  
34,030  
90,694  
2.32%  
2009Q3  
3,896,194  
243,288  
53,576  
1,425  
298,289  
6.23%

55,161

20,511

95,183

2.44%

1

Represents securities on nonaccrual at fair value and other repossessed assets held for sale, net

17

Illustrative SCAP Analysis

1

Loss rates based on midpoints of rate ranges in Table 1 of FRB's May 7, 2009 SCAP results

Balance as of 12/31/08

Loss Severity

1

(%)

Total Loss (\$000s)

Loan Type

(\$000s)

(%)

Baseline

More Adverse

Baseline

More Adverse

First Lien Mortgages

\$612,692

15.5%

2.00%

3.50%

\$12,254

\$21,444

Closed-end Junior Lien Mortgages

50,669

1.3%

19.00%

23.50%

9,627

11,907

HELOCs

153,327

3.9%

7.00%

9.50%

10,733

14,566

C&I

623,455

15.7%

3.50%

6.50%

21,821

40,525

Agriculture Product

148,290

3.7%

3.50%

6.50%

5,190

9,639

Farm Real Estate

55,764

1.4%

6.25%

10.50%

3,485

5,855

Construction & Development

1,047,055

26.4%

10.00%

16.50%



104,706  
172,764  
Multi-Family  
151,815  
3.8%  
5.00%  
10.50%  
7,591  
15,941  
CRE (Non-Farm, Non-Resi)  
1,015,717  
25.6%  
4.50%  
8.00%  
45,707  
81,257  
Credit Cards  
22,605  
0.6%  
14.50%  
19.00%  
3,278  
4,295  
Consumer  
68,752  
1.7%  
5.00%  
10.00%  
3,438  
6,875  
Other Loans  
18,372  
0.5%  
3.00%  
7.00%  
551  
1,286  
Loan  
Portfolio  
-  
12/31/08  
\$3,961,408  
5.59%  
9.57%  
\$221,275  
\$379,249  
Roll Forward to 9/30/09  
Net Charge-offs Q1 2009  
17,473  
17,473

Net Charge-offs Q2 2009

34,030

34,030

Net Charge-offs Q3 2009

20,511

20,511

September 30, 2009 Exposure

\$149,261

\$307,235

18

Pro Forma Capital Position

1

Assumes gross proceeds of \$75mm with underwriters' discount of 5.75% and expenses of \$300,000

2

Assumes proceeds risk-weighted at 20%

3

Assumes quarterly intangible amortization of \$647 thousand, quarterly pre-tax, pre-provision earnings of \$10 million and \$4.5 million issued quarterly as part of the DRIP program; earnings will be applied to assets, and capital raised will be applied to liabilities  
As of September 30, 2009

Projected September 30, 2011<sup>3</sup>

Actual

Pro Forma<sup>1</sup>

Baseline<sup>1</sup>  
 More Adverse<sup>1</sup>  
 SCAP Projected Loan Losses (Less YTD 2009 NCO's)  
 --  
 --  
 \$149,261  
 \$307,235  
 Common Equity / Assets  
 6.05%  
 7.41%  
 7.75%  
 4.65%  
 Equity / Assets  
 8.49%  
 9.82%  
 10.19%  
 7.17%  
 Tangible Common Equity / Tangible Assets  
 5.82%  
 7.19%  
 7.59%  
 4.48%  
 Tangible Equity / Tangible Assets  
 8.27%  
 9.60%  
 10.12%  
 7.10%  
 Well-  
 Capitalized  
 Tier 1 Leverage Ratio  
 5.00%  
 9.66%  
 11.02%  
 11.58%  
 8.47%  
 Tier 1 Risk-Based Ratio<sup>2</sup>  
 6.00%  
 11.27%  
 13.02%  
 13.67%  
 10.06%  
 Total Risk-Based Ratio<sup>2</sup>  
 10.00%  
 12.54%  
 14.28%  
 14.87%  
 11.26%

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Geographic Deposit Composition and Market Share

Note: Data as of September 30, 2009; dollars in millions

Source: Company filings and SNL Financial

Boise / So Idaho

\$264

7%

Greater Portland

\$297

8%

Puget Sound

\$1,227

32%

Admin

\$250

6%

Columbia Basin

\$1,353

35%

Greater

Spokane

\$470

12%

Deposit growth opportunity in key Northwest metropolitan markets  
complemented by our historically strong market position in the Columbia  
Basin

June 30, 2009

MSA

Rank

Branches

Deposits

(\$000)

Market

Share

(%)

Seattle-Tacoma-Bellevue, WA

14

17

686,653

1.0

Walla Walla, WA

1

6

567,136

46.7

Spokane, WA

6

16

440,592

6.0

Yakima, WA

3

6

312,297

13.3

Pendleton-Hermiston, OR

1

6

277,258

33.2

Portland-Vancouver-Beaverton, OR-WA

15

9

263,281

0.8

Bellingham, WA

5

7

232,748

7.3

Kennewick-Pasco-Richland, WA

4

4

179,497

8.2

Lewiston, ID-WA

2

3

156,492

20.5

Wenatchee-East Wenatchee, WA

4

2

143,374

7.6

Boise City-Nampa, ID

16

5

120,009

1.6

La Grande, OR

4

1

47,628

14.4

Oak Harbor, WA

8

1

46,451

4.7

Twin Falls, ID

9

1

38,122

2.8

Mount Vernon-Anacortes, WA

14

1

34,601

1.6

Counties not in an MSA

Baker, Oregon

3

1

36,428

17.3

San Juan, Washington

1

3

176,475

42.6

Columbia, Washington

1

1

26,590

31.2



20

Deposit Franchise Highlights

Deposit Composition

2.16%

2.36%

2.54%

2.96%

3.88%

3.55%

2.46%

1.50%

2.00%

2.50%

3.00%

3.50%

4.00%

2005

2006

2007

2008

Q1 2009

Q2 2009

Q3 2009

Historical Deposit Cost

Retail deposits have increased \$361 million (over 11%) year-to-date

Significant opportunity exists to further lower our cost of deposits as higher cost deposits re-price in the near term

Regular savings

\$522

14%

CDs <\$100k

\$956

25%

CDs >\$100k

\$1,053

26%

Non-int.-bearing

\$547

14%

Int.-bearing

checking

\$330

9%

Money market

\$454

12%

Note: Data as of September 30, 2009; dollars in millions

Deposit Sources

CD Maturity Schedule

After 3 years

\$39

2%

Within 1 year

\$1,563

78%

Between 1 and 3

years

\$407

20%

\$3,532

\$3,320

\$3,158

\$3,171

\$3,225  
\$2,403  
\$2,061  
\$144  
\$183  
\$232  
\$339  
\$338  
\$257  
\$171  
\$186  
\$248  
\$238  
\$269  
\$57  
\$134  
\$92  
\$0  
\$500  
\$1,000  
\$1,500  
\$2,000  
\$2,500  
\$3,000  
\$3,500  
\$4,000  
2005  
2006  
2007  
2008  
Q1 2009  
Q2 2009  
Q3 2009  
Retail Deposits  
Public Funds  
Brokered Funds

21

Core Operating Results

Actively expanding core deposit account base

Diversified lending platform including commercial, agriculture, consumer and real estate

Potential net interest margin opportunity as higher-cost deposits re-price

Increasing mortgage banking fee activity

Demonstrated expense control

(Dollars in Thousands)

Q4 2008

Q1 2009

Q2 2009

Q3 2009

Income (Loss) Before Provision For Income Taxes  
(\$83,473)  
(\$16,186)  
(\$26,989)  
(\$11,824)  
ADD: Provision For Loan Losses  
33,000  
22,000  
45,000  
25,000  
LESS: Net Change In Valuation Of Financial Instruments Carried At Fair Value  
13,740  
(3,253)  
11,049  
4,633  
ADD: Goodwill Write-Off  
71,121  
0  
0  
0  
Normalized Pre-Tax, Pre-Provision Earnings  
\$6,908  
\$9,067  
\$6,962  
\$8,543

22  
Investment Portfolio  
As  
of  
September  
30,  
2009,  
the  
securities  
portfolio  
had  
a  
carrying

value

of

\$319

million

The portfolio primarily serves as collateral for public funds deposits and retail repo/sweep accounts

The corporate bonds segment (primarily Trust Preferred securities and CDOs) has had significant downward fair value adjustments

The municipal securities consist of local state issuers (WA, OR and ID)

The

mortgage-backed

securities

and

CMO

securities

are

either

seasoned

premium

coupons

or

senior non-complex structures

Note: Data as of September 30, 2009

Equity securities

0%

Corporate bonds

14%

Tax-exempt

municipal bonds

23%

FNMA

13%

U.S. Agency

obligations

26%

Taxable

municipal bonds

1%

GNMA

6%

FHLMC

15%

Private issuer

MBS

2%

23

Attractive Market Demographics

Our markets demonstrate both strong past and projected growth trends

Five-Year

MSA

Market

Rank

Branches



Deposits  
in Market  
(\$000)  
Percent of  
Franchise  
(%)  
Population  
Change  
2000-2009  
(%)  
Proj.  
Population  
Change  
(%)  
Proj.  
HHI Change  
(%)  
Seattle-Tacoma-Bellevue, WA  
14  
17  
686,653  
18.1  
12.64  
6.04  
5.58  
Walla Walla, WA  
1  
6  
567,136  
15.0  
6.98  
2.93  
6.10  
Spokane, WA  
6  
16  
440,592  
11.6  
11.97  
5.52  
5.37  
Yakima, WA  
3  
6  
312,297  
8.3  
7.34  
3.49  
5.84  
Pendleton-Hermiston, OR

1  
6  
277,258  
7.3  
6.38  
1.93  
6.65  
Portland-Vancouver-Beaverton, OR-WA  
15  
9  
263,281  
7.0  
15.84  
7.31  
3.70  
Bellingham, WA  
5  
7  
232,748  
6.2  
18.14  
8.40  
6.57  
Kennewick-Pasco-Richland, WA  
4  
4  
179,497  
4.7  
26.42  
11.79  
7.00  
Lewiston, ID-WA  
2  
3  
156,492  
4.1  
4.58  
2.33  
7.15  
Wenatchee-East Wenatchee, WA  
4  
2  
143,374  
3.8  
11.85  
5.63  
6.21  
Boise City-Nampa, ID  
16  
5

120,009

3.2

32.63

14.05

4.71

La Grande, OR

4

1

47,628

1.3

2.30

1.24

4.67

Oak Harbor, WA

8

1

46,451

1.2

13.77

5.76

5.64

Twin Falls, ID

9

1

38,122

1.0

16.48

8.16

6.70

Mount Vernon-Anacortes, WA

14

1

34,601

0.9

16.74

7.53

6.85

Banner: Weighted Average by MSA

93.7

12.24

5.53

5.82

Nationwide: Weighted Average by MSA

10.06

4.63

4.06

Counties not in an MSA

Baker, Oregon

3

1

36,428

1.0

(2.02)

(2.16)

4.10

San Juan, Washington

1

3

176,475

4.7

13.53

4.94

1.63

Columbia, Washington

1

1

26,590

0.7

0.71

(0.24)

4.45

Banner: Weighted Average Franchise

6.3

12.08

5.39

5.60

Nationwide: Aggregate

10.06

4.63

4.06

Source: SNL Financial

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Investment Summary

Strategically-located Pacific Northwest branch network

Solid and growing deposit base

Loan portfolio with diversification in geographic and loan type

Diversified economic drivers across markets

Thorough and conservative approach to credit risk management has led to flattening credit quality trends

Management team with extensive operating and credit cycle experience in Pacific Northwest markets

Solid core operating results

Attractive current valuation

25

Appendix A: Reconciliation of Non-GAAP Measures

1

Assumes gross proceeds of \$75mm with underwriters' discount of 5.75% and expenses of \$300,000

2

Assumes proceeds risk-weighted at 20%

3

Assumes quarterly intangible amortization of \$647 thousand, quarterly pre-tax pre-provision earnings of \$10 million and \$4.5 million issued quarterly as part of the DRIP program; earnings will be applied to assets, and capital raised will be applied to liabilities (Dollars in Thousands)

As of September 30, 2009

Projected September 30, 2011<sup>3</sup>

Actual

Pro Forma <sup>1</sup>	
Baseline <sup>1</sup>	
More Adverse <sup>1</sup>	
Stockholders' equity	
\$406,723	
\$477,111	
\$488,961	
\$332,962	
Goodwill	
0	
0	
0	
0	
Other intangible assets, net	
11,718	
11,718	
8,483	
8,483	
Tangible equity	
395,005	
465,393	
480,478	
324,479	
Preferred equity	
117,034	
117,034	
117,034	
117,034	
Tangible common equity	
277,971	
348,359	
363,444	
207,445	
Total assets	
4,788,008	
4,858,396	
4,799,858	
4,643,859	
Goodwill	
0	
0	
0	
0	
Other intangible assets, net	
11,718	
11,718	
8,483	
8,483	
Tangible assets	
\$4,776,290	

\$4,846,678

\$4,791,375

\$4,635,376