

## FCB Florida Bancorporation, Inc. (Orlando, FL)

*has announced its intention to merge with*

## Anderen Financial, Inc. (Palm Harbor, FL)

**Austin Associates served as financial advisor to FCB Florida Bancorporation with Craig Mancinotti serving as the lead advisor.**

**Email: [Craig.Mancinotti@austinassociates.com](mailto:Craig.Mancinotti@austinassociates.com)**

### Transaction Summary

- FCB Florida Bancorporation, the holding company for First Commercial Bank of Florida headquartered in Orlando, Florida, and Anderen Financial, Inc., the holding company for Anderen Bank headquartered in Palm Harbor, Florida, have announced the signing of a definitive merger agreement.
- First Commercial Bank of Florida will be the resulting bank. The pro forma combined company had \$850 million in assets, \$670 million in loans and deposits, and nearly \$100 million in equity capital as of March 31, 2009.
- FCB Florida Bancorporation maintains a 9-branch network in the Orlando MSA and Anderen has two branches in the Tampa MSA. First Commercial Bank plans to add three new offices in the Hillsborough-Pinellas County market following consummation.

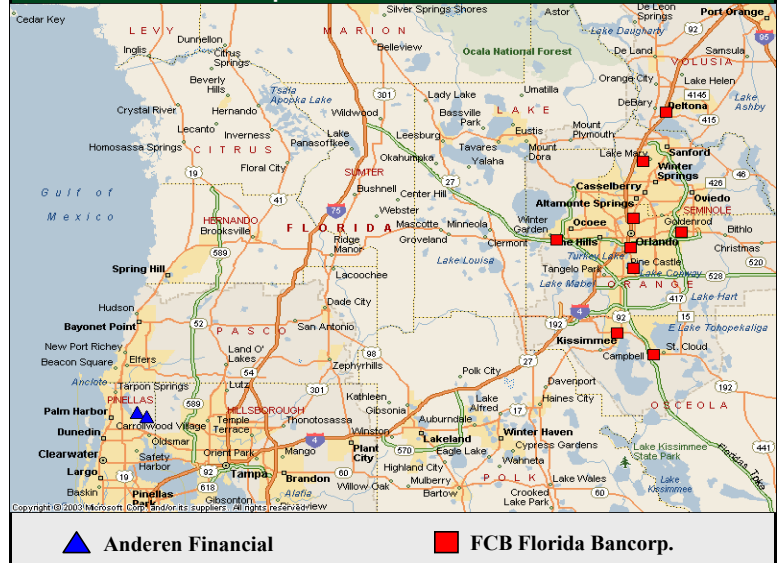
### Deal Terms

**Announcement Date:** April 6, 2009

**Deal Consideration:** Stock

Shareholders of Anderen Financial will be entitled to receive 0.4234 shares of FCB Florida Bancorporation common stock for each common share of Anderen Financial. The Board of Directors of the combined company will be comprised of an equal number of directors from each bank.

### Pro Forma Branch Map



### Bank Financial Profiles (As of 12/31/08)

	<i>Anderen Financial</i>	<i>FCB Florida Bancorporation</i>
Total Assets (\$000)	\$88,957	\$703,852
Total Loans (\$000)	\$44,713	\$597,661
Total Deposits (\$000)	\$41,540	\$595,979
Total Equity (\$000)	\$41,743	\$48,525
Tangible Equity (\$000)	\$41,743	\$48,525
Tg Equity/ Tg Assets	46.92%	6.89%
LTM Net Income (\$000)	-\$2,932	-\$4,471
LTM ROAA	-5.02%	-0.62%
LTM ROAE	-8.99%	-8.36%
NPAs / Assets (1)	0.00%	6.89%
LTM NCOs/ Avg Loans	0.00%	0.68%
LLR/ Loans	1.23%	3.46%
Branches at Announcement	2	9

(1) Includes 90+ days past due, nonaccrual loans and OREO.  
 Tg = Tangible; LTM = Last Twelve Months; YTD = Year-to-Date

### Key Market - Economic/Demographic Data by MSA

	2008 Estimated	% Change 2000-2008	Projected % Change 2008-2013
<b>Population</b>			
Orlando-Kissimmee, FL	2,133,842	29.8%	16.6%
Tampa/St. Petersburg, FL	2,808,971	17.2%	10.6%
State of Florida	19,119,225	19.6%	11.6%
<b>Median Household Income</b>			
Orlando-Kissimmee, FL	\$54,195	29.0%	11.3%
Tampa/St. Petersburg, FL	\$48,787	30.1%	13.2%
State of Florida	\$50,509	30.0%	15.0%