

Edgar Filing: MOUNTAIN BANK HOLDING CO - Form 425

MOUNTAIN BANK HOLDING CO

Form 425

May 10, 2007

Filed by Columbia Banking System, Inc.

Pursuant to Rule 425 under the Securities Act of 1933

And Deemed Filed Pursuant to Rule 14a-12

Under the Securities Exchange Act of 1934

Subject Company: Mountain Bank Holding Company

Registration No. 333-142648

The slides below form a part of a presentation by representatives of Columbia Banking System, Inc. (Columbia), to investors, analysts and other interested parties at the D.A. Davidson Financial Services Conference in Seattle, Washington on May 9, 2007, and similar future presentations. The slides, which include information about Columbia s proposed acquisition of Mountain Bank Holding Company (and a separate proposed acquisition of Town Center Bancorp), are hereby filed by Columbia pursuant to Rule 425 under the Securities Act of 1933 in connection with the acquisition of Mountain Bank Holding Company.

* * *

COLB
March 31, 2007

2

Safe Harbor Statement

This presentation may include forward-looking statements. Actual results may differ materially from those currently expected. Additional information concerning factors that could cause such differences is contained in Columbia's Annual

Report on Form 10-K and other filings with the
Securities and Exchange Commission.

3

Full-service commercial bank

South Sound area expansion began in August 1993

Since 1993, grown from 4 to 40 branches in Washington and
NW Oregon

Assets have grown from \$211 million to \$2.7 billion, with over
85% de novo growth

21% compounded net income growth for last 5 years

Columbia Banking System, Inc.

March 31, 2007

4

The Northwest Economy

Diversified economy

Solid real estate and commercial business loan growth

Good housing market; low default rate

Job market growth tops national pace

Increase in personal income

Strong growth opportunities

5
Economic Drivers

6
Columbia Franchise
Columbia Bank
Washington
Pierce County
22
King County

8
Cowlitz County
3
Kitsap County
1
Thurston County
1
Bank of Astoria
Oregon
Clatsop County
4
Tillamook County
1
33%
13%
16%
1%
6%

Deposit Market Share

Source: FDIC Annual Deposit Report as of June 30, 2006

7
An Attractive Footprint

8
Pro Forma Consolidated Overview
\$312
Equity (\$ mil)
\$2,335
Deposits (\$ mil)
\$1,963

Net Loans (\$ mil)

\$2,945

Assets (\$ mil)

52

Branches

Columbia Banking System, Inc.

December 31, 2006

9

Building On Our Strengths

Vibrant Pacific Northwest markets

Ability to leverage strong retail system

Broad-based products & services

Diversified loan portfolio

Decision-making close to clients

Experienced relationship managers
Measurable excellence in customer service

10

Success Strategy

Strong branch network; core deposits represent 73%
of total deposits

Expand branch footprint --

de novo expansion and

accretive acquisitions in the Pacific Northwest

Fee income growth

Become *THE* community bank in all the communities
we serve.

Build shareholder value

11
Financial Performance

12
\$0
\$5
\$10
\$15
\$20
\$25

\$30
\$35
2002
2003
2004
2005
2006
Q1 '07

Net Income

In millions

Note: The Bank of Astoria acquisition closed on October 1, 2004.

21% CAGR (2002-2006)

\$29.6
\$22.5
\$10.9
\$19.5
\$32.1
\$7.3

13
\$0.00
\$0.50
\$1.00
\$1.50
\$2.00
2002

2003

2004

2005

2006

Q1 '07

Earnings Per Share Growth

\$1.87

\$1.52

\$0.78

\$1.37

\$1.99

(Diluted)

\$0.45

14
\$0.00
\$0.02
\$0.04
\$0.06
\$0.08
\$0.10

\$0.12

\$0.14

\$0.16

\$0.18

\$0.20

Q1 '05

Q2 '05

Q3 '05

Q4 '05

Q1 '06

Q2 '06

Q3 '06

Q4 '06

Q1 '07

Dividends Per Share

\$0.07

\$0.17

15
Total Revenue
\$-
\$20
\$40
\$60
\$80

\$100

\$120

\$140

2002

2003

2004

2005

2006

Q1 '07

Net Interest Income

Noninterest Income

(in millions)

\$115.7

\$94.2

\$84.3

\$86.7

\$122.4

\$30.9

16
Efficiency Ratio
50%
55%
60%
65%
70%

2002
2003
2004
2005
2006
Q1 '07
63.20%
61.20%
62.86%
64.46%
58.95%
63.39%

17

Profitability Measures

0.00%

0.20%

0.40%

0.60%

0.80%

1.00%

1.20%

1.40%

Return on Average Assets

Note: The Bank of Astoria acquisition closed on October 1, 2004.

0.0%

3.0%

6.0%

9.0%

12.0%

15.0%

Return on Average Equity

18
Net Interest Margin
3.50%
3.75%
4.00%
4.25%
4.50%

4.75%
2002
2003
2004
2005
2006
1Q 2007
4.19%
4.44%
4.23%
4.50%
4.49%
4.37%

19
Deposits
\$2.08 Billion at March 31, 2007
\$0
\$300
\$600
\$900

\$1,200

\$1,500

\$1,800

\$2,100

2002

2003

2004

2005

2006

Q1

'07

Core Deposits

Other

(\$ in 000s)

CDs

Savings

Money Market

Interest Checking

Checking

27.0%

21.5%

20.7%

25.5%

5.3%

Average Cost of Deposits:

3.11%

20
Loans
\$1.83 Billion at March 31, 2007
Commercial
Business
Other
Commercial Real

Estate

(In millions)

44.7%

18.2%

37.1%

Average Loan Yield:

7.82%

\$0

\$200

\$400

\$600

\$800

\$1,000

\$1,200

\$1,400

\$1,600

\$1,800

\$2,000

2002

2003

2004

2005

2006

Q1 '07

21
Strong Asset Quality
0.00%
0.50%
1.00%
1.50%
2002

2003
2004
2005
2006
Q1 '07
Columbia
Peer Group
NPL / Total Loans
0.31%
0.62%
1.45%
1.23%
0.20%
0.18%

22

Columbia Banking System, Inc.

Strong capital position (RBC = 12.70%)

Strong credit quality (NPL/total loans: 0.18%)

Strong liquidity (loan to deposit ratio: 88%)

Low-cost deposit gathering (avg. cost: 3.11%)

23
1/1/04
6/4/04
11/8/04
4/14/05
9/16/05
2/21/06

7/27/06

12/29/06

80

100

120

140

160

180

200

COLB Stock Price Performance

Relative Stock Price Performance

Last Three Years

S&P 500 Index

27.6%

COLB

70.3%

NASDAQ

BANKS

17.9%

Source: Factset as of 12/31/06.

COLB

NASDAQ / Banking Index

S&P 500 Index

24
COLB
Melanie J. Dressel
President & Chief Executive Officer
P.O. Box 2156
Tacoma, WA 98401-2156
253-305-1911

mdressel@columbiabank.com
Gary R. Schminkey
EVP & Chief Financial Officer
P.O. Box 2156
Tacoma, WA 98401-2156
253-305-1966
garys@columbiabank.com

* * *

Columbia Note Regarding Forward Looking Statements

The slides include forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, which can be identified by words such as may, expected, anticipate, continue, or other comparable words. In addition, all statements other than statements of historical facts that address activities that Columbia expects or anticipates will or may occur in the future are forward-looking statements. Readers are encouraged to read the reports of Columbia filed with the Securities and Exchange Commission (the SEC), particularly its Form 10-K for the fiscal year ended December 31, 2006, for a discussion of risks, uncertainties and other factors that may cause actual results to differ materially from those contemplated by the forward looking statements. Additional factors that could cause actual results to differ materially from those contemplated by the forward-looking statements include failure of the respective companies' shareholders to approve either or both of the transactions discussed in the slides, delays or other difficulties in obtaining required regulatory approvals of one or both of the transactions, or failure to consummate one or both of the transactions for any other reason.

Additional Information About the Transaction and Where to Find It

In connection with the proposed acquisition of Mountain Bank Holding Company, Columbia has filed with the SEC a Registration Statement on Form S-4 containing a preliminary proxy statement/prospectus for the shareholders of Mountain Bank Holding Company. The definitive proxy statement/prospectus will be mailed to Mountain Bank's shareholders. **Shareholders of Mountain Bank and other interested parties are urged to read the definitive proxy statement/prospectus when it becomes available and other relevant documents Columbia and Mountain Bank have filed or will file with the SEC, including the registration statement containing the preliminary proxy statement/prospectus, at the SEC's website at www.sec.gov because they contain important information about the proposed transaction.** The definitive proxy statement/prospectus (when it is available) and other documents filed by Columbia with the SEC may also be obtained free of charge by requesting them in writing from Columbia Banking System, Inc., Attention: Corporate Secretary, 1301 A Street, Suite 800, Tacoma, Washington 98402. Copies of the definitive proxy statement/prospectus (when it is available) and documents filed by Mountain Bank with the SEC may also be obtained for free by contacting Sheila Brumley, Mountain Bank Holding Company, 501 Roosevelt Avenue, Enumclaw, Washington 98022.

Participants in the Solicitation

Mountain Bank, Columbia and their respective directors, executive officers and certain other members of management may be deemed to be participants in the solicitation of proxies from Mountain Bank shareholders in favor of the proposed transaction. Information regarding the persons who may, under the rules of the SEC, be considered participants in the solicitation of the Mountain Bank shareholders, including Mountain Bank's executive officers and directors, is included in the preliminary proxy statement/prospectus, which is available now, and will be included in the definitive proxy statement/prospectus when it becomes available. Information about Columbia's executive officers and directors is available in Columbia's definitive proxy statement on Schedule 14A filed with the SEC on March 19, 2007. You can also obtain free copies of these documents from Columbia or Mountain Bank using the contact information above.