

Bank Watch

Southeast

Specialty Finance Sector Shows Signs of M&A Life

The M&A market for banks remains steady relative to Street expectations for a quicker pace, given well-documented earnings and regulatory challenges that smaller institutions face. Year-to-date through August 19, 2013, there were 137 announced bank and thrift transactions, which equates to about 210 deals on an annualized basis. This compares to 251 announced deals in 2012 and 178 in 2011. Pricing, as measured by the average price/tangible book multiple of 117%, is comparable to median pricing observed the past few years; however, P/E ratios have declined as earnings have recovered. The median P/E for 2013 was 23.2x, compared to 33.0x in 2012.

In particular, the specialty finance sector has seen a steady pace of transactions. According to *SNL Financial*, there have been 43 acquisitions of specialty finance companies year-to-date by banks and non-banks, for an aggregate value of \$7.4 billion. There were 80 deals valued at \$10.8 billion in 2012 and 70 deals valued at \$36.0 billion in 2011. Since 2008, the average price/book multiple has ranged between 187% (2011) and 78% (2010). The median year-to-date price/book multiple was 124%, while the median P/E was 7.8x. Sector pricing averages should be taken with a grain of salt as the homogeneity in the banking sector does not apply to the same degree in specialty finance.

While interest in mortgage banking may be waning with rising rates, other specialty finance sectors, such as commercial real estate (CRE), are receiving more attention as banks and non-banks return to the sector. As an example, Capital One Financial Corporation (COF) announced on August 16, 2013 that it would acquire Beech Street Capital for an undisclosed price. Beech Street was founded in 2009 by long-time banking executive Alan Fishman along with employees from Fannie Mae, Freddie Mac, and other lenders. Beech Street focuses on multi-family lending as a Fannie Mae "Delegated Underwriting and Servicing" ("DUS") lender. Such firms are approved to underwrite, close, and deliver most loans without a prior review by Fannie Mae. Capital One is acquiring one of the 24 designated DUS firms and will presumably gain a competitive advantage in underwriting multi-family loans at a time when the sector is benefiting from a resurgence of apartment construction.

Another transaction of note is the July 22, 2013 announcement that PacWest Bancorp (PACW) will acquire CapitalSource Inc. (CSE) for \$2.3 billion of stock and cash. Pricing equated to 169% of June 30 tangible book value and 19x consensus 2013 EPS. Although CapitalSource's primary subsidiary operated as a bank via its California industrial loan charter, the Company is more akin to a commercial finance company in a bank wrapper. PacWest will obtain a prodigious asset generator that will be funded with its core deposits.

Acquisitions of specialty finance companies by banks are not a panacea for challenges that face the industry; however, in some instances a transaction that is thoroughly vetted, well-structured, and attractively priced can provide the buyer a new growth channel while also obtaining revenue and earnings diversification. At Mercer Capital we have three decades of experience in valuing and evaluating a range of financial service companies for banks, private equity, and other investors. We would be happy to assist you in evaluating an opportunity that your institution may be considering.



Jeff K. Davis, CFA
jeffdavis@mercercapital.com

Evaporating Gains

by Madeleine G. Davis

Comments by Federal Reserve Board Chairman Ben Bernanke in the second quarter of 2013 resulted in significant increases in Treasury rates during the quarter, particularly for longer-term securities. In May, Bernanke testified before Congress and outlined the Fed's eventual approach for exiting its accommodative monetary policy, which has included very low interest rates as well as purchases of mortgage-backed securities and Treasuries. Bernanke noted that the Fed would likely begin its exit strategy by gradually reducing asset purchases, prior to a focus on increasing interest rates. Prior releases by the Federal Open Market Committee indicated that rate increases likely will not begin until the unemployment rate has fallen below 6.5%, assuming inflation projections remain in line with longer-term goals. Bernanke's comments before Congress suggest, however, that some tightening of monetary policy could come earlier, through the reduction in asset purchases. In response to Bernanke's comments, longer-term interest rates began to tick up through May and into June.

On June 19th, Bernanke said in a press conference that the Fed could begin to reduce its asset purchases as early as the end of 2013 and could potentially cease such purchases in mid-2014. The near-term timeline for reducing asset purchases spurred a spike in interest rates that compounded the effect of the already-increasing trend in rates observed through May. Rates continued to exhibit volatility throughout the rest of June as markets reacted to Bernanke's comments.

Treasury Rates



The interest rate increases in the latter part of second quarter resulted in the evaporation of unrealized gains in banks' bond portfolios, which had been at very high levels given the persistently low rate environment. The table below summarizes the extent of losses in unrealized bond gains for banks in the second quarter. The number of banks with assets over \$250 million reporting unrealized gains embedded in their bond portfolios fell from 1,985 at March 31, 2013 to 1,018, or 49% fewer, while the number of banks reporting embedded losses tripled from 477 to 1,427.

Asset Size	Avg. Δ Unrealized Gains* (\$000s)	Avg. Δ Unrealized Gains* (%)	Avg. Δ Accum. OCI (%)	Avg. Δ Equity Capital (%)	Avg. Tang. Equity / Tang. Assets 3/31/13	Avg. Tang. Equity / Tang. Assets 6/30/13	Δ Avg. Tang. Equity / Tang. Assets
\$250 Mil - \$500 Mil	-1,275	-444%	-398%	-2.0%	10.8%	10.6%	-0.2%
\$500 Mil - \$1 Bil	-2,250	-316%	-347%	-1.2%	10.8%	10.6%	-0.2%
\$1 Bil - \$5 Bil	-5,654	-246%	-286%	1.2%	10.5%	10.3%	-0.2%
\$5 Bil - \$10 Bil	-16,382	-143%	-134%	1.9%	10.7%	10.8%	0.1%
\$10 Bil - \$250 Bil	-99,041	-227%	-738%	0.7%	10.2%	10.1%	-0.1%
More than \$250 Bil	-1,962,240	-93%	-64%	-0.6%	8.0%	7.9%	-0.1%
Average - All	-11,974	-355%	-368%	-1.0%	10.7%	10.5%	-0.2%

* Unrealized Gains/(Losses) shown after tax

Source: Call Report data compiled by SNL Financial

At March 31, 2013, banks reported unrealized gains representing an average of 1.97% of their total Available for Sale ("AFS") portfolios. That figure declined to 0.84% at June 30, a decline in unrealized gains of 1.13% of total AFS. On average, banks lost more than 350% of reported amounts of unrealized gains embedded in bond portfolios, resulting in commensurate reductions in accumulated other comprehensive income. The impact of the lost AOCI on tangible equity, however, was moderated by the trend of improving earnings in the industry, and on average, equity capital declined by just 1%, while the average tangible equity/tangible assets ratio fell from 10.7% at March 31, 2013 to 10.5% at the end of second quarter.

The effect of volatility in unrealized bond gains may create fluctuations in tangible equity capital, but its effect on regulatory will be much more modest, given the recent issuance of the final Basel III capital rules, which require only banks with more than \$250 billion in assets to include such gains in regulatory capital measures beginning in 2014. Most smaller banks will not be required to include unrealized gains in regulatory capital calculations, with the exception of banks with foreign exposures exceeding \$10 billion.

Madeleine G. Davis

Madeleine G. Davis
davis@mccercapital.com

UPCOMING WEBINAR

U.S. Basel III Capital Rules: Finally Final

What Does It Mean for Community Banks?



Thursday, August 29, 2013

1:00pm - 2:00pm Eastern

12:00pm - 1:00pm Central

11:00am - 12:00pm Mountain

10:00am - 11:00am Pacific

Register at

<http://mer.cr/webinar-0813>

Much of the financial rulemaking following the financial crisis set its sights on the largest banks with the community and smaller regional banking sector unaffected or impacted indirectly. However, the new rules regarding capital represent some of the most consequential post-financial crisis rulemakings, affecting banks large and small. Finalized at last, the regulations provide direction for bank capital management decisions.

This webinar, co-sponsored by Mercer Capital and Jones Day, reviews the final rules and assesses their impact on community banks.

Who Should Attend This Webinar?

- CFOs, CEOs, controllers, and treasurers of financial institutions with assets up to \$15 billion
- In-house counsel of financial institutions
- Asset managers, investment managers and portfolio managers with exposure to the financial services industry
- Investment bankers, research analysts
- Regulators, accountants and consultants

Learning Objectives

After attending this webinar, you will:

- Understand how the final rules define “capital”
- Appreciate changes to existing concepts, such as risk-weighted assets, and be introduced to new concepts, such as capital buffers
- Learn how investors in the public markets view the effect of Basel on the attractiveness of community banks as investments
- Be able to assess the impact of the new rules on different business lines and banking strategies
- Identify the significance of the new regulations to merger and acquisition strategies

Webinar Presenters

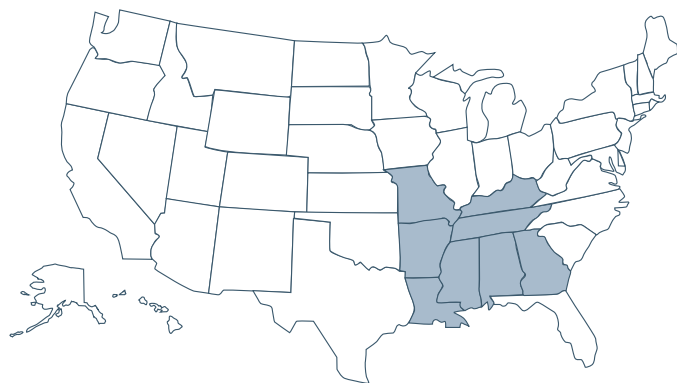
Jeff K. Davis, CFA
Managing Director
Mercer Capital
jeffdavis@mercercapital.com
615.345.0350

Andrew K. Gibbs, CFA, CPA/ABV
Senior Vice President
Mercer Capital
gibbsa@mercercapital.com
901.685.2120

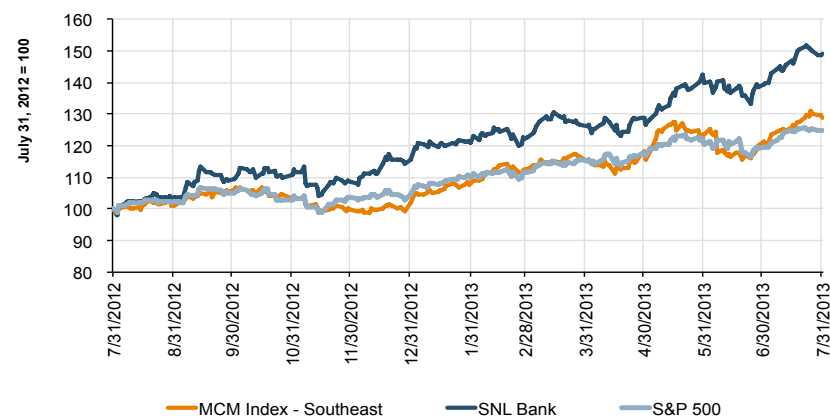
Ralph F. MacDonald, III (Chip)
Partner
Jones Day
cmaconnald@jonesday.com
404.581.8622

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Community Bank Group Index Overview



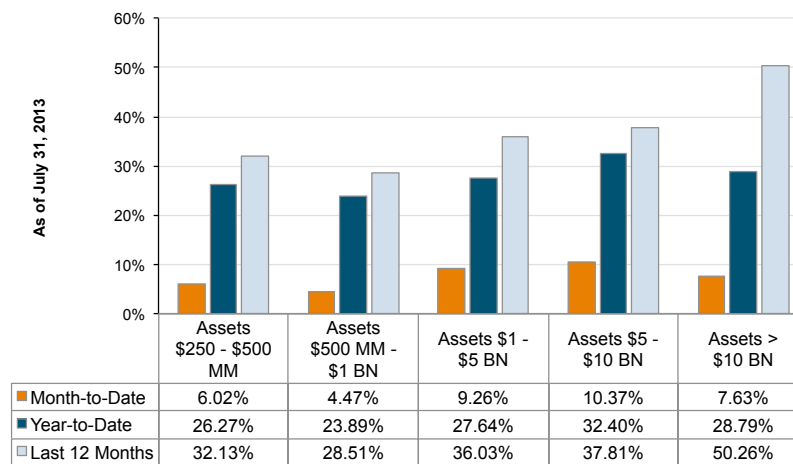
Median Valuation Multiples

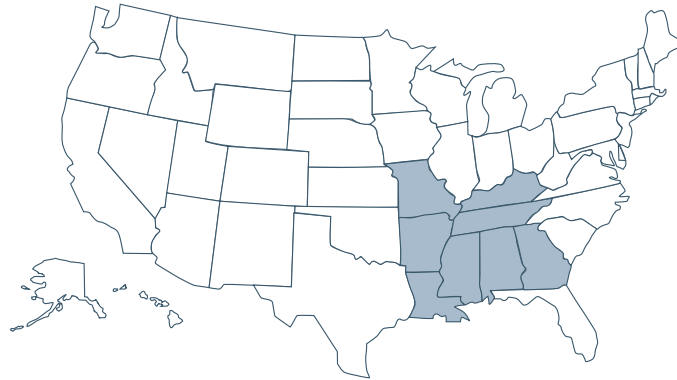
as of July 31, 2013

	Southeast Community Bank Index	National Community Bank Index
Price / LTM EPS	13.43	14.20
Price / 2013 (E) EPS	14.87	14.67
Price / 2014 (E) EPS	14.89	14.12
Price / Book Value	103.91%	115.19%
Price / Tangible Book Value	96.27%	125.76%
Dividend Yield	1.98%	2.28%

Return Stratification of U.S. Banks

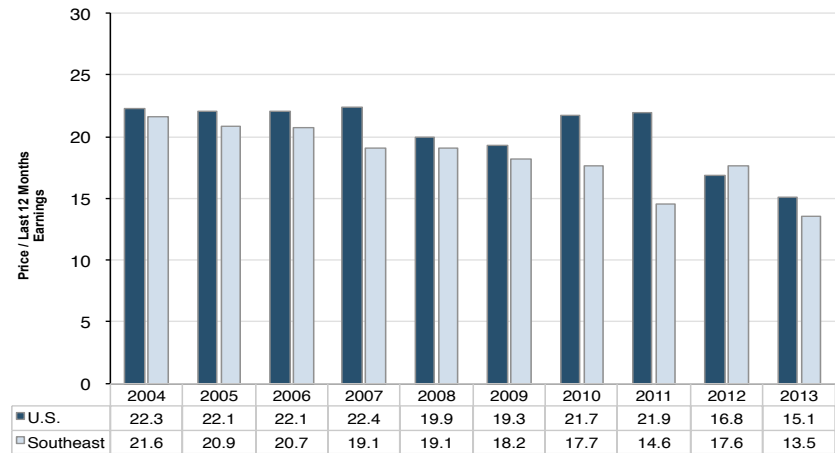
by Asset Size





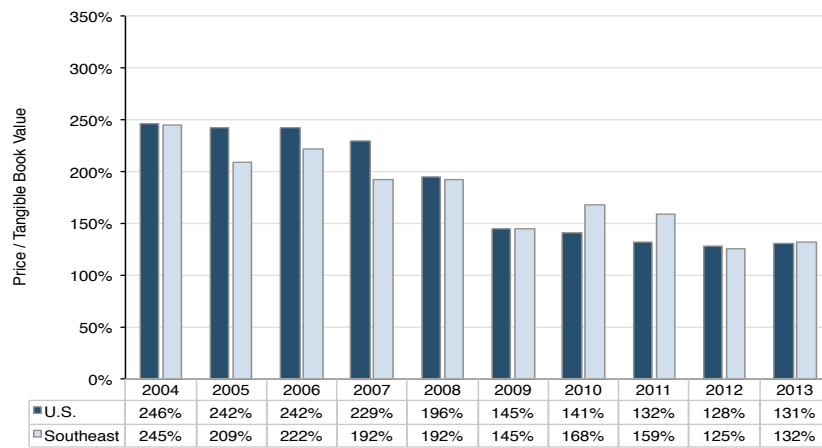
Median Price/Earnings Multiples

Target Banks Assets <\$5BN and LTM ROE >5%



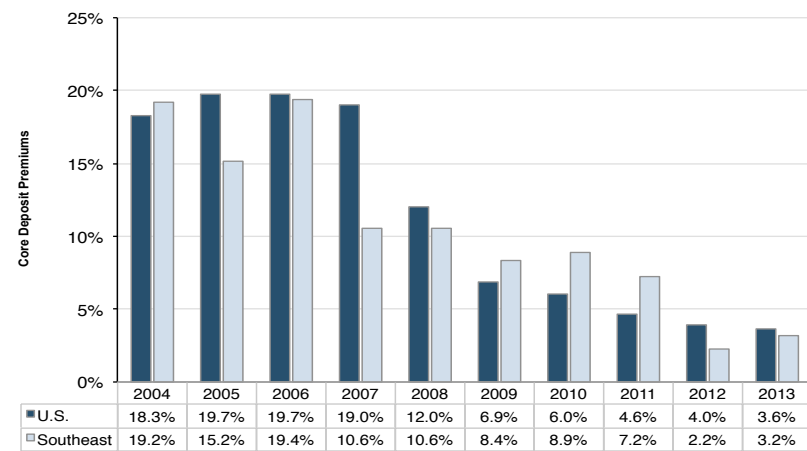
Median Price/Tangible Book Value Multiples

Target Banks Assets <\$5BN and LTM ROE >5%



Median Core Deposit Multiples

Target Banks Assets <\$5BN and LTM ROE >5%



Mercer Capital's Southeast Public Bank Peer Report

August 15, 2013

52 Wk Perf (%)	52 Wk High (\$)	52 Wk Low (\$)	Company Name	Ticker	State	Current Price (\$)	Market Cap (\$M)	Price / Earnings			Price/BVPS (x)	Price/Tang. BVPS (x)	Div. Yield (%)	Tangible Equity / Assets (%)	Efficiency Ratio (%)	LTM ROE (%)	LTM ROA (%)	NPAs/Loans + OREO (%)	NCOs/ Avg. Loans (%)	Loan Loss Reserve/ Loans (%)	Assets (\$M)	
								LTM (x)	Core LTM (x)	FY 13 (x)												FY 14 (x)
15.92	\$24.94	\$20.51	Auburn National Bancorporation, Inc.	AUBN	AL	\$24.00	\$87	12.77	13.99	NM	NM	1.34	1.34	3.50	8.49	56.46	9.68	0.90	2.33	0.76	1.63	\$767,747
40.18	\$10.52	\$6.19	Regions Financial Corporation	RF	AL	\$9.81	\$13,693	12.26	11.58	11.73	11.3	0.92	1.39	1.22	8.67	63.16	7.63	0.97	6.06	1.01	2.16	\$118,707,000
43.33	\$10.40	\$5.00	United Security Bancshares, Inc.	USBI	AL	\$8.60	\$52	12.29	NA	NA	NM	0.75	0.75	0.00	12.42	71.57	6.04	0.72	NA	3.05	3.60	\$555,706
40.18			Median - Alabama					12.29	12.79	11.73	11.28	0.92	1.34	1.22	8.67	63.16	7.63	0.90	4.20	1.01	2.16	\$767,747
49.44	\$48.63	\$30.76	Bank of the Ozarks, Inc.	OZRK	AR	\$47.40	\$1,739	20.88	20.97	20.31	18.0	3.16	3.23	1.60	12.90	45.87	16.01	2.09	1.07	0.22	1.33	\$4,043,632
79.45	\$27.93	\$15.19	Home BancShares, Inc.	HOMB	AR	\$27.14	\$1,527	22.62	22.05	20.60	16.4	2.86	3.49	1.11	10.95	45.46	13.21	1.67	4.22	0.51	1.55	\$4,091,337
17.65	\$28.45	\$22.36	Simmons First National Corporation	SFNC	AR	\$26.51	\$431	16.07	16.48	16.83	15.6	1.07	1.28	3.17	10.06	71.16	6.69	0.79	2.73	0.33	1.45	\$3,421,769
49.44			Median - Arkansas					20.88	20.97	20.31	16.42	2.86	3.23	1.60	10.95	45.87	13.21	1.67	2.73	0.33	1.45	\$4,043,632.00
60.60	\$19.81	\$10.21	Ameris Bancorp	ABCB	GA	\$18.71	\$447	28.78	24.58	19.13	11.9	1.72	1.74	0.00	9.15	65.52	6.45	0.64	5.41	1.21	1.17	\$2,808,675
73.09	\$7.50	\$3.22	Colony Bankcorp, Inc.	CBAN	GA	\$7.01	\$59	33.38	100.67	NM	NM	0.93	0.93	0.00	5.75	79.00	3.40	0.29	8.29	1.08	1.74	1,106,454.00
63.62	\$16.07	\$8.36	Fidelity Southern Corporation	LION	GA	\$14.91	\$315	9.97	11.06	11.39	11.7	1.40	1.41	0.54	8.34	66.97	15.07	1.19	3.62	0.41	1.56	2,675,233.00
29.71	\$11.93	\$7.33	Southwest Georgia Financial Corporation	SGB	GA	\$10.09	\$26	11.60	11.09	NM	NM	0.85	0.86	1.59	8.54	79.63	7.36	0.64	NA	0.15	1.39	351,370.00
(6.22)	\$17.00	\$14.30	State Bank Financial Corporation	STBZ	GA	\$15.19	\$486	NM	101.32	NM	18.7	1.14	1.17	0.79	15.92	85.79	1.30	0.21	0.42	(0.01)	2.29	2,607,697.00
38.62	\$36.29	\$24.67	SunTrust Banks, Inc.	STI	GA	\$34.38	\$18,480	8.73	21.06	12.83	11.9	0.92	1.35	1.16	8.33	70.05	10.45	1.26	3.33	1.05	1.69	171,546,000.00
73.68	\$3.52	\$1.96	Synovus Financial Corp.	SNV	GA	\$3.42	\$3,346	4.02	4.03	24.16	17.3	1.20	1.21	1.17	9.71	63.05	25.78	3.18	6.42	1.91	1.70	26,563,174.00
95.54	\$15.40	\$7.23	United Community Banks, Inc.	UCBI	GA	\$14.92	\$647	3.54	3.49	4.35	16.6	1.36	1.37	0.00	8.78	59.42	43.10	3.79	2.60	2.88	1.93	7,162,635.00
63.62			Median - Georgia					9.97	16.08	12.83	14.26	1.17	1.28	0.66	8.66	68.51	8.91	0.91	3.62	1.06	1.69	2,741,954.00
13.41	\$30.47	\$23.76	Bank of Kentucky Financial Corporation	BKYF	KY	\$27.41	\$206	11.66	11.49	11.39	11.2	1.21	1.41	2.48	8.39	58.19	10.48	1.00	2.61	0.75	1.39	1,765,890.00
5.65	\$12.17	\$7.84	Citizens First Corporation	CZFC	KY	\$9.19	\$18	11.07	9.92	NM	NM	0.67	0.82	0.00	5.40	65.78	6.32	0.62	NA	0.67	1.98	411,482.00
17.71	\$41.54	\$29.60	Community Trust Bancorp, Inc.	CTBI	KY	\$39.29	\$617	13.74	13.94	13.41	13.3	1.54	1.84	3.26	9.35	54.40	11.07	1.22	4.82	0.41	1.30	3,638,251.00
153.16	\$26.98	\$8.74	Farmers Capital Bank Corporation	FFKT	KY	\$22.86	\$171	15.45	15.16	15.22	18.7	1.28	1.29	0.00	7.39	68.84	7.71	0.71	8.94	0.36	2.28	1,797,620.00
(4.40)	\$3.84	\$1.80	First Financial Service Corporation	FFKY	KY	\$3.48	\$17	NM	NM	NM	8.8	1.15	1.15	0.00	1.65	98.68	(11.19)	(0.50)	NA	0.75	3.23	884,518.00
(8.00)	\$2.68	\$0.62	Porter Bancorp, Inc.	PBIB	KY	\$1.61	\$20	NM	NM	NM	NM	nm	nm	0.00	(0.08)	81.78	(62.84)	(2.97)	NM	5.20	4.85	1,072,131.00
23.00	\$28.02	\$19.56	Republic Bancorp, Inc.	RBCAA	KY	\$27.16	\$503	12.07	19.90	18.69	15.1	1.04	1.06	2.59	16.14	69.26	8.63	1.38	4.54	0.14	0.85	3,317,065.00
24.15	\$28.46	\$20.86	S.Y. Bancorp, Inc.	SYBT	KY	\$27.43	\$399	14.51	14.14	14.32	14.2	1.81	1.83	2.92	9.63	57.37	12.67	1.24	2.32	0.53	1.91	2,258,600.00
15.56			Median - Kentucky					12.90	14.04	14.32	13.7	1.21	1.29	1.24	7.89	67.31	8.17	0.86	4.54	0.60	1.94	1,781,755.00

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August 15, 2013

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								LTM (x)	Core LTM (x)	FY 13 (x)												FY 14 (x)
23.00	\$59.81	\$44.28	IBERIABANK Corporation	IBKC	LA	\$56.25	\$1,672	27.17	24.24	18.57	15.7	1.11	1.55	2.42	8.70	81.11	3.98	0.48	1.54	0.06	1.80	12,823,503.00
22.78	\$17.44	\$12.91	MidSouth Bancorp, Inc.	MSL	LA	\$16.26	\$183	18.27	15.91	14.35	13.4	1.26	1.94	1.97	5.21	73.43	6.33	0.70	1.27	0.14	0.76	1,863,776.00
22.79	\$46.69	\$36.21	Teche Holding Company	TSH	LA	\$45.06	\$92	10.73	NA	13.54	13.8	1.05	1.10	3.28	9.93	71.87	10.01	1.02	NA	0.19	1.20	899,821.00
22.79			Median - Louisiana					18.27	20.07	14.35	13.8	1.11	1.55	2.42	8.70	73.43	6.33	0.70	1.41	0.14	1.20	1,863,776.00
73.65	\$62.57	\$34.83	Cass Information Systems, Inc.	CASS	MO	\$60.19	\$692	29.69	32.41	NM	NM	3.96	4.33	1.20	11.97	69.61	13.56	1.76	0.21	0.50	1.69	1,348,534.00
27.95	\$47.53	\$34.69	Commerce Bancshares, Inc.	CBSH	MO	\$45.11	\$4,091	15.94	15.73	15.85	15.5	1.95	2.07	2.00	9.06	58.72	11.67	1.22	1.26	0.38	1.60	21,910,351.00
48.88	\$18.99	\$11.69	Enterprise Financial Services Corp	EFSC	MO	\$17.45	\$318	10.09	9.37	9.69	12.3	1.28	1.51	1.20	6.89	53.24	13.72	1.08	1.63	0.65	1.72	3,094,420.00
(8.08)	\$31.81	\$22.60	Great Southern Bancorp, Inc.	GSBC	MO	\$26.90	\$367	10.35	11.28	13.49	14.1	1.16	1.18	2.68	8.14	57.51	9.75	0.91	5.72	1.48	1.68	3,828,025.00
71.37	\$14.50	\$6.41	Guaranty Federal Bancshares, Inc.	GFED	MO	\$12.20	\$33	14.35	26.00	NM	NM	0.91	0.91	0.00	5.71	70.79	6.42	0.50	NA	1.78	1.78	640,197.00
57.04	\$14.82	\$6.77	Hawthorn Bancshares, Inc.	HWBK	MO	\$13.53	\$68	NM	NM	NM	NM	0.93	0.93	1.48	6.14	69.40	1.32	0.11	7.20	0.98	1.74	1,186,319.00
25.76	\$28.50	\$21.58	Southern Missouri Bancorp, Inc.	SMBC	MO	\$28.50	\$94	9.90	9.59	NM	NM	1.15	1.16	2.25	10.16	51.23	10.19	1.32	1.45	0.13	1.28	796,396.00
25.50	\$61.24	\$40.27	UMB Financial Corporation	UMBF	MO	\$60.29	\$2,450	21.77	22.88	20.07	18.3	2.00	nm	1.43	NA	77.10	8.71	0.79	0.54	0.29	1.13	15,253,217.00
38.42			Median - Missouri					14.35	15.73	14.67	14.8	1.22	1.18	1.45	8.14	64.06	9.97	0.99	1.45	0.57	1.69	2,221,477.00
38.47	\$20.48	\$12.55	BancorpSouth, Inc.	BXS	MS	\$19.97	\$1,901	22.95	20.69	18.86	16.9	1.30	1.63	0.20	9.04	73.33	5.66	0.63	2.89	0.39	1.83	13,217,705.00
(1.50)	\$20.61	\$17.50	Citizens Holding Company	CIZN	MS	\$18.49	\$90	14.11	NA	NM	NM	1.23	1.28	4.76	8.14	72.20	7.36	0.74	NA	0.49	1.87	866,662.00
35.10	\$15.40	\$9.13	First Bancshares, Inc.	FBMS	MS	\$13.04	\$66	11.75	9.79	NM	NM	1.01	NM	1.15	NA	73.95	5.60	0.53	NA	NA	NA	965,437.00
165.98	\$18.08	\$6.22	First M&F Corporation	FMFC	MS	\$16.50	\$152	35.11	23.97	17.39	12.5	1.57	1.64	0.24	6.11	66.79	5.44	0.41	3.32	0.25	2.00	1,527,805.00
12.79	\$33.85	\$25.00	Hancock Holding Company	HBHC	MS	\$32.96	\$2,706	14.98	13.37	14.99	14.1	1.15	1.75	2.91	8.52	62.58	7.81	1.00	1.73	0.47	1.18	18,934,301.00
13.97	\$13.48	\$8.11	Peoples Financial Corporation	PFBX	MS	\$11.79	\$60	62.05	NA	39.45	21.8	0.59	0.59	0.00	12.90	75.09	0.94	0.13	NA	0.26	3.01	799,084.00
49.54	\$28.19	\$16.53	Renasant Corporation	RNST	MS	\$25.76	\$650	21.65	20.95	23.72	15.2	1.30	2.09	2.64	7.65	66.41	5.98	0.72	3.39	0.48	1.60	4,249,281.00
13.87	\$27.98	\$20.76	Trustmark Corporation	TRMK	MS	\$26.30	\$1,767	15.20	13.72	14.08	15.1	1.33	1.94	3.50	7.96	63.57	8.69	1.08	2.90	0.11	1.12	11,863,312.00
24.53			Median - Mississippi					18.42	17.21	18.12	15.19	1.26	1.64	1.90	8.14	69.50	5.82	0.67	2.90	0.39	1.83	2,888,543.00
(1.77)	\$13.21	\$10.61	First Advantage Bancorp	FABK	TN	\$12.65	\$55	27.50	NA	NM	NM	nm	nm	2.21	NA	NA	NA	NA	NA	NA	NA	NA
41.24	\$12.75	\$8.27	First Horizon National Corporation	FHN	TN	\$11.93	\$2,870	19.56	20.48	16.23	13.6	1.33	1.45	1.68	7.95	77.06	6.35	0.65	NA	0.87	1.58	25,133,274.00
(10.77)	\$7.45	\$1.30	First Security Group, Inc.	FSGI	TN	\$2.32	\$147	NM	NM	NM	NM	nm	nm	0.00	(1.17)	151.96	(88.27)	(3.57)	4.53	4.35	2.48	1,040,753.00
45.91	\$29.52	\$18.05	Pinnacle Financial Partners, Inc.	PNFP	TN	\$28.35	\$995	19.16	NA	17.50	15.7	1.43	2.22	NA	8.75	55.83	7.43	1.02	1.45	0.27	1.74	5,373,168.00
19.74			Median - Tennessee					19.56	20.48	16.86	14.65	1.38	1.83	1.68	7.95	77.06	6.35	0.65	2.99	0.87	1.74	5,373,168.00
37.62			Average					17.69	21.07	16.62	14.80	1.36	1.55	1.51	8.42	69.32	5.08	0.78	3.36	0.88	1.81	\$11,570,667
27.95			Median					14.75	15.73	15.85	15.09	1.22	1.38	1.32	8.53	69.05	7.53	0.79	2.89	0.49	1.69	\$2,641,465

Mercer Capital

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For more information about Mercer Capital, visit www.mercercapital.com.

Contact Us

Jeff K. Davis, CFA
615.345.0350
jeffdavis@mercercapital.com

Andrew K. Gibbs, CFA, CPA/ABV
901.322.9726
gibbsa@mercercapital.com

Jay D. Wilson, Jr., CFA, ASA, CBA
901.322.9725
wilsonj@mercercapital.com

Mercer Capital
5100 Poplar Avenue, Suite 2600
Memphis, Tennessee 38137
901.685.2120 (P)

www.mercercapital.com