

COLUMBIA BANKING SYSTEM INC

Form 425

March 30, 2007

**Filed by Columbia Banking System, Inc.  
Pursuant to Rule 425 under the Securities Act of 1933  
Under the Securities Exchange Act of 1934**

**Subject Company: Town Center Bancorp**

**Columbia Commission File No. 0-20288**

The slides below form a part of a presentation by representatives of Columbia Banking System, Inc. ( Columbia ), in connection with a conference call held on March 29, 2007. The slides, which include information about Columbia s proposed acquisition of Town Center Bancorp (and a separate proposed acquisition of Mountain Bank Holding Company), are hereby filed by Columbia pursuant to Rule 425 under the Securities Act of 1933 in connection with the acquisition of Town Center Bancorp.

COLB  
Mountain  
Bank  
Holding  
Company  
March 29, 2007 Investor Presentation  
Strategically growing through acquisition of

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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.

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An Attractive Footprint

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Corporate Overview  
9.65%  
9.69%  
8.72%  
TE/TA  
52.9%

68.7%

59.9%

LTM Efficiency

0.18%

0.00%

0.14%

NPA s/Assets

5.74%

4.88%

4.49%

LTM NIM

18.1%

10.3%

15.8%

LTM ROATE

1.68%

1.02%

1.30%

LTM ROAA

\$13

\$22

\$252

Equity (\$mil)

\$103

\$204

\$2,023

Deposits (\$mil)

\$107

\$165

\$1,690

Net Loans (\$mil)

\$133

\$230

\$2,553

Assets (\$mil)

5

6

40

Branches

Portland, OR

Enumclaw, WA

Tacoma, WA

Headquarters

Town Center

Mt. Rainier

Columbia

December 31, 2006

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Pro Forma Consolidated Overview  
\$287  
Equity (\$ mil)  
\$2,330  
Deposits (\$ mil)  
\$1,962



Net Loans (\$ mil)

\$2,916

Assets (\$ mil)

51

Branches

Columbia Banking System, Inc.

December 31, 2006

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Transaction Rationale

Mt. Rainier Bank

Remarkable cultural fit

Attractive geographic fit

Opportunity to meaningfully complement and enhance product offerings

Strong financial performance

Quality organization, loyal customer and stable deposit base

Accretive to 2008 EPS

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Integration Highlights

Mt. Rainier Bank

Successful acquisition blueprint

Continuity of key employees, culture and brand name

Similar operating infrastructure

Complementary operating model and business focus

Familiarity with markets

Strong credit quality

Continued board involvement

Shared commitment to the community

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Key Terms

Mt. Rainier Bank

\$60 million for all Mountain Bank shares and options

\$25.00 per Mountain Bank share (subject to adjustment)

Fixed cash and fixed share value

\$11.25 in Cash (45%)

\$13.75 in Columbia Shares (55%)

Regulatory approval and Mountain Bank Shareholder approval

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Transaction Rationale

Town Center

Logical geographic expansion

Similar culture and core values

Opportunity to meaningfully complement and enhance  
product offerings



Strong financial performance  
Accretive to earnings in the first full year.

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Integration Highlights

Town Center

Past successful acquisitions

Continuity of key employees and culture

Similar operating infrastructure

Complementary operating model and business focus

Additional platform for growth

Strong credit quality

Formation of advisory board

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Key Terms

Town Center

\$45.1 million for all Town Center shares and options

\$20.75 per Town Center share (at announcement)

\$9.382 in Cash (45% at announcement)

0.3391 shares of Columbia stock (55% at announcement)

Regulatory approval and Town Center Shareholder approval

COLB  
Melanie J. Dressel  
President & Chief Executive Officer  
P.O. Box 2156  
Tacoma, WA 98401-2156  
253-305-1911  
[mdressel@columbiabank.com](mailto:mdressel@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 Town Center Bancorp, Columbia intends to file with the SEC a Registration Statement on Form S-4 that will include a proxy statement of Town Center Bancorp that also constitutes a prospectus of Columbia. Town Center will mail the proxy statement/prospectus to its shareholders. **Shareholders of Town Center and other interested parties are urged to read the proxy statement/prospectus when it becomes available and other relevant documents Columbia have filed or will file with the SEC at the SEC's website at [www.sec.gov](http://www.sec.gov) because they contain important information.** The proxy statement/prospectus (when it is available) and other documents 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 proxy statement/prospectus may also be obtained for free by contacting Bob Ekblad, Executive Vice President & Chief Financial Officer, Town Center Bancorp, 0413 SE 82<sup>nd</sup> Avenue, Portland, OR 97266.

### **Participants in the Solicitation**

Town Center, 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 Town Center 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 Town Center shareholders in connection with the proposed transaction will be set forth in the proxy statement/prospectus when it is filed with the SEC. You can find information about Columbia's executive officers and directors in Columbia's definitive proxy statement on Schedule 14A filed with the SEC on March 19, 2007. Information relating to Town Center's directors and executive officers will be included in the proxy statement/prospectus that will be filed with the SEC. You can also obtain free copies of these documents from Columbia using the contact information above.