

INVESTAR HOLDING CORP

FORM FWP

(Free Writing Prospectus - Filing under Securities Act Rules 163/433)

Filed 06/20/14

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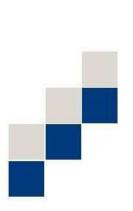
Symbol ISTR

SIC Code 6022 - State Commercial Banks

Industry Banks

Sector Financials

Fiscal Year 12/31





NASDAQ: ISTR

Initial Public Offering

June 19, 2014







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Investar has filed a registration statement (including a prospectus), which is preliminary and subject to completion, with the Securities and Exchange Commission for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and the other documents that Investar has filed with the Securities and Exchange Commission for more complete information about Investar and the offering. You may get these documents for free by visiting Edgar on the SEC web site at www.sec.gov. Alternatively, the Company, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by contacting: Sandler O'Neill + Partners, L.P. at toll-free 1-866-805-4128 or by emailing syndicate@sandleroneill.com or Sterne, Agee & Leach Inc. at syndicate@sterneagee.com.



Offering Summary



Issuer

Investar Holding Corporation

Ticker / Exchange

ISTR / NASDAQ

Offering Type

Initial Public Offering of Common Stock

Shares to be Issued

2,875,000

Price Range

\$15.00-\$17.00

Gross Proceeds

\$46.0 million

Pro Forma Market Capitalization

\$109 million

Over-Allotment Option

15%

Use of Proceeds

Primarily to fund organic growth; support strategic acquisitions; repay indebtedness; general corporate purposes

Underwriters

Sandler O'Neill + Partners L.P. / Sterne, Agee & Leach, Inc.

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Senior Management



John J. D'Angelo, President & CEO

- · Founding President and Chief Executive Officer
- · New Orleans native; graduate of Louisiana State University
- Prior to founding Investar, Mr. D'Angelo was president and director of Aegis Lending Corporation, a mortgage lending company with operations in 46 states and the District of Columbia
- Previously, Mr. D'Angelo held various senior positions at Hibernia National Bank (the predecessor to Capital One Bank, N.A.), focusing on the East Baton Rouge Parish, Louisiana, market
- Largest individual shareholder with 3.6% ownership (pre-IPO)

Christopher L. Hufft, Chief Accounting Officer

- · Joined the Bank in February 2014 as Chief Accounting Officer
- Prior to joining the Bank, Mr. Hufft served for 9 years as the Vice President of Accounting at Amedisys, Inc., a publicly-traded home health and hospice company
- Mr. Hufft, a licensed certified public accountant, also spent seven years in public accounting, serving both public and privately-held clients in the banking, healthcare and manufacturing sectors
- B.S. Accounting Louisiana State University

Travis M. Lavergne, Chief Credit Officer

- Served as Executive Vice President and Chief Credit Officer since March, 2013 and Chief Risk Management Officer since joining in July 2012
- Prior to joining the Bank, Mr. Lavergnewas a Senior Examinerat the Louisiana Office of Financial Institutions from September 2005 to July 2012
- B.S. Finance Louisiana State University
- M.B.A. Southeastern Louisiana University





- Core management team has been together since inception
- Company has continued to add experienced staffing to support and drive growth

	Executive Officers & Key Employees
Rachel P. Cherco Chief Financial Officer	 Cashier and Chief Financial Officer of Investar Bank since 2006 Chief Financial Officer of United Community Bank (community bank headquartered in Gonzales, LA) from its chartering in 1998 until 2005
Randolf F. Kassmeier Exec. VP and General Counsel	 General Counsel of Investar since 2011 From 1990 to 2006, Associate General Counsel and Senior Vice President for Hibernia National Bank Following Hibernia National Bank, he practiced law in New Orleans, advising community banks
Ryan P. Finnan Chief Operations Officer	 Chief Operations Officer since 2009 Previously, Consumer Lending Manager for Investar (joined the bank in January 2008) Prior to joining Investar, Indirect Servicing Manager for Hibernia National Bank/Capital One
Holly Hidalgo-DeKeyzer Baton Rouge Regional President	 Baton Rouge Regional President since 2012 Previously served as Chief Lending Officer of Investar Bank from 2006 - 2012 Began banking career with Hibernia National Bank in 1984 where she served in both credit and lending roles
Stephen E. Wessel New Orleans Regional President	 New Orleans Regional President since 2012 Prior, President and CEO of Guaranty Savings Bank and member of the board of directors until its sale (headquartered in Metairie, LA; \$255 million in assets at time of sale)
Cordell H. White Hammond Regional President	 40 years of banking experience including CEO and Director of First Community Bank from 2009 – 2013 President and Director of First Federal Savings Bank of New Mexico from 1991 - 1996
Keith Short Lafayette Regional President	 Regional President and Private Banking Division Manager of Investar since April 2013 Previously served as IberiaBank's President of the Florida Markets from 2010 – 2013 Over 22 years of banking experience; native of Baton Rouge
Tommy Chiasson Special Assets Loan Review Manager	 Special Assets and Loan Review Manager since February 2013 Previously served at Hibernia National Bank / Capital One as Senior Vice President and Special Assets Manager from 1978 - 2012





Accomplishments to Date



Since commencing operations in June 2006, Investar has successfully established a profitable commercial bank in multiple growth markets:

Firmly Established in Four Key Louisiana Markets

High Quality Organic Loan Portfolio

Very Strong Growth Complemented by Two Successful Acquisition

Key Areas Staffed with Experienced Bankers

Nimble Institution Able to Shift Resources as Customers ds Change





Franchise Overview





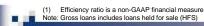


Financial Highlights



Dollar values	in thatier	ande aveant	ner share data

	As of or Year Ended Decen	nber 31,	Three Months Ended,
	2012	2013	3/31/2014
Financial Highlights			
Total Assets	\$375,446	\$634,946	\$673,964
Gross Loans	\$305,741	\$509,124	\$553,407
Total Deposits	\$299,670	\$532,606	\$564,194
Total Stockholders' Equity	\$43,553	\$55,483	\$56,498
Capital Ratios			
TE / TA	11.60%	8.74%	8.38%
Tier 1 Leverage Ratio	11.55%	9.53%	8.80%
Total RBC Ratio	13.95%	11.51%	10.84%
Asset Quality			
NPAs / Total Assets	0.62%	0.79%	0.79%
NPLs/Loans	0.02%	0.30%	0.31%
Loan Loss Reserves/NPLs	5136.0%	227.0%	206.0%
NCOs / Avg Loans	(0.12%)	0.09%	0.02%
Performance Ratios			
Net Income	\$2,361	\$3,168	\$879
ROAE	5.90%	6.10%	6.32%
ROAA	0.74%	0.64%	0.55%
Net Interest Margin	4.04%	4.10%	3.93%
Efficiency Ratio ¹	74.32%	78.07%	77.67%
Per Share Data			
Tangible Book Value per Share	\$12.68	\$13.24	\$13.50
Diluted Earnings per Share	\$0.71	\$0.81	\$0.21







Management

- Continue to add experienced bankers in new and existing markets

Market

Southern Louisiana focus with complementary new market expansion

Growth

- Leverage existing infrastructure in four markets
- Limited de novo branching
- Opportunistic, disciplined acquisition strategy

Asset Quality

- Loan portfolio diversity
- Disciplinedcredit philosophy-legacydelinquenciesessthan 1%

Profitability

- Expected o increase as investment in infrastructure has already been made



Attractive Markets -Baton Rouge



Baton Rouge is Louisiana's second largest market by deposits and is the state capital

- The farthest inland deep-water port on the Mississippi River, Baton Rouge is a major center of commercial and industrial activity, especially for the chemical and gas industry
- Center for research and development, renewable energy sources, transportation, construction, and distribution. IBM announced in March 2013 plans to locate a service center in downtown Baton Rouge resulting in 800 new direct jobs
- In the July/August 2013 issue, *Business Facilities* magazine ranked Baton Rouge the No. 1 metro area in the United States for Economic Growth Potential

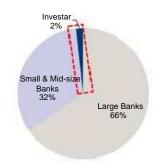
Deposit Market Share

Rank	Institution (ST)	Branches	Deposits (\$mm)	Market Share (%)
1	JPMorgan Chase & Co. (NY)	34	\$6,853	38.4%
2	Capital One Financial Corp. (VA)	28	3,140	17.6
3	Hancock Holding Co. (MS)	32	2,002	11.2
4	Regions Financial Corp. (AL)	27	1,831	10.3
5	IBERIABANK Corp. (LA)	10	561	3.1
6	Investar Holding Corp. (LA)	5	327	1.8
7	American Gateway Finl Corp. (LA)	10	265	1.5
8	Bus. First Bancshares Inc. (LA)	1	259	1.5
9	First Guaranty Bancshares Inc. (LA)	5	225	1.3
10	Citizens Bancorp. Inc. (LA)	7	202	1.1
	Total For Institutions In Market	245	17,848	Į.

March 31, 2014 Deposits: \$355.2 million

March 31, 2014 Loans: \$195.7

Market Share Opportunity



Total Deposits: \$18.0 Billion





Attractive Markets - New Orleans



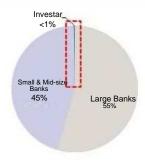
- New Orleans is Louisiana's largest city by population and deposits
 - Economy is driven by the hospitality and tourism industries in 2012, nine million visitors spent a record \$6.0 billion in New Orleans
 - Fifth largest port in the United States by cargo tonnage and becoming a major port for the cruise industry, currently ranked the sixth largest U.S. cruise port
 - In April, 2013, Bloomberg Rankings ranked the New Orleans metropolitan area No. 2 in its list of Top 12 American Boomtowns, and Forbes ranked New Orleans sixth in its October 2013 listing of cities creating the most middle class jobs

Deposit Market Share

			Deposits	Market
Rank	Institution (ST)	Branches	(\$mm)	Share (%
1	Capital One Financial Corp. (VA)	53	10,391	32.4%
2	Hancock Holding Co. (MS)	45	4,927	15.4
3	JPMorgan Chase & Co. (NY)	37	4,692	14.6
4	Regions Financial Corp. (AL)	34	2,380	7.4
5	First NBC Bank Holding Co. (LA)	26	2,289	7.1
6	IBERIABANK Corp. (LA)	23	1,515	4.7
7	Gulf Coast B&TC (LA)	15	801	2.5
8	Fidelity Homestead SB (LA)	15	679	2.1
9	CB&T Holding Corp. (LA)	3	667	2.1
10	First Trust Corp. (LA)	8	507	1.6
26	Investar Holding Corp. (LA)	3	60	0.2
	Total For Institutions In Market	364	32,050	

March 31, 2014 Deposits: \$43.6 million
 March 31, 2014 Loans: \$15.6 million

Market Share Opportunity



Total Deposits: \$32.0 Billion





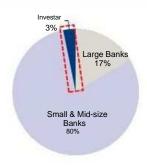
- Hammonds the commercial hub of a large agriculturas tegmen to f Louisiana
 - Home to Southeastern Louisiana University (14,000 undergraduates)
 - The economy has evolved from primarily agricultural to a major distribution hub
 - Home to several large distribution centers including Wal-Mart, Home Depot and Winn Dixie

Deposit Market Share

Rani	k Institution (ST)	Branches	Deposits (\$mm)	Market Share (%
1	First Guaranty Bancshares Inc. (LA)	8	630	39.4%
2	Hancock Holding Co. (MS)	6	193	12.1
3	First NBC Bank Holding Co. (LA)	4	181	11.3
4	FPB Financial Corp. (LA)	4	166	10.4
5	Regions Financial Corp. (AL)	4	136	8.5
6	Capital One Financial Corp. (VA)	2	73	4.6
7	First Trust Corp. (LA)	2	64	4.0
8	JPMorgan Chase & Co. (NY)	2	56	3.5
9	Investar Holding Corp. (LA)	11	51	3.2
10	Fidelity Homestead SB (LA)	2	23	1.4
	Total For Institutions In Market	39	1,599	

March 31, 2014 Deposits: \$83.8 million
 March 31, 2014 Loans: \$56.1 million

Market Share Opportunity



Total Deposits: \$1.6 Billion





Attractive Markets Lafayette



• Lafayette is Louisiana's third largest city by population and deposits

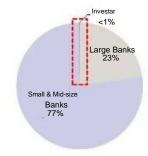
- The economy is historically driven by the oil and gas industry, but healthcare now provides the most private sector jobs
- Experiencing economic diversification as the healthcare sector grows and companies such as Bell Helicopter open plants in Lafayette
- In AreaDevelopmentnagazine' 2013"LeadingLocations' study focusing on U.S. citiesemerging from the recession Lafayettereceived the top overall ranking due to the growth of the health care industry, including the completion and renovation of two medical centers and an unemployment rate of 3.5%

Deposit Market Share

1 IBERIABANK Corp. (LA) 29 2,725 2 JPMorgan Chase & Co. (NY) 19 1,205 3 MidSouth Bancorp Inc. (LA) 17 640 4 Capital One Financial Corp. (VA) 10 624 5 Hancock Holding Co. (MS) 9 516 6 Home Bancorp Inc. (LA) 9 514 7 Financial Corp. of Louisiana (LA) 10 505 8 Regions Financial Corp. (AL) 9 448 9 Gulf Coast Bancshares Inc. (LA) 15 319 10 Bank of Commerce & TC (LA) 5 291	/larket
2 JPMorgan Chase & Co. (NY) 19 1,205 3 MidSouth Bancorp Inc. (LA) 17 640 4 Capital One Financial Corp. (VA) 10 624 5 Hancock Holding Co. (MS) 9 516 6 Home Bancorp Inc. (LA) 9 514 7 Financial Corp. of Louisiana (LA) 10 505 8 Regions Financial Corp. (AL) 9 448 9 Gulf Coast Bancshares Inc. (LA) 15 319 10 Bank of Commerce & TC (LA) 5 291	are (%)
3 MidSouth Bancorp Inc. (LA) 17 640 4 Capital One Financial Corp. (VA) 10 624 5 Hancock Holding Co. (MS) 9 516 6 Home Bancorp Inc. (LA) 9 514 7 Financial Corp. of Louisiana (LA) 10 505 8 Regions Financial Corp. (AL) 9 448 9 Gulf Coast Bancshares Inc. (LA) 15 319 10 Bank of Commerce & TC (LA) 5 291	27.3%
4 Capital One Financial Corp. (VA) 10 624 5 Hancock Holding Co. (MS) 9 516 6 Home Bancorp Inc. (LA) 9 514 7 Financial Corp. of Louisiana (LA) 10 505 8 Regions Financial Corp. (AL) 9 448 9 Gulf Coast Bancshares Inc. (LA) 15 319 10 Bank of Commerce & TC (LA) 5 291	12.1
5 Hancock Holding Co. (MS) 9 516 6 Home Bancorp Inc. (LA) 9 514 7 Financial Corp. of Louisiana (LA) 10 505 8 Regions Financial Corp. (AL) 9 448 9 Gulf Coast Bancshares Inc. (LA) 15 319 10 Bank of Commerce & TC (LA) 5 291	6.4
6 Home Bancorp Inc. (LA) 9 514 7 Financial Corp. of Louisiana (LA) 10 505 8 Regions Financial Corp. (AL) 9 448 9 Gulf Coast Bancshares Inc. (LA) 15 319 10 Bank of Commerce & TC (LA) 5 291	6.3
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10 Bank of Commerce & TC (LA) 5 291	4.5
	3.2
05 1 4 11111 0 (14)	2.9
35 Investar Holding Corp. (LA) 1 6	0.1
Total For Institutions In Market 203 9,998	9

March 31, 2014 Deposits: \$43.6 million
 March 31, 2014 Loans: \$15.6 million

Market Share Opportunity

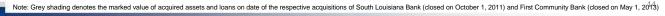


Total Deposits: \$10.0 Billion

Growth Has Been the Story



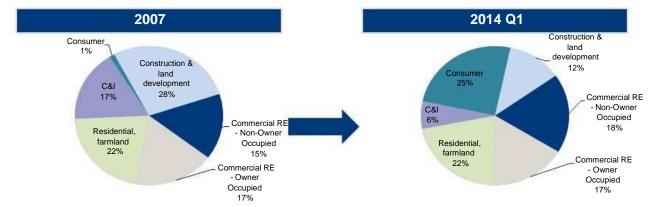






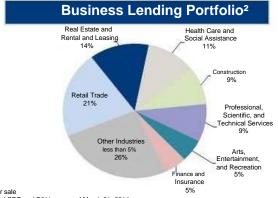
Loan Composition





Gross Loans1: \$53.9 million

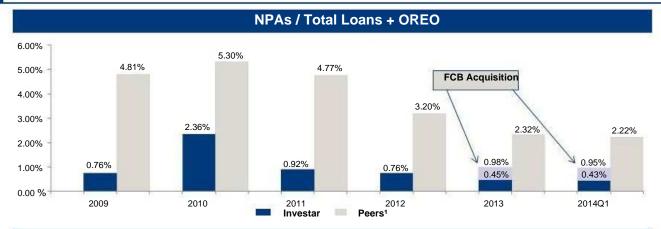
Total Loans1: \$553.4 million

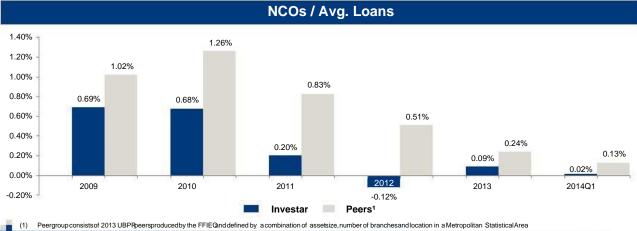




Credit Metrics



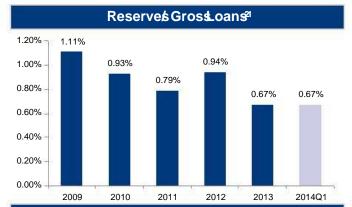




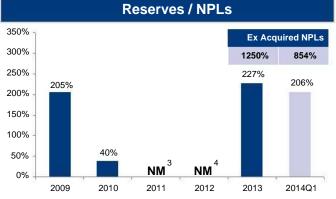


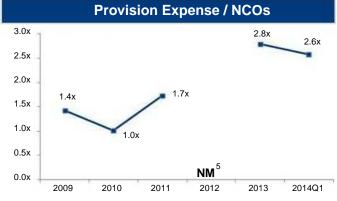
🚅 Disciplined Lending





- Reserves GrossLoans²: 0.67%
- Reserves / (Gross LoansAcquired): 0.75%
- (Reserves-FVMarks)/ GrossLoans2: 0.87%





- Gross loans excludes loans held for sale and net of unearned income Includes \$50.1 million of loans from previous acquisitions that were marked-to-market as of March 31, 2014
- Reserves/NPLs for December 31, 2011 was 6,236% Reserves/NPLs for December 31, 2012 was 5,136% Investar recorded net recoveries in FY 2012





Core competency

- 24.3% of the loan portfolio

Program began early 2008

 Hired an experienced team from Capital One and have added experienced personnel, most recently from Chase

Long-term relationships with auto dealers

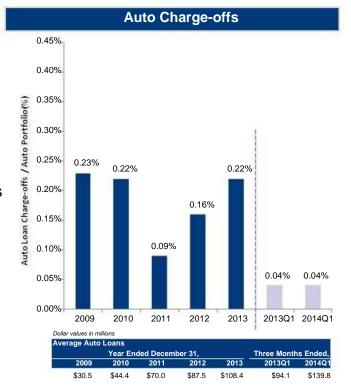
- Non-exclusive relationships with 56 dealerships in Baton Rouge, 44 in New Orleans and Hammond, and 37 in Lafayette
- Currently evaluating new markets including Texas, Mississippi, Alabama and Florida
- Minimized losses
- Utilizereportingcapabilities producestatiopools
 - Helps identify any negative trends and effectively manage risk
- Centralized underwriting process performed by Bank
- Planned sale of pools to manage size of portfolio
- In generalservicingightsareretained(beganin 2013)



Auto Portfolio –By the Numbers



- As of March 31, 2014:
 - 24.3% of loan portfolio
 - 67 month average original term
 - 3.87% average yield
 - 740 average FICO score
 - 0.04% auto-NCOs / avg. auto loans





Mortgage Banking Operations



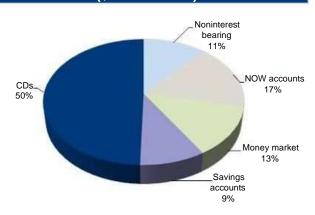
- 12 mortgage originators
- Best efforts delivery; no hedging
- Mortgage loans are primarily underwritten for sale on the secondary market Generally hold jumbo loan mortgage originations (> \$417,000)
- Primary source of income is from gains from the sale of these loans in the secondary market
- Recently approved to sell and service mortgage loans with Freddie Mac
- Currently selling all loans servicing released



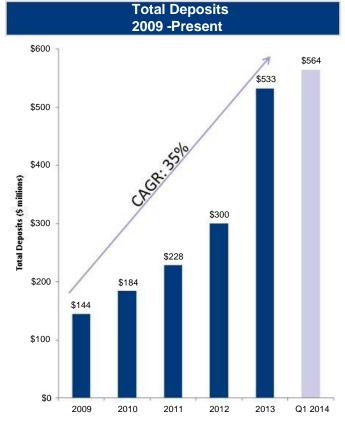
Deposit Composition and Growth







Strategy has been to bring in customers through competitive rates, then implement an aggressive cross-sell strategy

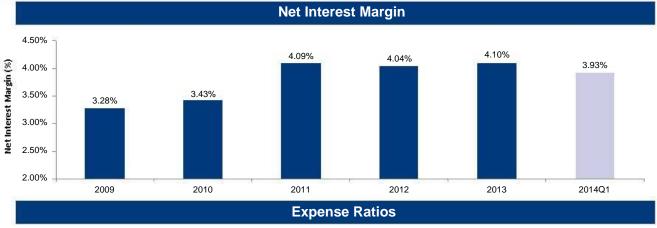


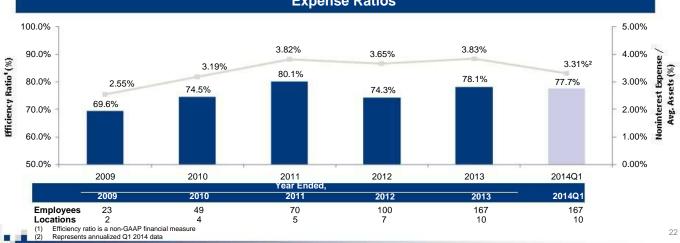
(1) As of March 31, 2014

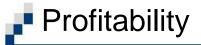


Performance Metrics

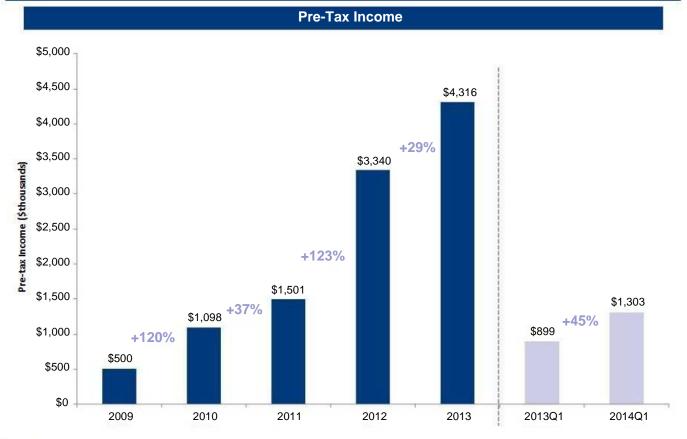














Opportunistic Acquirer



- Two whole bank transactions since 2011
- Processes and infrastructure established to analyze selective opportunities going forward

South Louisiana Business Bank

- Announced: June, 2011
- Closed: October, 2011
- 1 Branch in Prairieville, LA
- \$31.5 million in gross loans1
- \$38.6 million in deposits1

Rationale

- · Entered Ascension Parish with 3.4% deposit market share
- Capital accretive
- · Management talent

First Community Bank

- Announced: January, 2013
- Closed: May, 2013
- 2 Branches Hammond and Mandeville, LA
- \$77.5 million in gross loans1
- \$86.5 million in deposits1

Rationale

- Recorded bargain purchase gain (86% of book
- · Initial entrance into Hammond market plus another location in the New Orleans MSA

Current Landscape

- Focused on existing footprint and complementary markets in Southern Louisiana
- 63% of Louisiana-headquartered banks < \$250 million in assets²
- 83% of Louisiana-headquartered banks < \$500 million in assets²

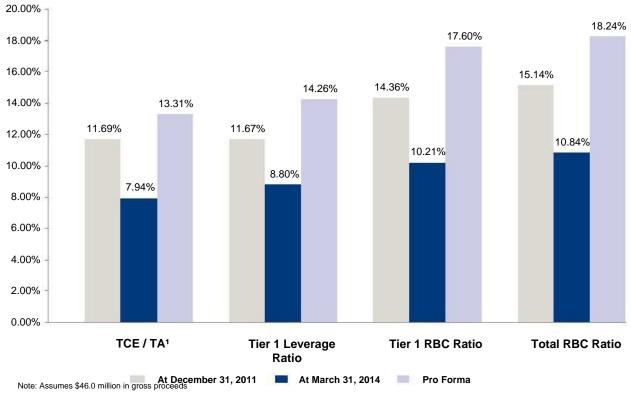


Based on fair values at time of closing As of March 31, 2014



Pro Forma Capital Ratios









Investment Highlights



- Strong historical balance sheet and earnings growth
- Meaningful organic opportunities exist in market
- Profitable with room to grow into current infrastructure
- Clean asset quality
- Experienced management team
- Experienced, disciplined acquirer
- Committed level of insider ownership (currently 14%) and planned purchases in offering





Loan Composition



Loan Composition			Year Ended	December 31	,		Quarte	r Ended,
_	2011		2012		2013		March	31, 2014
	Amount	%	Amount	%	Amount	%	Amount	: %
Mortgage Loans on Real Estate								
Construction and Land Development	\$21,171	9.61%	\$20,271	7.02%	\$63,170	12.53%	\$62,719	11.87%
1-4 Family	46,664	21.19	54,813	18.98	104,685	20.77	113,911	21.56
Multifamily	1,454	0.66	1,750	0.61	14,286	2.83	17,666	3.34
Farmland	8	0.00	64	0.02	830	0.17	2,314	0.44
Non-farmland, Non- residential	56,467	25.64	99,927	34.61	157,363	31.22	165,381	31.31
Commercial and Industrial	11,499	5.22	15,319	5.30	32,665	6.48	33,900	6.42
Consumer Installment Loans								
Auto Loans	79,945	36.30	93,062	32.23	126,704	25.13	128,189	24.27
Other Consumer Installment	3,041	1.38	3,547	1.23	4,392	0.87	4,169	0.79
Total Loans	\$220,249	100.00%	\$288,753	100.00%	\$504,095	100.00%	\$528,249	100.00%



Loans and Deposits by Market



Loan Overview

Dollar values in millions

	Operations	Fina	ancial Data as of,	
Market	Commenced	12/31/2012	12/31/2013	3/31/2014
Baton Rouge	June, 2006	\$133.6	\$176.3	\$195.7
New Orleans	December, 2012	\$36.5	\$101.5	\$110.8
Hammond	May, 2013		\$66.3	\$56.1
Lafayette	July, 2013		\$11.5	\$15.6

Deposit Overview

Dollar values in millions

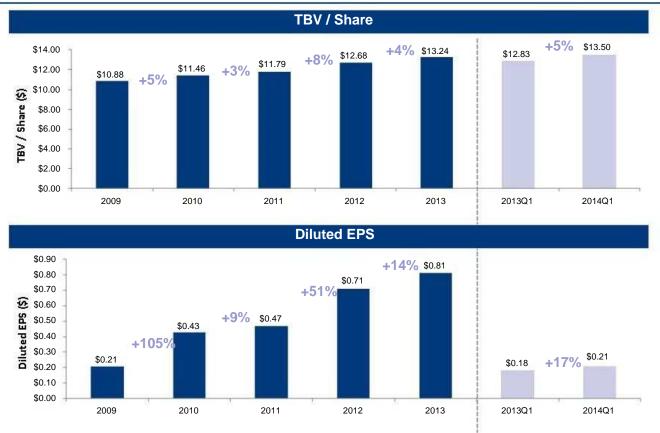
	Number of	Fina	ancial Data as of,	
Market	Branches	12/31/2012	12/31/2013	3/31/2014
Baton Rouge	5	\$276.0	\$354.4	\$355.2
New Orleans	3	\$4.1	\$73.7	\$81.5
Hammond	1		\$76.4	\$83.8
Lafayette	1		\$28.0	\$43.6





Per Share Growth







Non-GAAP Financial Measures



Tangible book value per share, the ratio of tangible equity to tangible assets, and the efficiency ratio are not financial measures recognized under GAAP and, therefore, are considered non-GAAP financial measures. Our management, banking regulators, many financial analysts and other investors use these non-GAAP financial measures to compare the capital adequacy of banking organizations with significant amounts of preferred equity and/or goodwill or other intangible assets, which typically stem from the use of the purchase accounting method of accounting for mergers and acquisitions. Tangible equity, tangible assets, tangible book value per share or related measures should not be considered in isolation or as a substitute for total stockholders' equity, total assets, book value per share or any other measure calculated in accordance with GAAP. Moreover, the manner in which we calculate tangible equity, tangible assets, tangible book value per share and any other related measures may differ from that of other companies reporting measures with similar names. The following table reconciles, as of the dates set forth below, stockholders' equity (on a GAAP basis) to tangible equity and total assets (on a GAAP basis) to tangible assets and calculates our tangible book value per share.

Dollar values in thousands except per share amounts

		Year Ended December 31,				Three Mont	ths Ended,
(A)	2009	2010	2011	2012	2013	2013Q1	2014Q1
Total Stockholders' Equity - GAAP Adjustments	\$15,219	\$16,814	\$35,166	\$43,553	\$55,483	\$44,697	\$56,498
Goodwill	\$0	\$0	\$2,684	\$2,684	\$2,684	\$2,684	\$2,684
Other Intangibles	\$0	\$0	\$155	\$145	\$573	\$142	\$563
Tangible Equity	\$15,219	\$16,814	\$32,327	\$40,724	\$52,226	\$41,871	\$53,251
Total Assets - GAAP	\$173,915	\$209,465	\$279,330	\$375,446	\$634,946	\$395,457	\$673,964
Adjustments Goodwill	\$0	\$0	\$2,684	\$2,684	\$2,684	\$2,684	\$2,684
Other Intangibles	\$0 ,,,,	\$0	\$155	\$145	\$573	\$142	\$563
Tangible Assets	\$173,915	\$209,465	\$276,491	\$372,617	\$631,689	\$392,631	\$670,717
Total Shares Outstanding							
Book Value Per Share	\$10.88	\$11.46	\$12.82	\$13.56	\$14.06	\$13.70	\$14.32
Effect of Adjustment	\$0.00	\$0.00	(\$1.03)	(\$0.88)	(\$0.82)	(\$0.87)	(\$0.82)
Tangible Book Value Per Share	\$10.88	\$11.46	\$11.79	\$12.68	\$13.24	\$12.83	\$13.50
Total Equity to Total Assets	8.75%	8.03%	12.59%	11.60%	8.74%	11.31%	8.38%
Effect of Adjustment	0	0	(0.90)	(0.67)	(0.47)	(0.64)	(0.44)
Tangible Equity to Tangible Assets	8.75%	8.03%	11.69%	10.93%	8.27%	10.67%	7.94%
Efficiency Ratio							
Noninterest Expense	\$4,052	\$6,195	\$8,615	\$11,645	\$19,024	\$3,574	\$5,385
Income before Noninterest Expense	\$4,552	\$7,293	\$10,116	\$14,985	\$23,340	\$4,473	\$6,688
Provision	\$1,273	\$1,019	\$639	\$685	\$1,026	\$89	\$245
Efficiency Ratio	69.6%	74.5%	80.1%	74.3%	78.1%	78.3%	77.7%

