

AT#20180742 Reviewed/Redacted Public Portion of Application

INTERAGENCY BANK MERGER ACT APPLICATION

to the

FEDERAL DEPOSIT INSURANCE CORPORATION

by

PLUMAS BANK
Quincy, California

For Prior Approval to
Purchase and Assume Deposits of
the Carson City, Nevada Branch Office of

MUTUAL OF OMAHA BANK.
Omaha, Nebraska

Pursuant to Section 18(c)
of the Federal Deposit Insurance Act

May 29, 2018

Interagency Bank Merger Act Application

Check all that apply:

Type of Filing

- Affiliate/Corporate Reorganization
 Combination with Interim Depository Institution
 Nonaffiliate Combination
 Other _____

Form of Transaction

- Merger
 Consolidation
 Purchase and Assumption
 Branch Purchase and Assumption
 Other _____

Filed Pursuant To

- 12 USC 1828(c)
 12 USC 215, 215a-c
 12 USC 1815(a)
 Other _____

Applicant Depository Institution

Plumas Bank 23275
Name Charter/ Docket Number

35 S. Lindan Avenue
Street

Quincy CA 95971
City State Zip Code

Target Institution

Mutual of Omaha Bank 32325/8146
Name Charter/ Docket Number

3333 Farnam Street
Street

Omaha NE 68131
City State Zip Code

Resultant Institution (if different than Applicant)

Name Charter/ Docket Number

Street

City State Zip Code

Contact Person

David Gershon Sheppard, Mullin, Richter and Hampton, LLP
Name Title/Employer

San Francisco CA 94111
City State Zip Code

415-774-3120 415-403-6091 dgershon@sheppardmullin.com
Telephone Number Fax Number E-mail Address

OVERVIEW

Item 1.

Describe the transaction's purpose, structure, significant terms and conditions, and financing arrangements, including any plan to raise additional equity or incur debt. Also provide the approximate approval date needed to consummate.

The transaction is a branch purchase and assumption transaction.

On May 21, 2018, Plumas Bank, a California state banking corporation ("Plumas Bank"), and Mutual of Omaha Bank, a federally-chartered savings bank ("Seller"), entered into Purchase and Assumption Agreement (the "Agreement") whereby Plumas Bank will (1) assume certain of the deposit liabilities of the Seller's branch office located 1101 N. Carson Street, Carson City, Nevada (the "Branch Office") in the approximate sum of \$50 million, (2) purchase less than \$1.0 million of certain loans associated with the Branch Office, (3) assume the lease for the Branch Office's premises; (3) assume certain service contracts related to the Branch Office as defined in the Agreement; (4) purchase certain fixed assets, such as furniture, fixtures and equipment at the Branch Office; and (5) acquire the cash at the Branch Office (collectively, the "Branch Purchase"). See Sections 2.1 and 2.3 of the Agreement.

In connection with the Branch Purchase, Plumas Bank will offer employment to certain of the employees of Seller working at the Branch Office, subject to the completion of the transaction and satisfactory background checks. See Section 9.5 of the Agreement.

Plumas Bank will pay Seller a purchase price equal to the sum of the following:

- (1) An amount equal to 5.75% of the average balance of certain designated core deposit accounts (as described in more detail below);
- (2) An amount equal to the aggregate principal outstanding and accrued interest on the purchased as of the closing date;
- (3) The amount of cash at the Branch Office as of closing;
- (4) The aggregate amount of the prepaid expenses relating to the Branch Office as of the closing and any proration of amounts payable by Plumas Bank, as specified by the Agreement; and
- (5) An amount equal to Seller's net book value with respect to the purchased fixed assets.

See Section 3.1 of the Agreement.

Plumas Bank will pay a premium equal to 5.75% of the average balance of certain designated core deposit accounts of the Branch Office based on the closing balance of such accounts for the 30-day period ending on the date of closing. Generally, the designated core deposit accounts are those having a yield of 0.50% or less. See Section 1.1 of the Agreement – "Designated Core Deposit Accounts."

The closing will occur no later than October 31, 2018, subject to the receipt of required regulatory approvals, the completion of preparations for the data processing conversion

and other customary closing conditions.

The Agreement, which contains customary representations, warranties and covenants, may be terminated (1) by the parties by mutual agreement, (2) by either party if the Branch Purchase is not consummated by October 31, 2018 (which shall be extended to December 31, 2018 if the closing is delayed due to a delay in the receipt of regulatory approvals or an inability to complete the data processing conversion) or (3) by a non-breaching party in the event of a breach of the Agreement.

The purpose of the Branch Purchase is to permit Plumas Bank to expand its market operations in Western Nevada. In addition to acquiring deposits, loans and the related customer relationships, the Branch Office is, by virtue of its location, highly visible and easily accessible to customers and potential customers.

Neither Plumas Bank nor its holding company, Plumas Bancorp, has any plans to incur any debt or issue any equity in connection with the Branch Purchase.

Plumas Bank has tentatively scheduled a conversion for September 1, 2018. To consummate the transaction prior to the planned conversion date, Plumas Bank requires regulatory approval no later than August 13, 2018. To consummate the transaction no later than October 31, 2018 (subject to the satisfaction of conditions to closing) as agreed, Plumas Bank requires regulatory approval no later than October 15, 2018.

Item 2.

Provide a copy of (a) the executed merger or transaction agreement, including any amendments, (b) any board of directors' resolutions related to the transaction, and (c) interim charter, names of organizers, and related documents, if applicable.

- (a) A copy of the Agreement is included as Exhibit 1 in the Confidential Volume.
- (b) Copies of Plumas Bank's and Seller's board resolutions authorizing the transaction are included as Exhibit 2 in the Confidential Volume contains.
- (c) There are no interim charters, organizers or similar documents related to this transaction.

Item 3.

Describe any issues regarding the permissibility of the proposal with regard to applicable state or federal laws or regulations (for example, nonbank activities, branching, qualified thrift lender's test).

Plumas Bank is not aware of any issues regarding the permissibility of the Branch Purchase under applicable federal or state law.

Item 4.

Describe any nonconforming or impermissible assets or activities that Applicant or Resultant Institution may not be permitted to retain under relevant law or regulation, including the method of and anticipated time period for divestiture or disposal.

None.

Item 5.

Provide the indicated financial information and describe the assumptions used to prepare the projected statements, including those about the effect of the merger transaction. Material changes between the date of the financial statements and the date of the application should be disclosed. If there are no material changes, a statement to that effect should be made.

- a. **Pro Forma Balance Sheet, as of the end of the most recent quarter and for the first year of operation after the transaction. Indicate separately for the Applicant and Target Institution each principal group of assets, liabilities, and capital accounts; debit and credit adjustments (explained by footnotes) reflecting the proposed acquisition; and the resulting pro forma combined balance sheet. Goodwill and all other intangible assets should be listed separately on the balance sheet. Indicate the amortization period and method used for any intangible asset and the accretion period of any purchase discount on the balance sheet.**
- b. **Projected Combined Statement of Income for the first year of operation following consummation.**
- c. **Pro Forma and Projected Regulatory Capital Schedule, as of the end of the most recent quarter and for the first year of operation, indicating**
 - **Each component item for Tier 1 (Core) and Tier 2 (Supplementary) Capital, Subtotal for Tier 1 and Tier 2 Capital (less any investment in unconsolidated or nonincludable subsidiaries), Total Capital (include Tier 3 if applicable).**
 - **Total risk-weighted assets.**
 - **Capital Ratios: (1) Tier 1 capital to total risk-weighted assets; (2) Total capital to total risk-weighted assets; and (3) Tier 1 capital to average total consolidated assets (leverage ratio).**

The Pro Forma Balance Sheet, Projected Combined Statement of Income and Regulatory Capital Schedules are included as Exhibit 3 in the Confidential Volume.

Plumas Bank has experienced no material changes since the date of the financial information provided. The only changes to the financial information provided have occurred through the normal operations of the Buyer and Seller.

Item 6.

List the directors and senior executive officers of the Resultant Institution and provide the name, address, position with and shares held in Resultant Institution or holding company, and principal occupation (if a director).

There will be no change in the directors and senior executive officers of Plumas Bank as a result of the Branch Purchase.

A list of Plumas Bank's directors and senior executive officers is included as Exhibit A to the Public Volume. Plumas Bancorp holds all of Plumas Bank's outstanding shares.

Exhibit A indicates the number of shares of Plumas Bancorp held by each of the listed persons.

Item 7.

Describe how the proposal will meet the convenience and needs of the community. For the combining institutions, list any significant anticipated changes in services or products that will result from the consummation of the transaction. If any services or products will be discontinued, describe and explain the reasons.

Plumas Bank recognizes that insured depository institutions have a responsibility to meet the convenience and needs of their communities, specifically including the credit and community development needs of the local communities from which they receive their deposits. To that end, Plumas Bank has established various programs focused on community development lending, investments and services, which are more fully described in response to Item 8 below.

Plumas Bank does not expect to discontinue any services or products that it offers as a result of this transaction. Plumas Bank is reviewing the services and products offered by the Seller and comparing those to its own. The products and services that Plumas Bank offers and will offer at the Branch Office include the following: Deposit products including a variety of checking accounts, money market accounts, certificates of deposit, individual retirement accounts (IRAs) and health savings accounts (HSAs); loans, including consumer loans (including vehicle loans and home equity lines of credit) and commercial loans (including business loans, SBA loans, agricultural loans, real estate loans and letters of credit). Plumas Bank also offers services such as online banking and BillPay, mobile banking, including mobile deposit, voicebanking, and business remote deposit. In addition, Plumas Bank has relationships with the following professional companies: The Independent Bankersbank (TIB) for credit cards, and Next Level Advisors for non-deposit investment products.

Plumas Bank has carefully reviewed the products and services offered by the Seller at the Branch Office and compared with its own. While the array of Plumas Bank's products and services is necessarily more limited than those of the Seller given Plumas Bank's relative size and resources compared to the Seller, Plumas Bank believes that the key products offered to customers and the community through the Branch Office following the Branch Purchase will remain markedly similar. The following table compares deposit products of Seller and Buyer; listing the most analogous current Plumas Bank deposit product. Plumas Bank plans to waive all deposit account fees for a minimum of six months and will work with account holders to transition into a suitable alternative product.

Mutual of Omaha Products

Business Checking Accounts

Basic Business Checking - \$5,000 avg coll bal or \$10/month, allows \$10K deposited max, 100 FREE transactions/month

Commercial Analysis Checking - \$1,000 min opening deposit; No monthly maintenance fee with earnings credit, otherwise \$30/month

Commercial Analysis Checking w Interest – see above

Interest on Lawyer Trust Accts (IOLTA) – min opening deposit is \$1,000, must have \$1,000 average coll bal to earn interest

Business Savings & MM Accounts

Business Savings – Min opening deposit is \$500; monthly maintenance fee waived with avg coll bal of \$500; otherwise \$3

Business Money Market – min \$1,000 avg coll bal min to earn interest; no monthly fee with avg coll bal of \$1,000; otherwise \$10

Public Funds Money Market – Min opening deposit is \$10,000; min \$1,000 avg coll bal min to earn interest; no monthly fee with avg coll bal of \$1,000; otherwise \$10

Simplified Employee Pension (SEP) – no details available

Plumas Bank Replacement Products

Business Checking Accounts

Local Business Checking - \$2,000 daily bal or \$12/month; no limit of cash deposited; 150 FREE transactions/month

Analysis Business Checking - no minimum opening deposit; monthly maintenance fee is \$15 but is included in earnings credit, we have very competitive earnings credit

Analysis Business Checking - we can also offer interest, see above

Business NOW (IOLTA) – no minimum deposit and no minimum balance to earn interest

Business Savings & MM Accounts

Regular Business Savings –Min opening bal is \$100; Min daily balance to avoid service fee of \$5 is \$300

Business Money Market –Min opening bal is \$100; Min daily bal to avoid monthly service fee of \$10 is \$2,500

Business Money Market –Min opening bal is \$100; Min daily bal to avoid monthly service fee of \$10 is \$2,500

Simplified Employee Pension (SEP) – to build a retirement fund

Mutual of Omaha Products

Personal Checking Accounts

Online Advantage Checking - \$100 min opening balance; avg coll bal of \$100 otherwise \$10 monthly maintenance fee; earns interest w \$1,500 avg coll balance.

Advantage Checking - \$100 min opening balance; avg coll bal of \$100 otherwise \$10 monthly maintenance fee; unlimited check writing; earns interest

Basic Checking – \$100 min opening bal; no fee but direct deposit is required. No interest is earned on this acct.

Classic Checking - \$300 min opening deposit, monthly maintenance fee waived with avg coll bal of \$300, otherwise \$7; no interest is earned on this acct.

Investment Checking – Min opening deposit is \$1,000; monthly maintenance fee waived with avg coll bal of \$10K, otherwise \$15/month; earns interest

Platinum Checking –For age 50+; Min opening deposit is \$100, monthly maintenance fee waived with avg coll bal of \$100, otherwise \$10; earns interest

Plumas Bank Replacement Products

Personal Checking Accounts

Go Green Checking - \$100 min opening balance, no required maintained balance; Service charge of \$7/month is waived if client: (1) has eStatements, (2) uses PB debit card for signature-based transactions at least 10 times per statement cycle, and (3) writes no more than 10 checks (including checks issued through BillPay) per statement cycle. This acct does not earn interest.

NOW Account – \$100 min opening balance; \$10 monthly service charge unless maintains a min. daily bal of \$1,500; unlimited check writing; earns interest.

Go Green Checking - \$100 min opening balance, no required maintained balance; Service charge of \$7/month is waived if client: (1) has eStatements, (2) uses PB debit card for signature-based transactions at least 10 times per statement cycle, and (3) writes no more than 10 checks (including checks issued through BillPay) per statement cycle. This acct does not earn interest.

Basic Checking - \$100 min opening deposit; monthly service charge is \$7, can write up to 15 checks per stmt cycle; no interest is earned on this acct.

Money Fund Plus - Minimum deposit required is \$2,500; min daily bal to avoid service charge is \$10K, otherwise \$15 monthly service charge.

Senior Checking – For age 55+; min bal is \$100, min daily bal of \$400 to avoid \$7/month service fee; combined bal of \$5,000 in other personal accts to avoid service fee ; no interest is earned on this acct.

Item 8.

Discuss the programs, products, and activities of the Applicant or the Resultant Institution that will meet the existing or anticipated needs of its community(ies) under the applicable criteria of the Community Reinvestment Act (CRA) regulation, including the needs of low- and moderate-income geographies and individuals. For an Applicant or Target Institution that has received a CRA composite rating of "needs to improve" or "substantial noncompliance" institution-wide or, where applicable, in a state or a multistate MSA, or has received an evaluation of less than satisfactory performance in an MSA or in the non-MSA portion of a state in which the applicant is expanding as a result of the combination, describe the specific actions, if any, that have been taken to address the deficiencies in the institution's CRA performance record since the rating.

Plumas Bank is sensitive to its obligations under the Community Reinvestment Act ("CRA") and other consumer statutes and regulations and constantly seeks ways to improve its performance in that regard. The bank's last published CRA Performance Evaluation is dated as of May 26, 2015. Plumas Bank received an overall "Satisfactory" rating, including ratings of "Outstanding" for the lending test and the community development test.

Plumas Bank offers a variety of deposit and loan products that are priced to be affordable and meet the needs of its communities, including low and moderate-income families. Products that Plumas Bank provides to support its community development efforts include: low-cost checking accounts; small dollar business loans; small farm loans; community development lending and Small Business Administration (SBA) loans. Additionally, Plumas Bank offers consumer loans, including Home Equity Lines of Credit, automobile loans and other personal loans. Plumas Bank serves its customers through twelve full-service branch offices throughout Northeastern California and also maintains four separate stand-alone ATM locations; all Plumas Bank ATMs are deposit taking. In addition, customers are served by 24-hour a day, seven day a week VoiceBanking as well as On-Line and Mobile Banking services.

In addition, Plumas Bank officers and directors support our local communities by investing time as well as dollars in many community organizations such as Chambers of Commerce, Rotary, Fair Districts, Recreation Districts, Fire Districts, Rodeos and 4-H Programs, Health Care Districts, Theatres, Booster Clubs and PTA; Seniors Centers, Community Colleges; Museum Associations, Service Clubs, Career Fairs, Cattleman and Cattlewomen Associations, County Fairs, as well as numerous fund-raising efforts. Plumas Bank directors and employees donate countless hours each year to activities involving many of these organizations and more.

Item 9.

The Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 imposes additional considerations for certain interstate mergers between insured banks. Savings associations are not subject to 12 USC 1831u. If subject to these provisions, discuss authority; compliance with state age limits and host state(s) filing requirements; and applicability of nationwide and statewide concentration limits. In addition, discuss any other restrictions that the states seek to apply (including state antitrust restrictions).

Not applicable/none.

Item 10.

List all offices that (a) will be established or retained as branches, including the main office, of the Target Institution, (b) are approved but unopened branch(es) of the Target Institution, including the date the current federal and state agencies granted approval(s), and (c) are existing branches that will be closed as a result of the proposal to the extent the information is available and indicate the effect on the branch customers served. For each branch, list the popular name, street address, city, county, state, and zip code.

(a) Plumas Bank will retain the Branch Office as a branch following the transaction. The address of the Branch Office is:

1101 N. Carson Street, Carson City, Nevada

Exhibit B to the Public Volume lists Plumas Bank's current branch offices. Exhibit C to the Public Volume lists Seller's current branches.

(b) Seller has no approved but unopened branches.

(c) Plumas Bank will close no existing branches as a result of the transaction.

Item 11.

As a result of this transaction, if the Applicant will be or will become affiliated with a company engaged in insurance activities that is subject to supervision by a state insurance regulator, provide

a. The name of company.

Not applicable.

b. A description of the insurance activity that the company is engaged in and has plans to conduct.

Not applicable.

c. A list of each state and the lines of business in that state in which the company holds, or will hold, an insurance license. Indicate the state where the company holds a resident license or charter, as applicable.

Not applicable.

If a nonaffiliate transaction, the Applicant also must reply to items 12 through 14.

Item 12.

Discuss the effects of the proposed transaction on existing competition in the relevant geographic market(s) where Applicant and Target Institution operate. Applicant should contact the appropriate regulatory agency for specific instructions to complete the competitive analysis.

The relevant geographic market is the Carson City, NV MSA banking market (the "Relevant Market"). This competitive analysis is based on the Relevant Market using FDIC deposit data as of June 30, 2017, the most recent date for which FDIC data is available.

The Relevant Market is competitive. As of June 30, 2017, there were 10 banks with an aggregate of 16 banking offices in the Relevant Market holding approximately \$3.0 billion in deposits. The Deposit Market Share Report for the Relevant Market is included as Exhibit D in the Public Volume.

As of June 30, 2017, Seller ranked 9th, in terms of deposits, of the 10 banks in the Relevant Market. Seller had a market share of approximately 3.92%, with deposits of approximately \$53.1 million.

Plumas Bank has no branch office in the Relevant Market. As a result, upon consummation of the proposed transaction, Plumas Bank's in-market deposits will be limited to the deposits of the Branch Office purchased from Seller under the Agreement.

Seller has only one branch office in the Relevant Market, the Branch Office. Therefore, because Plumas Bank currently has no offices within Relevant Market, upon the closing of the transaction, Plumas Bank will enter the Relevant Market and Seller will exit the market. As a result, the respective shares of deposits of the FDIC-insured depository institutions in the Relevant Market and the resulting HHI will remain unchanged.

The effect of the proposed transaction on competition is therefore insignificant. The Relevant Market has an HHI of 1,761, which is below the HHI level of 1,800 at which the FDIC more closely considers competitive dynamics under its Statement of Policy on Bank Merger Transactions. An HHI Report is included Exhibit E in the Public Volume.

Item 13.

If the proposed transaction involves a branch sale or any other divestiture of all or any portion of the bank, savings association or nonbank company (in the case of a merger under 12 USC 1828(c)(1)) to mitigate competitive effects, discuss the timing, purchaser, and other specific information.

Not applicable.

Item 14.

Describe any management interlocking relationships (12 USC 3201-3208) that currently exist or would exist following consummation. Include a discussion of the permissibility of the interlock with regard to relevant laws and regulations.

No interlocking relationships will exist between the managements of Plumas Bank and Seller, and no such relationships will be created as a result of the Branch Purchase.

Item 15.

This section supplements question 12 of the Interagency Bank Merger Act Application for transactions between nonaffiliated parties. Additional guidance relating to the FDIC's consideration of the competitive factors in a proposed merger transaction is contained in the

FDIC's Rules and Regulations (12 CFR 303 Subpart D) and Statement of Policy on Bank Merger Transactions (2 FDIC Law, Regulations, and Related Acts 5145), which may be found at www.fdic.gov/regulations/laws/rules/index.html.

I. Delineation of the relevant geographic market(s).

The relevant geographic market includes the areas in which the offices to be acquired are located and from which those offices derive the predominant portion of their loans, deposits, or other business. The relevant geographic market also includes the areas where existing and potential customers impacted by the proposed merger may practically turn for alternative sources of banking services.

- (a) Prepare schedules for the Applicant Institution and Target Institution showing the total number of accounts and total dollar volume of deposits¹ for each municipality or census tract, where applicable, according to the recorded address of the depositor (do not submit supporting data). Small amounts may be aggregated and identified as "other." If the Applicant Institution is a multi-office institution, Applicant Institution deposit information should be provided only for those offices within or proximate to the area(s) described below under paragraph (b).**

A Deposit Market Share Report showing Seller's total dollar volume of deposits in the Relevant Market as of June 30, 2017 is included as Exhibit D.

Plumas Bank has no deposits in the Relevant Market.

- (b) Identify those areas where existing and potential customers of the offices to be acquired may practically turn for alternative sources of banking services. If consideration of the availability of such alternative banking services results in a market area considerably different from that indicated by the sources of deposits, discuss and provide necessary supporting information.**

Existing and potential customers of the Branch Office may practically turn to alternative sources of banking services at any of the other 16 banking offices of the nine other banks located in the Relevant Market in addition to numerous credit unions and brokerages firms. FDIC-insured institutions in the market are listed in the Deposit Market Share Report in Exhibit D.

- (c) Using the information collected in paragraphs (a) and (b), provide a narrative**

The Relevant Market is competitive and the market participants include some of the largest banks in the country, such as Wells Fargo Bank, U.S. Bank and Bank of America, as well as regional banks such as City National Bank, ZB and Bank of the West.

Further, Plumas Bank currently has no office in the Relevant Market. As result, the transaction wiii not further concentrate the market for banking services in the Relevant Market.

¹ In most cases, total deposits will serve as an adequate proxy for the overall share of banking business in the relevant geographic market area; however, other analytical proxies may be appropriate in certain cases (for example, a merger transaction involving trust companies).

(d) Provide any additional information necessary to support the delineated relevant geographic market(s). Supporting information may include relevant demographic information, locations of major employers, retail trade statistics, and/or information on traffic patterns. Applicants should consult with the applicable FDIC Regional Office in determining whether additional information is necessary.

II. Competition in the relevant geographic market(s).

(a) Prepare a schedule of participating and competing banking institutions' offices, divided into three sections:

(i) Applicant Institution offices within or proximate to the relevant geographic market(s);

(ii) Target Institution offices within or proximate to the relevant geographic market(s); and

(iii) Competitor banking offices located or competing within the delineated relevant geographic market(s).

To the extent known, also include banking offices approved but not yet open. The following presentation format is suggested:

Name and Location of Banking Office	Total Deposits	Distance and Direction From Nearest Office	
		Applicant Institution	Target Institution

(b) For each office listed in paragraph (a), provide the street address; total deposits as reported in the most recent FDIC Summary of Deposits Data Book (www2.fdic.gov/sod/index.asp); and distance and general direction from the nearest office of Applicant and Target Institution. In cases where the delineated relevant geographic market includes a significant portion of a larger metropolitan area, provide only a listing of financial institutions and the aggregate total deposits of all offices operated by each within the delineated relevant geographic market(s).

(c) Discuss the extent and intensity of competition in the delineated relevant geographic market(s) provided by nonbank institutions, such as other depository institutions (for example, credit unions) and nondepository institutions (for example, finance companies, or government agencies). For those institutions regarded as competing in the delineated relevant geographic market(s), provide name, address, and services supplied.

Please see the response to Item 12.

Supplemental Information

Risk to U.S. Financial Stability

Section 604(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the

“Dodd-Frank Act”) amended Section 18(c) of the Federal Deposit Insurance Act to require the FDIC, when evaluating a proposed transaction to consider the risk to the stability of the United States banking or financial system.

The proposed Branch Purchase represents a *de minimis* transaction for financial stability purposes and would not materially increase the interconnectedness or complexity of Plumas Bank. Transactions such as the proposed Branch Purchase, involving a proposed acquisition of minor amounts of banking assets, may be presumed to have only a *de minimis* impact and not raise financial stability concerns absent evidence that the transaction would result in a significant increase in interconnectedness, complexity, cross-border activities, or other risk factors. Capital One Financial Corporation, FRB Order No. 201-2 (Feb. 14, 2012).

Plumas Bank’s and the Branch Office’s annual transaction volume in each of the following activities is and will remain either none at all or limited (no more than \$500,000):

- Prime brokerage services
- Securities lending
- Commercial paper underwriting
- Asset-backed commercial paper underwriting
- Corporate bond underwriting
- High-yield bond underwriting
- Seasoned offering underwriting
- Initial Public Offering underwriting
- Municipal bond underwriting
- Agency debt underwriting
- Agency MBS underwriting
- Private label ABS underwriting
- Tri-party repo dealing
- Clearing and settlement
- Foreign exchange swaps
- Trade letters of credit
- Derivatives trading
- Commodities trading
- Mortgage servicing (residential)
- Securities custody
- Corporate trust
- Reinsurance
- Asset management

Certification

We hereby certify that our board of directors, by resolution, has authorized the filing of this application, and that to the best of our knowledge, it contains no misrepresentations or omissions of material facts. In addition, we agree to notify the agency if the facts described in the filing materially change prior to receiving a decision or prior to consummation. Any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject us to legal sanctions provided by 18 U.S.C. 1001 and 1007.

We acknowledge that approval of this application is in the discretion of the appropriate federal banking agency. Actions or communications, whether oral, written, or electronic, by an agency or its

employees in connection with this filing, including approval of the application if granted, do not constitute a contract, either express or implied, or any other obligation binding upon the agency, other federal banking agencies, the United States, any other agency or entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of any federal banking agency to exercise its supervisory, regulatory, or examination powers under applicable law and regulations. We further acknowledge that the foregoing may not be waived or modified by any employee or agent of a federal banking agency or of the United States.

Signed this 29th day of MAY, 2018:

PLUMAS BANK by _____
Applicant



Signature of Authorized Officer


Andrew J. Ryback

Typed Name

President and Chief Executive Officer

Title

MUTUAL OF OMAHA BANK by _____
Target Institution



Signature of Authorized Officer

Dwayne Sieck

Typed Name

President / COO

Title

Exhibit List

Public Volume

Directors and Senior Executive Officers of Plumas Bank	A
Plumas Bank's Current Offices	B
Mutual of Omaha Bank's Current Offices	C
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Confidential Volume

Purchase and Assumption Agreement between Plumas Bank and Mutual of Omaha Bank Date as of May 21, 2018	1
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Exhibit A

Exhibit A
Plumas Bank
Officers and Directors

Name and Position with Plumas Bank (1)	Occupation	Shares Owned (2)
Andrew J. Ryback, President, CEO and Director		49,703
Richard L. Belstock, EVP and CFO		39,018
BJ North, EVP and Chief Banking Officer (CBO) of Plumas Bank		6,400
Kerry D. Wilson, EVP and CCO of Plumas Bank		27,450
Aaron Boigon, EVP and CIO of Plumas Bank		0
Daniel E. West, Director and Chairman of the Board	President, Graeagle Land & Water Co., a land management company. President, Graeagle Water Co, a private water utility, Graeagle, CA	49,238
Terrance J. Reeson, Director, Vice Chairman and Secretary of the Board	Retired	82,831
Steven M. Coldani, Director	President, Owner/Broker, Coldani Realty Inc. and co-owner of Graeagle Associates Realtors; a managing member of Coldani Farming, LLC, a diversified farming company, Lodi, CA.	14,196
William E. Elliott, Director	Retired	71,000
Gerald W. Fletcher, Director	Forest Products Wholesaler, Susanville, CA.	
John Flournoy, Director	Rancher and Chief Financial Officer of Likely Land and Livestock Corporation, Likely, CA	57,406
Richard F. Kenny	Retired	2,300
Robert J. McClintock, Director	Certified Public Accountant, co-owner of McClintock Accountancy Corporation, Tahoe City, CA	100,481

(1) The address of all persons is c/o Plumas Bank, 35 S. Lindan Avenue Street, Quincy, CA 95971

(2) Indicates number of shares of Plumas Bancorp owned. Plumas Bank is a wholly-owned subsidiary of Plumas Bancorp.

Exhibit B

Exhibit B

**Plumas Bank
List of Offices**

UNINUM	Number	Name	Address	County	City	State	Zip	Service Type
16040	7	Susanville Branch	3000 Riverside Drive	Lassen	Susanville	CA	96130	Full Service Brick and Mortar Office
256119	9	Alturas Branch	510 North Main Street	Modoc	Alturas	CA	96101	Full Service Brick and Mortar Office
359407	13	Truckee Branch	11638 Donner Pass Road	Nevada	Truckee	CA	96161	Full Service Brick and Mortar Office
279884	16	Kings Beach Branch	8475 N Lake Blvd 243 N. Lake	Placer	Beach	CA	96143	Full Service Brick and Mortar Office
424228	15	Tahoe City Branch	Boulevard	Placer	Tahoe City	CA	96145	Full Service Brick and Mortar Office
197593	11	Chester Branch	225 Main Street	Plumas	Chester	CA	96020	Full Service Brick and Mortar Office
256115	2	Greenville Branch	121 Crescent Street	Plumas	Greenville	CA	95947	Full Service Brick and Mortar Office
256114	1	Portola Branch	120 North Pine Street	Plumas	Portola	CA	96122	Full Service Brick and Mortar Office
16311		Plumas Bank Quincy	336 West Main Street	Plumas	Quincy	CA	95971	Full Service Brick and Mortar Office
361938	14	Administrative Building	35 S. Lindan Avenue	Plumas	Quincy	CA	95971	Limited Service Administrative Office
197680	12	Fall River Mills Branch	43163 Highway 299 East	Shasta	Fall River Mills	CA	96028	Full Service Brick and Mortar Office
467441	22	Redding Branch	1335 Hilltop Drive	Shasta	Redding	CA	96003	Full Service Brick and Mortar Office
579817	23	Reno Branch	5050 Meadowood Mall Circle	Washoe	Reno	NV	89502	Full Service Brick and Mortar Office

Exhibit C

Exhibit C

**Mutual of Omaha Bank
List of Offices**

UNINUM	Number	Name	Address	County	City	State	Zip	Service Type
432669	132	Chandler Branch	555 West Chandler Boulevard, Suite 100	Maricopa	Chandler	AZ	85225	Full Service Brick and Mortar Office
446896	138	Cotton Center	4950 S. 48th Street	Maricopa	Phoenix	AZ	85040	Limited Service Administrative Office
40241	124	Pima Center Branch	9200 E Pima Center Parkway, Suite 190	Maricopa	Scottsdale	AZ	85258	Full Service Brick and Mortar Office
573485	178	Mccormick Ranch Banking Center Branch	7373 North Scottsdale Road, Ste A195	Maricopa	Scottsdale	AZ	85253	Full Service Brick and Mortar Office
291687	130	Sun City Branch	19432 North R H Johnson Boulevard	Maricopa	Sun City West	AZ	85375	Full Service Brick and Mortar Office
365517	128	Grant Road Branch	6298 E. Grant Road, Ste 140	Pima	Tucson	AZ	85712	Full Service Brick and Mortar Office
559253	173	Oro Valley Branch	8580 North Oracle Road	Pima	Tucson	AZ	85704	Full Service Brick and Mortar Office
520805	167	Torrey Hills Branch	3580 Carmel Mountain Rd, Ste 160	San Diego	San Diego	CA	92130	Full Service Brick and Mortar Office
260105	105	Dtc Branch	5675 Dtc Blvd., Suite 100	Arapahoe	Greenwood Village	CO	80111	Full Service Brick and Mortar Office
366125	161	Marco Island Branch	1770 San Marco Road	Collier	Marco Island	FL	34145	Full Service Brick and Mortar Office
501262	159	Tamiami Trail Branch	625 9th Street North, Ste 101	Collier	Naples	FL	34102	Full Service Brick and Mortar Office
508299	162	Tampa Banking Center Branch	5401 West Kennedy Blvd., Suite 130	Hillsborough	Tampa	FL	33609	Full Service Brick and Mortar Office
532152	171	Honolulu Branch	600 Kapiolani Blvd, Ste 203	Honolulu	Honolulu	HI	96813	Limited Service Loan Production Office
590023	179	Leawood Branch	4001 W 114th St, Suite 110	Johnson	Leawood	KS	66211	Full Service Brick and Mortar Office

45159		Mutual Of Omaha Bank	3333 Farnam Street	Douglas	Omaha	NE	68131	Full Service Brick and Mortar Office
14456	109	90th & Maple Branch	3211 North 90th Street	Douglas	Omaha	NE	68134	Full Service Brick and Mortar Office
364126	111	Westwood Plaza Branch	12307 West Center Road	Douglas	Omaha	NE	68144	Full Service Brick and Mortar Office
365287	112	Lakeside Hills Branch	17041 Lakeside Hills Plaza	Douglas	Omaha	NE	68130	Full Service Brick and Mortar Office
470289	113	Downtown Lincoln Branch	1317 Q Street Suite 150	Lancaster	Lincoln	NE	68508	Full Service Brick and Mortar Office
499516	158	Southport Branch	12702 Westport Parkway, Suite 100	Sarpy	La Vista	NE	68138	Full Service Brick and Mortar Office
562834	174	Henderson Branch	2360 Corporate Circle	Clark	Henderson	NV	89074	Full Service Brick and Mortar Office
518512	166	Boca Park Branch	950 South Rampart Blvd	Clark	Las Vegas	NV	89145	Full Service Brick and Mortar Office
260625	115	El Mirage Branch	3100 Needles Highway, Ste 100	Clark	Laughlin	NV	89029	Full Service Brick and Mortar Office
567298	176	Reno Branch	5370 Kietzke Lane	Washoe	Reno	NV	89511	Full Service Brick and Mortar Office
260627	117	Carson City Branch	1101 North Carson Street	Carson City	Carson City	NV	89701	Full Service Brick and Mortar Office
499260	156	Pepper Square Branch	15030 Preston Rd, Ste 934	Dallas	Dallas	TX	75254	Full Service Brick and Mortar Office
499313	157	Sherry Lane Branch	5950 Sherry Lane, Suite 100	Dallas	Dallas	TX	75225	Full Service Brick and Mortar Office
501263	160	River Oaks Branch	1971 West Gray Street	Harris	Houston	TX	77019	Full Service Brick and Mortar Office
518500	165	Houston Med Center Branch	7515 Main Street, Suite 100	Harris	Houston	TX	77030	Full Service Brick and Mortar Office
533093	172	Ft. Worth Branch	6300 Ridglea Place, Suite 200	Tarrant	Fort Worth	TX	76116	Full Service Brick and Mortar Office

Exhibit D

Summary of Deposits

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Offices and Deposits of all FDIC-Insured Institutions
Deposit Market Share Report
 Deposits as of: June 30, 2017
 Sorted By: Market Share

Selected Market					June 30, 2017					
Metropolitan Statistical Area(s): CARSON CITY, NV					Outside of Market		Inside of Market			
					No. of Offices	Deposits (\$000)	No. of Offices	Deposits (\$000)	Market Share	
Institution Name	CERT	State (Hqtrd)	Bank Class	State/Federal Charter	No. of Offices	Deposits (\$000)	No. of Offices	Deposits (\$000)	Market Share	
Wells Fargo Bank, National Association	3511	SD	N	Federal	6,084	1,237,340,092	3	450,908	33.31%	
U.S. Bank National Association	6548	OH	N	Federal	3,169	329,281,780	4	186,473	13.77%	
Bank of America, National Association	3510	NC	N	Federal	4,602	1,269,966,814	1	183,886	13.58%	
City National Bank	17281	CA	N	Federal	72	40,651,396	1	119,311	8.81%	
ZB, National Association	2270	UT	N	Federal	437	52,669,046	2	116,355	8.60%	
Bank of the West	3514	CA	NM	State	559	63,975,217	1	103,506	7.65%	
Heritage Bank of Nevada	34072	NV	NM	State	6	597,687	1	72,442	5.35%	
Western Alliance Bank	57512	AZ	SM	State	36	16,018,055	1	64,870	4.79%	
Mutual of Omaha Bank	32325	NE	SB	Federal	29	6,297,475	1	53,113	3.92%	
Eaglemark Savings Bank	34313	NV	NM	State	0	0	1	2,858	0.21%	
Number of Institutions in the Market: 10					TOTALS	14,994	3,016,797,562	16	1,353,722	100.00

Bank Charter Class:

N - National Bank
 SM - Federal Reserve Member
 NM - Federal Reserve Nonmember
 SA - Savings Association
 SB - FDIC Savings Bank
 OI - U.S. Branches Foreign Banks

Exhibit E

Offices and Deposits of all FDIC-Insured Institutions
Preliminary Pro Forma Deposit Market Share Report

 Deposits as of:

 Total Assets as of:

 Sorted by:
[Create Final Report](#)

Acq	Merged	Selected Market					Total Assets as of March 31, 2018	Market Data June 30, 2017			Squared Market Share
		Metropolitan Statistical Area(s): CARSON CITY, NV						No. of Offices	Deposits (\$000)	Market Share	
		Institution Name	CERT	State (Hqtrd)	Bank Class	State/ Federal Charter					
<input type="radio"/>	<input type="checkbox"/>	Wells Fargo Bank, National Association	3511	SD	N	Federal	1,716,532,000	3	450,908	33.31%	1,109,4734
<input type="radio"/>	<input type="checkbox"/>	U.S. Bank National Association	6548	OH	N	Federal	452,255,735	4	186,473	13.77%	189,7461
<input type="radio"/>	<input type="checkbox"/>	Bank of America, National Association	3510	NC	N	Federal	1,755,242,000	1	183,886	13.58%	184,5178
<input type="radio"/>	<input type="checkbox"/>	City National Bank	17281	CA	N	Federal	47,890,554	1	119,311	8.81%	77,6787
<input type="radio"/>	<input type="checkbox"/>	ZB, National Association	2270	UT	N	Federal	66,301,344	2	116,355	8.60%	73,8773
<input type="radio"/>	<input type="checkbox"/>	Bank of the West	3514	CA	NM	State	89,460,640	1	103,506	7.65%	58,4518
<input type="radio"/>	<input type="checkbox"/>	Heritage Bank of Nevada	34072	NV	NM	State	830,865	1	72,442	5.35%	28,6366
<input type="radio"/>	<input type="checkbox"/>	Western Alliance Bank	57512	AZ	SM	State	20,818,808	1	64,870	4.79%	22,9630
<input type="radio"/>	<input type="checkbox"/>	Mutual of Omaha Bank	32325	NE	SB	Federal	8,204,406	1	53,113	3.92%	15,3937
<input type="radio"/>	<input type="checkbox"/>	Eaglemark Savings Bank	34313	NV	NM	State	38,657	1	2,858	0.21%	0,0446
Number of Institutions in the Market: 10						TOTALS	4,167,575,009	16	1,353,722	100.00%	
										HHI	1,760,7930

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Exhibit F

**NOTICE OF PROPOSED ACQUISITION OF
ASSETS AND ASSUMPTION OF LIABILITIES OF A BANK BRANCH**

Notice is hereby given that Plumas Bank, its main office located at 335 West Main Street Quincy, California, has filed an Application with the Federal Deposit Insurance Corporation for written approval to acquire certain assets of and to assume certain liabilities related to the branch office of Mutual of Omaha Bank located 1101 N. Carson Street, Carson City, Nevada. It is contemplated that after the transaction is completed, Plumas Bank will continue to operate the branch at its current location.

This Notice is published pursuant to Section 18(c) of the Federal Deposit Insurance Act. Any person wishing to comment on this application may file his or her comments in writing with the Regional Director of the Federal Deposit Insurance Corporation at its Regional Office at 25 Ecker Street, Suite 2300, San Francisco, California 94105 not later than ____ ____, 2018 [*30 days after first publication*].

The nonconfidential portions of the application are on file in the Regional Office and are available for public inspection during regular business hours. Photocopies of the nonconfidential portion of the application file will be made available upon request.

[*Insert publication dates*], 2018

PLUMAS BANK
Quincy, California

MUTUAL OF OMAHA BANK
Omaha, Nebraska