



Stephen M. Klein Partner

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“My style is interactive. I try to serve as a trusted advisor to our clients, utilizing my years of diverse experience to help them solve problems and accomplish goals from a business and legal perspective. Responsiveness is a given.”

Steve counsels financial institutions about federal and state banking matters and related securities law and financing issues. He utilizes his background and experience as a bank regulator with the Comptroller of the Currency and as an accountant on Wall Street in advising our diverse group of banking clients throughout the Western United States.

Steve assists financial services companies in creatively structuring and successfully implementing mergers and acquisitions and has been involved in more than 200 transactions as counsel for buyers or sellers. He counsels financial institutions about federal and state banking matters and related securities law and financing issues. In that regard, he guides securities registrations for public offerings on behalf of issuers and underwriters and counsels companies on SEC reporting and compliance obligations.

Steve is a frequent speaker at numerous banking conferences and he has hosted and moderated a bank CEO roundtable each year for the last 25 years. Steve has also been an instructor at the Pacific Coast Banking School teaching a Merger and Acquisition simulation course.

Steve counsels financial institutions about federal and state banking matters and related securities law and financing issues. He also assists companies in regulatory enforcement and interventions, public and private capital formation and strategic planning matters. Steve advises directors and officers of “troubled” banks concerning their obligations and potential exposure in their individual capacities. Further, he guides securities registrations for public offerings on behalf of issuers and underwriters and counsels companies on SEC reporting and compliance obligations.

Education

J.D., Georgetown
University Law Center,
1973

B.S., New York University,
accounting and business,
1969

Bar Admissions

Washington, 1980
District of Columbia, 1973

Military

U.S. Army, enlisted,
honorable discharge

Steve has spoken at “Acquire or Be Acquired,” Bank Director magazine’s annual national conference on mergers and acquisitions in Arizona every year since 1996. He has hosted and moderated a bank CEO roundtable each year since 2002 and a bank CFO roundtable annually since 2006. Steve is also a frequent speaker at numerous banking conferences.

Representative Experience

Holding Company Reorganization

- Skagit State Bank, Burlington, Washington
- NorthStar Bank, Ballard, Seattle, Washington
- Cashmere Valley Bank, Cashmere, Washington
- Community First Bank, Kennewick, Washington
- Coastal Community Bank, Everett, Washington
- Canyon Community Bank, N.A., Tucson, Arizona
- Bank Northwest, Bellingham, Washington
- Valley Bank, Henderson, Nevada
- Charter Bank, Bellevue, Washington

Mergers & Acquisitions

- Skagit Bancorp, Inc. merger with Banner Corporation in all stock deal. (pending)
- Premier Commercial Bancorp merger with Heritage Financial Corporation in all stock deal.
- Glacier Bancorp, Inc. acquisition of First Security Bank in all stock deal.
- Glacier Bancorp, Inc. acquisition of Collegiate Peaks Bank in cash/stock deal
- Glacier Bancorp, Inc. acquisition of Treasure State Bank in cash/stock deal.
- Redding Bank of Commerce acquisition of five branches of Bank of America in California.
- Glacier Bancorp, Inc. acquisition of Cañon National Bank in cash/stock deal.
- Glacier Bancorp, Inc. acquisition of Community Bank, Inc. in cash/stock deal.
- Intermountain Community Bancorp acquisition by Columbia Banking System, Inc. in cash/stock deal.
- Glacier Bancorp, Inc. acquisition of First National Bank of the Rockies in cash/stock deal.
- Fortune Bank merger with HomeStreet Bank in all-cash deal.
- Bankcda acquisition of Kellogg branch of AmericanWest Bank.
- Glacier Bancorp, Inc. acquisition of North Cascades National Bank in cash/stock deal.
- Bank of the Pacific acquisition of coastal branches from Sterling Savings Bank.
- Glacier Bancorp, Inc. acquisition of First State Bank in cash/stock deal.
- Columbia Banking System, Inc. acquisition of West Coast Bancorp in cash/stock deal.
- Northwest Commercial Bank merger with Heritage Bank in all-cash deal.
- Viking Bank merger with AmericanWest Bank in all-cash deal.
- Columbia State Bank acquisition of Bank of Whitman in FDIC-assisted transaction.
- Columbia State Bank acquisition of First Heritage Bank in FDIC-assisted transaction.
- Columbia State Bank acquisition of Summit Bank in FDIC-assisted transaction.
- Columbia State Bank acquisition of American Marine Bank in FDIC-assisted transaction.
- Glacier Bancorp, Inc. acquisition of First Company in cash/stock deal.
- Columbia Banking System, Inc. acquisition of Mountain Bank Holding Company in cash/stock deal.
- Columbia Banking System, Inc. acquisition of Town Center Bancorp in cash/stock deal.
- Glacier Bancorp, Inc. acquisition of North Side State Bank in cash/stock deal.
- Northern Nevada Bank merger with The Bank Holdings in cash/stock deal.
- Valley Bancorp merger with Community Bancorp in cash/stock deal.

- Glacier Bancorp, Inc. acquisition of Citizens Development Company in cash/stock deal.
- Pacific Continental Corporation acquisition of NWB Financial Corporation in cash/stock deal.
- CityBank sale of Diligenz, Inc. to CSC Corporation in all-cash deal.
- Columbia Banking System, Inc. acquisition of Bank of Astoria.
- Community First Bank acquisition of Connell branch of Baker Boyer National Bank.
- BNW Bancorp, Inc. merger with Pacific Financial Corporation in stock deal.
- Cashmere Valley Bank acquisition of Ellensburg branch of Pacific Northwest Bank.
- United Savings and Loan Bank cash/stock merger with Washington Federal.
- Panhandle State Bank acquisition of Orchard Bank branch of Household Bank, f.s.b.
- Harbor Bank, N.A. merger with First Community Financial Group in all-cash deal.
- Linn-Benton Bank merger with Umpqua Bank in cash/stock deal.
- Glacier Bancorp, Inc. acquisition of Wells Fargo branches.
- Glacier Bancorp, Inc. acquisition of WesterFed Financial Corporation in cash/stock deal.
- Silverdale State Bank merger with AMB Financial Services Corporation in cash deal.
- Glacier Bancorp, Inc. acquisition of Mountain West Bank in tax-free stock deal.
- Pioneer Bancorporation merger with Zions Bancorporation in tax-free stock deal.

New Bank Formations

- CenterPointe Community Bank, Hood River, Oregon
- Lewis & Clark Bank, Oregon City, Oregon
- Bank Reale, Pasco, Washington
- Center Bank, Lynnwood, Washington
- Eastside Commercial Bank, N.A., Bellevue, Washington
- Oregon Coast Bank, Newport, Oregon
- Northern Nevada Bank, Reno, Nevada
- Community First Bank, Kennewick, Washington
- Canyon Community Bank, N.A., Tucson, Arizona
- Charter Bank, Bellevue, Washington
- Northwest Business Bank, Seattle, Washington
- Coastal Community Bank, Everett, Washington
- Bank NorthWest, Bellingham, Washington
- Bank of Edmonds, Edmonds, Washington

Other Transactions & Financing

- Cashmere Valley Bank, liquidation of parent holding company, Cashmere, Washington.
- Glacier Bancorp, Inc. roll-up of subsidiary banks, Kalispell, Montana.
- Regal Bank, liquidation of parent holding company, Seattle, Washington.
- Community First Bancorp subchapter S conversion, Kennewick, Washington.
- Olympic Bancorp subchapter S conversion, Port Orchard, Washington.
- Hawaii National Bancshares, Inc. going private transaction, Honolulu, Hawaii.
- Numerous Trust Preferred Offerings.

Securities Offerings

- Columbia Commercial Bancorp placement and agent counsel for private placement, Hillsboro, Oregon.
- Intermountain Community Bancorp private placement/PIPE of common stock, Sandpoint, Idaho.
- Oregon Coast Bancshares, Inc. Regulation D common stock offering, Newport, Oregon.
- Sierra Bancorp registered direct offering, placement agents' counsel, Porterville, California.

- Peoples Bancorp private placement of common stock, Bellingham, Washington.
- Columbia Banking System, Inc. public common stock offerings, Tacoma, Washington.
- Bank of Commerce Holdings common stock offering, underwriters' counsel, Redding, Oregon.
- Glacier Bancorp, Inc. public common stock offerings, Kalispell, Montana.
- Pacific Continental Corporation public common stock offering, Eugene, Oregon.
- Foundation Bancorp, Inc. private placement of common stock, Bellevue, Washington.
- Pacific Continental Corporation common stock "PIPE" offering, Eugene, Oregon.
- Northwest Commercial Bank common stock offering, Lakewood, Washington.
- Canyon Bancorporation stock offering, Tucson, Arizona.
- Valley Bancorp underwritten initial public offering, Henderson, Nevada.

TARPS and SBLFs

- Peoples Bancorp, Bellingham, Washington (SBLF)
- Columbia Banking System, Inc., Tacoma, Washington (TARP) (repaid in entirety on 8/11/10)
- Intermountain Community Bancorp, Sandpoint, Idaho (TARP)
- Northwest Commercial Bank, Lakewood, Washington (TARP)

Publications

- "Chaos at the FDIC—What Portends for Banks in 2022," Miller Nash, *Cybergram* (Feb. 2021)
- "Art of the Deal," Miller Nash, *Cybergram* (May 2021)
- "The Return of M&A," Miller Nash Graham & Dunn, *Cyber-Graham* (Feb. 2021)
- "The Future of Banking: Revisited," Miller Nash Graham & Dunn, *Cyber-Graham* (Sept. 2020)
- "The Queen of Skagit County," Miller Nash Graham & Dunn, *Cyber-Graham* (Aug. 2020)
- "The Game Changer," Miller Nash Graham & Dunn, *Cyber-Graham* (May 2020)
- "Coronavirus: Is This the 2008 Fear Factor All Over Again?" Miller Nash Graham & Dunn, *Cyber-Graham* (Mar. 2020)
- "Turn of the Decade," Miller Nash Graham & Dunn, *Cyber-Graham* (Dec. 2019)
- "Happy Days," Miller Nash Graham & Dunn, *Cyber-Graham* (Oct. 2019)
- "Where Dinosaurs Roam," Miller Nash Graham & Dunn, *Cyber-Graham* (Aug. 2019)
- "The Best of Times," Miller Nash Graham & Dunn, *Cyber-Graham* (July 2019)
- "All's Quiet on the Western Front," Miller Nash Graham & Dunn, *Cyber-Graham* (May 2019)
- "Do I Hear the Winds Shifting?" Miller Nash Graham & Dunn, *Cyber-Graham* (Oct. 2018)
- "Respect Revisited," Miller Nash Graham & Dunn, *Cyber-Graham* (Aug. 2018)
- "The Future is Now...Revisited Once More," Miller Nash Graham & Dunn, *Cyber-Graham* (June 2018)
- "The Future of New Banks," Miller Nash Graham & Dunn, *Cyber-Graham* (Nov. 2017)
- "Imagine," Miller Nash Graham & Dunn, *Cyber-Graham* (Aug. 2017)
- "Musings," Miller Nash Graham & Dunn, *Cyber-Graham* (June 2017)
- "Madame President," Miller Nash Graham & Dunn, *Cyber-Graham* (Feb. 2017)
- "Anatomy of a Deal," Miller Nash Graham & Dunn, *Cyber-Graham* (Jan. 2017)
- "CRE Déjà Vu All Over Again," Miller Nash Graham & Dunn, *Cyber-Graham* (Jan. 2017)
- "M&A, Where Art Thou?" Miller Nash Graham & Dunn, *Cyber-Graham* (Nov. 2016)
- "Straight Talk About Community Banks," Miller Nash Graham & Dunn, *Cyber-Graham* (July 2016)
- "Reflections," Miller Nash Graham & Dunn, *Cyber-Graham* (June 2016)
- "Confluence," Miller Nash Graham & Dunn, *Cyber-Graham* (Mar. 2016)
- "A World in Flux," Miller Nash Graham & Dunn, *Cyber-Graham* (Feb. 2016)
- "Show Me the Money," Miller Nash Graham & Dunn, *Cyber-Graham* (Jan. 2016)

- “Stop and Smell the Roses,” Miller Nash Graham & Dunn, *Cyber-Graham* (Dec. 2015)
- “Monday Morning Quarterbacking,” Miller Nash Graham & Dunn, *Cyber-Graham* (Nov. 2015)
- “Coping With the CAMELS,” Miller Nash Graham & Dunn, *Cyber-Graham* (Sept. 2015)
- “Hacked,” Miller Nash Graham & Dunn, *Cyber-Graham* (June 2015)
- “Retrospective,” Miller Nash Graham & Dunn, *Cyber-Graham* (June 2015)
- “Consolidation Everywhere (And Not Just in Banking),” Miller Nash Graham & Dunn, *Cyber-Graham* (Mar. 2015)
- “Don’t Be the Next Blockbuster, Kodak, or Encyclopaedia Britannica,” Miller Nash Graham & Dunn, *Cyber-Graham* (Jan. 2015)
- “The Future is Now...Revisited,” Miller Nash Graham & Dunn, *Cyber-Graham* (Dec. 2015)
- “New Banks Are On Again, Says FDIC,” Graham & Dunn, *Cyber-Graham* (Dec. 2014)
- “Across the Pond,” Graham & Dunn, *Cyber-Graham* (Oct. 2014)
- “An ‘Interesting’ Move by the Fed,” Graham & Dunn, *Cyber-Graham* (Sept. 2014)
- “Deals Are Fragile,” Graham & Dunn, *Cyber-Graham* (July 2014)
- “Interest Rate Stagnation,” Graham & Dunn, *Cyber-Graham* (June 2014)
- “Reaching for the Stars,” Graham & Dunn, *Cyber-Graham* (Apr. 2014)
- “The Ides of March,” Graham & Dunn, *Cyber-Graham* (Mar. 2014)
- “2013 in the Rearview Mirror,” Graham & Dunn, *Cyber-Graham* (Jan. 2014)
- “Bah Humbug: Bank and Regulatory ‘Fatigue,’” Graham & Dunn, *Cyber-Graham* (Dec. 2013)
- “Overwhelmed,” Graham & Dunn, *Cyber-Graham* (Nov. 2013)
- “The Day the Lights Went Out,” Graham & Dunn, *Cyber-Graham* (Oct. 2013)
- “Last Man Standing,” Graham & Dunn, *Cyber-Graham* (Sept. 2013)
- “The Changing Face of Banking,” Graham & Dunn, *Cyber-Graham* (Sept. 2013)
- “The Bank of the Future,” Graham & Dunn, *Cyber-Graham* (July 2013)
- “Relevance,” Graham & Dunn, *Cyber-Graham* (June 2013)
- “Franchise Scarcity Value,” Graham & Dunn, *Cyber-Graham* (May 2013)
- “Silver Linings,” Graham & Dunn, *Cyber-Graham* (Apr. 2013)
- “The Art of the Deal,” Graham & Dunn, *Cyber-Graham* (Jan. 2013)
- “Bah Humbug - Wall Street to Main Street,” Graham & Dunn, *Cyber-Graham* (Dec. 2012)
- “Let’s Make A Deal,” Graham & Dunn, *Cyber-Graham* (Nov. 2012)
- “Solar Eclipse,” Graham & Dunn, *Cyber-Graham* (Nov. 2012)
- “Making A Buck—The ABCs,” Graham & Dunn, *Cyber-Graham* (Aug. 2012)
- “The Glacier is Moving,” Graham & Dunn, *Cyber-Graham* (July 2012)
- “Dodd-Frank: What Hath We Wrought?” Graham & Dunn, *Cyber-Graham* (Mar. 2012)
- “I Wanna Dance with Somebody,” Graham & Dunn, *Cyber-Graham* (Feb. 2012)
- “Visioning,” Graham & Dunn, *Cyber-Graham* (Jan. 2012)
- “Próspero Año Nuevo,” Graham & Dunn, *Cyber-Graham* (Dec. 2011)
- “Gobble, Gobble,” Graham & Dunn, *Cyber-Graham* (Nov. 2011)
- “Possibilities,” Graham & Dunn, *Cyber-Graham* (Oct. 2011)
- “The Future is Now,” Graham & Dunn, *Cyber-Graham* (Sept. 2011)
- “Aloha and Mahalo,” Graham & Dunn, *Cyber-Graham* (Sept. 2011)
- “R*E*S*P*E*C*T,” Graham & Dunn, *Cyber-Graham* (July 2011)
- “Fragile: Handle With Care,” Graham & Dunn, *Cyber-Graham* (June 2011)
- “The Role of The Board of Directors in Changing Times,” Graham & Dunn, *Cyber-Graham* (Apr. 2011)
- “You’ve Gotta Know When To Hold ‘Em and When To Fold ‘Em,” Graham & Dunn, *Cyber-Graham* (Feb. 2011)
- “The M&A Explosion - When Will It Happen?” Graham & Dunn, *Cyber-Graham* (Feb. 2011)
- “Perspective,” Graham & Dunn, *Cyber-Graham* (Jan. 2011)

- “It’s A Jungle Out There,” Graham & Dunn, *Cyber-Graham* (Jan. 2011)
- “What Is the Future Of Community Banking?” Graham & Dunn, *Cyber-Graham* (Dec. 2010)
- “Fly, Fly, Fly Away,” Graham & Dunn, *Cyber-Graham* (Nov. 2010)
- “The Return of M&A?” Graham & Dunn, *Cyber-Graham* (Oct. 2010)
- “2011: Crystal Ball Gazing,” Graham & Dunn, *Cyber-Graham* (Sept. 2010)
- “Capital: The Wheels of the Bus,” Graham & Dunn, *Cyber-Graham* (July 2010)
- “Back To The Future: 2012 - A Banking Odyssey,” Graham & Dunn, *Cyber-Graham* (June 2010)
- “Rising From The Ashes,” Graham & Dunn, *Cyber-Graham* (Apr. 2010)
- “The Domino and Migration Theories,” Graham & Dunn, *Cyber-Graham* (Feb. 2010)
- “The Banking World As We Know It,” Graham & Dunn, *Cyber-Graham* (Jan. 2010)
- “Don’t Play With Fire Boys and Girls,” Graham & Dunn, *Cyber-Graham* (Nov. 2009)
- “Going, Going, Gone,” Graham & Dunn, *Cyber-Graham* (Oct. 2009)
- “Life After the Scorched Earth,” Graham & Dunn, *Cyber-Graham* (Aug. 2009)
- “Executive Compensation and Corporate Governance—The SEC and Treasury Strike Again,” Graham & Dunn, *Cyber-Graham* (July 2009)
- “Banking On The Brink,” Graham & Dunn, *Cyber-Graham* (July 2009)
- “What’s A Bank To Do When The Regulators Come Knockin,” Graham & Dunn, *Cyber-Graham* (Apr. 2009)
- “The Banking Crisis: Where Do We Go From Here?” Graham & Dunn, *Cyber-Graham* (Feb. 2009)
- “Deja Vu All Over Again,” Graham & Dunn, *Cyber-Graham* (Jan. 2009)
- “The Scrambled Banking World: Where Do We Go From Here?” Graham & Dunn, *Cyber-Graham* (Sept. 2008)
- “Banking On The Precipice,” Graham & Dunn, *Cyber-Graham* (Sept. 2008)
- “To Deal or Not to Deal? That is the Question,” Graham & Dunn, *Cyber-Graham* (July 2008)
- “The Winds: They Are Blowing,” Graham & Dunn, *Cyber-Graham* (June 2008)
- “Substantial Changes to Rule 144,” Graham & Dunn, *Cyber-Graham* (Feb. 2008)
- “The Winds—They are a Shifting,” Graham & Dunn, *Cyber-Graham* (Nov. 2007)

Presentations

- Bank CEO Brainstorming Meeting, moderator (1995-present)
- Bank CFO Conference Roundtable Meeting, moderator (2006-Present)
- “Coping with the CAMELS,” Western Independent Bankers (Mar. 2017)
- “M&A Simulations,” Bank Director Magazine, “Acquire or Be Acquired” Conference (most recently 2016)
- “M&A Simulation,” Western Independent Bankers (2013-2016)
- “Coping with the CAMELS,” FHLBanks of Seattle (Sept. 2015)
- D.A. Davidson Investment Conference, panelist (2008-2009, 2011)
- “Bank Merger & Acquisition Simulation,” Arizona Bankers Association, Annual Meeting (Oct. 2006)
- “What to Do With an Unsolicited Takeover Proposal,” California Independent Bankers, Annual Convention (Oct. 2006)
- “To Sox or Not to Sox: Directors’ Responsibilities Under Section 404 of Sox,” Western Independent Bankers, CFO and Risk Management Conference (June 2006)
- “Real Estate Foreclosures in a Commercial Context,” Oregon Paralegal Association Debtor/Creditor Specialty Group, Quarterly Meeting (Oct. 2012)

Recognition

- Selected for inclusion as a Washington Super Lawyer
- Selected for inclusion in *The Best Lawyers in America*® (Seattle, WA)
 - Banking and Finance Law, 2001-present
- Peer-Review Rated Lawyer of AV® Preeminent™ by Martindale-Hubbell®