Form **8937**
(December 2011)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-2224

Part I Reporting Issuer

1 Issuer's name County Commerce Bank		2 Issuer's employer identification number (EIN) 75-3049066
3 Name of contact for additional information E. Allen Nicholson	4 Telephone No. of contact 909-483-7225	5 Email address of contact anicholson@cbbank.com
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 701 N. Haven Avenue		7 City, town, or post office, state, and Zip code of contact Ontario, CA 91764
8 Date of action February 29, 2016	9 Classification and description Common stock	

10 CUSIP number 22246P102	11 Serial number(s)	12 Ticker symbol CNYB (OTC PINK)	13 Account number(s)

Part II Organizational Action

Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On Febrary 29, 2016, County Commerce Bank ("Company") merged with and into Citizens Business Bank, a direct wholly owned subsidiary of CVB Financial Corp ("Parent"), with Citizens Business Bank surviving the merger, pursuant to the terms and conditions in the Agreement and Plan of Reorganization and Merger (the "Merger Agreement"), dated October 14, 2015, by and between Parent, Citizens Business Bank, and Company.

As noted in the Agreement of Merger, dated February 24, 2016, Company shareholders received 0.572 shares of Parent common stock and $8.175 in cash for each share of Company stock. No fractional shares of Parent common stock were issued in the merger, rather Parent paid cash in lieu of fractional shares.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ The merger qualified as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code, as amended.

As a result, the aggregate basis of the Parent common stock received in the merger will be the same as the aggregate basis of the Company common stock for which it was exchanged, decreased by the amount of cash received in the merger (except with respect to any cash received instead of fractional share interests in the Parent), decreased by any basis attributable to fractional share interests in Parent common stock for which cash is received, and increased by the amount of gain recognized on the exchange (regardless of whether such gain is classified as capital gain, or as ordinary dividend income, but excluding any gain or loss recognized with respect to fractional share interests in Parent common stock for which cash is received).

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ The calculations are based upon the exchange ratio agreed to in the Merger Agreement, as described in paragraph 14.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶

The merger qualified as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code, as amended, relevant Internal Revenue Code provisions, include, Sections 302, 354, 356, 358, 368, and 1221.

18 Can any resulting loss be recognized? ▶

Gain (but not loss) will generally be recognized by holders who receive shares of Parent and cash in exchange for shares of Company common stock pursuant to the merger in the amount by which the sum of the fair market value of the Parent common stock and cash received by a holder of Company common stock exceeds such holder's cost basis in its Company common stock.
Loss may be recognized to the extent of cash received in lieu of fractional shares of Parent.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶

The holding period of Parent common stock received in exchange for shares of Company common stock will include the holding period of the Company common stock for which it is exchanged. A holder of Company common stock who received cash instead of a fractional share of Parent common stock will generally be treated as having received the fractional share pursuant to the merger and then as having sold the fractional share of Parent common stock for cash. As a result, a holder of Company common stock will generally recognize gain or loss equal to the difference between the amount of cash received and the basis in his or her fractional share interest. This gain or loss will generally be capital gain or loss, and will be long-term capital gain or loss if, as of the effective date of the merger, the holding period for such shares is greater than one year. The deductibility of capital losses is subject to limitations.

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ E.A. Nicholson Date ▶ 7/18/16

Print your name ▶ E. Allen Nicholson Title ▶ EVP/CFO

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Aaron O'Farrell	Aaron O'Farrell	7/12/2016		P01449353
Firm's name ▶ KPMG LLP			Firm's EIN ▶	13-5565207
Firm's address ▶ 20 Pacifica, Suite 700 Irvine, CA 92618-3391			Phone no.	949-885-5400

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054