

### Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

#### Part I Reporting Issuer

1 Issuer's name  <u>Valley Commerce Bancorp</u>		2 Issuer's employer identification number (EIN)  <u>43-1981399</u>	
3 Name of contact for additional information  <u>E. Allen Nicholson</u>	4 Telephone No. of contact  <u>909-483-7225</u>	5 Email address of contact  <u>anicholson@cbbank.com</u>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact  <u>701 N. Haven Avenue</u>		7 City, town, or post office, state, and Zip code of contact  <u>Ontario, CA 91764</u>	
8 Date of action  <u>03/10/17</u>		9 Classification and description  <u>See attachment</u>	
10 CUSIP number  <u>919518-10-0</u>	11 Serial number(s)  <u>NA</u>	12 Ticker symbol  <u>VCBP</u>	13 Account number(s)  <u>NA</u>

#### 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 ▶  
See attachment

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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 ▶  
See attachment

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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 ▶  
See attachment

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**Part II Organizational Action** (continued)

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

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18 Can any resulting loss be recognized? ▶  
See attachment

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

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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.

Sign Here  
Signature ▶  Date ▶ 4/20/17

<b>Paid Preparer Use Only</b>	Print your name ▶	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	KRISTINE HOEFLIN		4/20/2017		P00786821
	Firm's name ▶ MOSS ADAMS, LLP	Firm's address ▶ 2040 MAIN STREET, STE 900 IRVINE, CA 92606		Firm's EIN ▶	91-0189318
				Phone no.	949-221-4000

**Valley Commerce Bancorp**  
**Attachment to Form 8937**  
**Report of Organizational Actions Affecting Basis of Securities**

**Form 8937 Part I, Box 9:**

The securities subject to reporting include all shares of CVB Financial Corp. ("CVB") common stock issued in exchange for the outstanding common stock of Valley Commerce Bancorp, Inc. ("Valley") as a result of the merger of Valley with and into CVB on March 10, 2017.

**Form 8937 Part II, Box 14:**

On March 10, 2017, Valley completed a merger with CVB. Pursuant to the terms and conditions of the Agreement and Plan of Merger, dated as of September 22, 2016, Valley merged with and into CVB. As a result of the merger, CVB is the surviving corporation while Valley ceased to exist as a corporation.

As noted in the Agreement and Plan of Merger, dated March 10, 2017, Valley shareholders received 0.5442 shares of CVB common stock and \$7.73 in cash for each share of Valley stock. No fractional shares of CVB common stock were issued in the merger, rather CVB paid cash in lieu of fractional shares.

**Form 8937 Part II, Box 15 & 16:**

The Merger was structured to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code, as amended. The tax basis of the shares of CVB common stock received by a Valley shareholder will be the same as the basis of the shares of Valley common stock surrendered in exchange for the shares of CVB common stock, plus any gain recognized by such shareholder in the Merger, and minus any cash received by the shareholder in the Merger. Pursuant to the applicable tax provisions, gain is recognized as a result of the Merger to the extent that the fair market value of stock and cash received exceeds the basis in the shares, but gain shall not be recognized in excess of the amount of cash received. Loss is not recognized. The fair market value of CVB common stock, based on the stock price at close as listed on the NASDAQ, is \$23.04.

A Valley shareholder who received cash in lieu of a fractional share interest in CVB common stock will be treated as having received such cash in full payment for such fractional share of stock. Since the shareholder did not receive CVB common stock in exchange for the fractional share interest, there will be no new basis to compute.

**Form 8937 Part II, Box 17:**

CVB's acquisition of Valley, pursuant to the merger completed on March 10, 2017, was structured to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code. In general, the income tax consequences to the shareholders are determined under Internal Revenue Code sections 302, 354, 356, 358, 368, and 1221.

**Form 8937 Part II, Box 18:**

In general, each Valley shareholder who received CVB common stock and cash for all of his Valley stock cannot recognize any loss. A Valley shareholder who received cash in lieu of a fractional share of Valley common stock may recognize loss if the amount of cash received is less than the basis in the fractional share, as applicable.

**Form 8937 Part II, Box 19:**

In general, any adjustment to the tax basis that causes gain or loss recognized by the Valley shareholder as a result of the completion of the Merger should be reported for the taxable year which includes March 10, 2017. A calendar year shareholder would report the transaction on a 2017 federal income tax return. The holding period of CVB common stock received in exchange for shares of Valley common stock will include the holding period of the Valley common stock for which it is exchanged. A holder of Valley common stock who received cash in lieu of a fractional share of CVB 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 CVB common stock for cash. As a result, a holder of Valley 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. The 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. Capital losses deductibility may be subject to limitations

**No legal opinion from U.S. legal counsel or ruling from the Internal Revenue Service (the "IRS") has been requested, or will be obtained, regarding the U.S. federal income tax consequences of the Merger described in this report. This report is not binding on the IRS and the IRS and the U.S. courts could disagree with one or more of the positions described above.**

**The above information does not constitute tax advice. It does not address the tax consequences that may apply to any particular shareholder, and each shareholder is urged to consult his or her own tax advisor regarding the tax consequences of the merger.**