



189 | **OVER
TWENTY
FIVE
YEARS**

Patriot Federal Bank merges with Kinderhook Bank

October 03, 2017 - Upstate New York

Albany, NY According to Kinderhook Bank Corp. (KBC), the parent bank holding company of The National Union Bank of Kinderhook (Kinderhook Bank), and Patriot Federal Bank, Patriot shareholders have approved the proposed merger of Patriot with and into Kinderhook Bank at a Patriot shareholders meeting with 99.99% of the shares present voting in favor and 76.52% of issued and outstanding shares represented at the meeting. No vote by the shareholders of KBC is required and KBC, as the sole shareholder of Kinderhook Bank, has already approved the proposed merger. Subject to remaining closing conditions, the merger is expected to close in the fourth quarter of 2017.

Endicott Financial Advisors LLC served as financial advisor to KBC and Kinderhook Bank and rendered a fairness opinion in connection with the transaction. Cranmore, FitzGerald & Meaney served as legal counsel to KBC and Kinderhook Bank. The Bank Advisory Group served as financial advisor to Patriot and rendered a fairness opinion. Hunton & Williams LLP served as legal counsel to Patriot.

The combined organization will operate as Kinderhook Bank with 11 offices across five counties and, based on financial results as of June 30, 2017, will have \$609 million in total assets, \$453 million in total loans, and \$539 million in total deposits.

The shareholders of Patriot overwhelmingly approved the merger with Kinderhook Bank. Kathleen Wolfe, president and CEO of Patriot, said, “We are excited about the potential benefits of the merger for customers and the communities we serve as well as for our employees. We are pleased that the value being created for our shareholders has been enthusiastically embraced by our shareholders.”

“We are pleased to see that our future shareholders from Patriot share our excitement with respect to the benefits of the merger and we look forward to welcoming them to KBC upon the consummation of the merger next quarter. We believe that the combination of our organizations will create a better bank for our customers and the communities we serve,” commented John Balli, president and CEO of KBC and Kinderhook Bank.

Pursuant to the terms of the merger agreement, Patriot would merge with and into Kinderhook Bank and Patriot shareholders would receive 0.300 shares of KBC common stock for each share of Patriot common stock. Upon closing, Patriot shareholders will own approximately 29% of the stock in the combined company, on a fully-diluted basis.