

**AMERICAN RIVIERA BANK**  
1033 Anacapa Street  
Santa Barbara, California 93101  
(805) 965-5942

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

To be held May 7, 2009

TO THE SHAREHOLDERS OF AMERICAN RIVIERA BANK:

NOTICE IS HEREBY GIVEN that, pursuant to the call of its Board of Directors, the Annual Meeting of Shareholders (the "Meeting") of American Riviera Bank (the "Bank") will be held at American Riviera Bank, 1033 Anacapa Street, Santa Barbara, California, on Thursday, May 7, 2009 at 5:00 p.m., for the purpose of considering and voting on the following matter:

1. ELECTION OF DIRECTORS. To elect the following fourteen (14) persons to the Board of Directors to serve until the next Annual Meeting of Shareholders and until their successors are elected and have qualified:

Bruce N. Anticouni	Tad M. Buchannan
Frank Burgess	Darren D. Caesar
Joe Campanelli	Jeff DeVine
David Duarte	J. Michael Giles
Palmer G. Jackson, Jr.	Lawrence Koppelman
Douglas Margerum	Alixé Mattingly
Gordon McKay	Guy Taylor

2. APPROVAL OF THE 2009 OMNIBUS STOCK INCENTIVE PLAN. To approve the Bank's 2009 Omnibus Stock Incentive Plan (the "2009 Plan") that would allow for the granting of up to 735,776 shares in the form of stock options, stock appreciation rights, restricted stock, deferred shares and performance shares and units that is intended to replace the Bank's 2006 Stock Incentive Plan, as described in Proposal 2 herein.

3. BYLAW AMENDMENT: REDUCTION IN NUMBER OF DIRECTORS. To approve an amendment to the Bylaws to reduce the authorized number of directors of the Corporation to be not less than eight (8) nor more than fifteen (15), as described in Proposal 3 herein.

4. OTHER BUSINESS. To consider and transact such other business as may properly come before the meeting and any adjournment or adjournments thereof.

Shareholders of record at the close of business on March 23, 2009 are entitled to notice of and to vote at the meeting and any adjournments thereof.

With regard to election of directors, please note the following provision of the Bank's Bylaws:

"Nominations for election of members of the Board of Directors may be made by the Board of Directors or by any shareholder of any outstanding class of voting stock of the Corporation entitled to vote for the election of directors. Notice of intention to make any nominations, other than by the Board of Directors, shall be made in writing and shall be received by the President of the Corporation no more than 60 days prior to any meeting of shareholders called for the election of directors, and no more than 10 days after the date the notice of such meeting is sent to shareholders pursuant to Section 2.2(d) of these bylaws; provided, however, that if only 10 days' notice of the meeting is given to shareholders, such notice of intention to nominate shall be received by the President of the Corporation not later than the time fixed in the notice of the meeting for the opening of the meeting. Such notification shall contain the following information to the extent known to the notifying shareholder: (A) the name and address of each proposed nominee; (B) the principal occupation of each proposed nominee; (C) the number of shares of capital stock of the Corporation owned by each proposed nominee; (D) the name and residence address of the notifying shareholder; (E) the number of shares of capital stock of the Corporation owned by the notifying shareholder; and (F) with the written consent of the proposed nominee, a copy of which shall be furnished with the notification, whether the proposed nominee has ever been convicted of or pleaded nolo contendere to any criminal offense involving dishonesty or breach of trust, filed a petition in bankruptcy, or been adjudged a bankrupt. Nominations not made in accordance herewith shall be disregarded by the chairman of the meeting, and the inspectors of election shall then disregard all votes cast for each nominee."

YOU ARE REQUESTED TO DATE, EXECUTE AND RETURN THE ENCLOSED PROXY WITHOUT DELAY WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING. YOU MAKE REVOKE YOUR PROXY AT ANY TIME PRIOR TO ITS BEING VOTED, EITHER BY ATTENDING THE MEETING AND ELECTING TO VOTE IN PERSON, OR BY FILING WITH THE SECRETARY OF THE BANK, PRIOR TO THE MEETING, A WRITTEN NOTICE OF REVOCATION OR A DULY EXECUTED PROXY BEARING A LATER DATE.

PLEASE INDICATE ON THE PROXY WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING SO THAT WE MAY ARRANGE FOR ADEQUATE ACCOMMODATIONS.

BY ORDER OF THE BOARD OF DIRECTORS

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Michelle Martinich, Secretary