

Edgar Filing: CAPITAL BANCORP INC - Form 425

CAPITAL BANCORP INC  
Form 425  
February 06, 2007

Filed Pursuant to Rule 425

Filing Person: Renasant Corporation

Subject Company: Capital Bancorp, Inc.

Commission File No. 000-51114

On February 5, 2007, management of Renasant Corporation made a presentation to the employees of Capital Bancorp, Inc. regarding the proposed merger of Capital Bancorp, Inc. with and into Renasant Corporation. The presentation was accompanied by a series of electronic slides that included information pertaining to Renasant Corporation. A copy of the slides follows below.

February 5, 2007

#### Forward Looking Statements

This presentation contains forward looking statements with respect to financial condition, results of operations and business of Renasant Corporation ( Renasant ) and Capital Bancorp, Inc. ( Capital ). These forward looking statements include, but are not limited to, statements about (i) the expected benefits of the transaction between Renasant and Capital and between Renasant Bank and Capital Bank, including future financial and operating results, cost savings, enhanced revenues and expected market position of the combined company that may be realized from the transaction and (ii) Renasant

and Capital's plans, objectives, expectations and intentions and other statements contained in this presentation that are not historical facts. Other statements identified by words such as expects,

anticipates,

intends,

plans,

believes,

seeks,

estimates,

targets,

projects

or words of

similar meaning generally are intended to identify forward looking statements. These statements are based upon the current beliefs and expectations of Renasant's

and Capital's management and are

inherently subject to significant business, economic and competitive risks and uncertainties, many of which are beyond their respective control. In addition, these forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change. Actual

results

may

differ

materially

from

those

indicated

or

implied

in

the

forward

looking

statements. Neither

Renasant

nor Capital assume any obligation to update forward looking statements.

Financial information of Renasant Corporation and Capital Bancorp presented herein as of and for the year ended December 31, 2006 is unaudited. Audited financial information for both companies will be available in their respective Annual Reports on Form 10-K

for  
the  
year  
ended  
December  
31,  
2006,  
which  
will  
be  
filed  
with  
the  
Securities  
and

Exchange Commission at a later date. In connection with the proposed merger, Renasant and Capital intend to file relevant materials with the Securities and Exchange Commission, including a registration statement on Form S-4 that will contain a proxy statement/prospectus.

This proxy statement/prospectus will be mailed to the shareholders of Capital.

**INVESTORS AND SECURITY HOLDERS OF CAPITAL ARE URGED TO READ THESE MATERIALS WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT RENASANT, CAPITAL AND THE PROPOSED MERGER.** The proxy statement/prospectus and other relevant materials (when they become available), and any other documents filed by Renasant or Capital with the SEC, may be obtained free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov).

In addition, investors may obtain free copies of the documents filed with the SEC by Renasant by directing a written request to Renasant Corporation, 209 Troy Street, Tupelo, Mississippi 38802 Attention: Investor Relations, and free copies of the documents filed with the SEC by Capital by directing a written request to Capital Bancorp, Inc., 1816 Hayes Street, Nashville, Tennessee 37203. Renasant, Capital and their respective directors and executive officers and other persons may be deemed to be participants in the solicitation of proxies from the shareholders

of  
Capital  
in  
connection  
with  
the  
proposed  
transaction.  
Information  
about  
the  
directors  
and  
executive  
officers  
of  
Renasant  
is

set  
forth  
in  
the  
proxy  
statement  
for  
Renasant  
Corporation's  
2006

annual meeting of shareholders,  
as filed with the SEC on March 9, 2006. Information about the directors and executive officers of Capital is set forth in the proxy statement for Capital Bancorp, Inc.'s 2006 annual meeting of shareholders, as filed with the SEC on April 13, 2006. Additional information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint proxy statement/prospectus when it becomes available.

Additional Information About the Transaction

Founded in 1904 as The Peoples Bank & Trust  
Company  
by Tupelo and Lee County, Mississippi  
Businessmen  
The Peoples Holding Company, the parent of The  
Peoples Bank & Trust Company and The Peoples  
Insurance Agency, was formed in 1982



Changed name to Renasant Corporation, Renasant  
Bank and Renasant Insurance in 2005  
Renasant Corporation History: [Who We Are](#)

Increased Annual Cash Dividend for 19 Consecutive  
Years

Renasant operates 63 banking, mortgage and  
insurance offices

in

38

cities

within

Mississippi,

Tennessee and Alabama

As of December 2006, Renasant has approximately

\$2.6 billion in assets and 850 employees within our

tri-state footprint

Renasant Corporation History: [Who We Are](#)

Renasant Core Values: **What We Believe**

Our Vision ..

To be the financial services advisor and provider of choice in each community we serve.

Our Mission

To provide quality financial services and advice by:

Understanding, then meeting the needs of our clients

Providing optimum return to our shareholders

Creating security and opportunity for our employees

Being good citizens in our communities

Renasant Markets Prior to 2001

Renasant Key Markets Prior to 2001

Key Markets

Available Deposits

Market Growth

Market Share

Tupelo

\$1.3 Billion

8%

24%

DeSoto County

1.0 Billion

8%

8%

Total

\$2.3 Billion



January  
2001  
to  
December  
2003

Renasant  
Corporation:  
Initiatives  
Capital Management  
Tender Offer  
Shareholder Repurchase  
Cash Dividend Increase

Improve Profitability

ROA

.93% in 2000 compared to 1.33% in 2003

ROE

9.49% in 2000 compared to 13.41% in 2003

Noninterest Income

Improve Asset Quality

Image Change

Market Change: More than a Bank

Appeal to more Affluent Clientele

Blue Collar Bank to Small Business / High Net Worth

Increase Services Per Client and Client Wallet Share

Enhanced Technology

January  
2004  
to  
Present

Renasant Growth: Expansion  
Mergers  
2004  
Renasant Bancshares  
Assets: \$226 Million  
Deposits: \$185 Million  
Loans: \$172 Million

Offices: Germantown, Cordova, TN

2005

Heritage Financial Holding Corporation

Assets: \$540 Million

Deposits: \$381 Million

Loans: \$391 Million

Offices: Birmingham (3), Huntsville (2),

Decatur (3), Alabama

De Novo

2005

Nashville, TN -

Limited Service Bank

2005

Oxford, MS

Full Service Bank

2005

East Memphis

Full Service Bank

2006

Collierville

Full Service Bank

Renasant Bank Offices  
Current Market  
Target Market  
Corporate Headquarters  
Renasant Insurance Offices  
TENNESSEE  
MISSISSIPPI

ALABAMA

FLORIDA

Jackson

Madison

Tuscaloosa

Oxford

Brentwood

Murfreesboro

Nashville

Huntsville

Birmingham

Decatur

Corinth

Tupelo

Memphis

Cordova

Germantown

Hernando

Horn Lake

Southaven

Louisville

Columbus

Starkville

Mobile

Pensacola

Panama City

Grenada

Current Growth Markets

Key Growth Markets-

Current

Gulf Shores

Franklin

Destin

Approximately 70% of

loans and 60% of

deposits are held in

the yellow key

market areas.

Chattanooga

Knoxville



Pro  
Forma  
Franchise  
CPBB Branch  
RNST Branch  
Balance Sheet  
Source: SNL Financial and Company filings.

Financial data as of 12/31/2006.

Does not include purchase accounting adjustments.

Renasant  
Capital  
Corporation  
Bancorp  
Combined

Offices:

63

7

70

Assets:

\$2,611,356

\$564,442

\$3,175,798

Gross Loans:

1,865,434

465,682

2,331,116

Deposits:

2,108,965

464,952

2,573,917

Renasant Attractive Markets  
Current  
Key Markets  
Available Deposits  
Deposit Growth  
Deposit Share  
Tupelo

1.3 Billion  
8%  
24%  
DeSoto County  
1.2 Billion  
8%  
5%  
Birmingham  
14.7 Billion  
8%  
1%  
Decatur  
1.1 Billion  
3%  
13%  
Huntsville/Madison  
5.5 Billion  
8%  
3%  
Germantown  
1.3 Billion  
10%  
15%  
Oxford  
.5 Billion  
12%  
0%  
Collierville  
.5 Billion  
10%  
0%  
Memphis/Cordova  
21 Billion  
10%  
0%  
Nashville/Brentwood  
13.5 Billion  
11%  
0%  
Total  
60.6 Billion

Renasant Growth: Markets

Alabama

Birmingham -

Top 10 Southeastern Technology centers

Over 400 technology companies

Eighth best place in nation for entrepreneurs  
Huntsville -

Inc. Magazine highest concentration of companies listed on  
its 500 fastest growing private companies

#1  
Mid-market  
in  
the  
south  
for  
2005  
-  
Southern  
Business  
&  
Development Magazine

B.R.A.C.  
5,000 Military / 10,000 Civilian Families to  
relocate here  
Decatur -

Home to 20 fortune 500 Companies

Morgan County ranked #1 in total announced capital  
investment  
in Alabama

Tennessee  
Memphis -

Largest cargo airport in the world

Third largest rail center

Fourth largest inland port  
Nashville -

Ranked first  
in  
Expansion  
Managements  
2005  
listing  
of  
Top 50 Hot  
expansion locations in the country

Average household income in the Williamson County  
Brentwood area is currently \$98,000 and is projected to  
reach \$110,000 by 2009

In this same period home ownership is expected to total  
approximately 56,000, up 23 % from the current 45,000  
home owners  
Renasant Growth: Markets



Renasant Growth: Markets  
Mississippi  
DeSoto County -

36  
th  
fastest growing County in the U.S.

Oxford -

14  
th  
in the nation in economic  
strength of micropolitan area  
Tupelo -

18  
th  
in the nation in economic  
strength of micropolitan area

Ranked 2  
nd  
in the Nation as most active micropolitan  
area for new and expanding industries.

Renasant Growth: Strategies  
Loans

Key Hires of Commercial Relationship Officers

HELOC referrals from Mortgage Lending Division  
Core

Deposits

High Performance Business and Consumer Checking

Renasant Relationship Account

Cash Management Services

Wealth  
Management

Private  
Client  
Financial  
Services

Center-  
One

Stop  
Shop  
staffed

with  
CPA,  
CFP,

Trust  
Relationship Officer, and Lender

Mortgage  
Lending

Expanding wholesale in Memphis and Nashville

Expanding retail in Memphis, Birmingham and Nashville  
Insurance

Strategic Alliances

Bank Integration

Renasant Focus: New Products & Services  
Mortgage  
Lending

Reverse Mortgage

Professional Mortgage Program

7 Year HELOC  
Convenience  
Banking

Free Internet Banking with Bill Pay

E-Statements

Renasant Advantage

Renasant Focus: New Products & Services  
Deposits

Renasant Relationship Account

Liquid CD

Health Savings Account  
Treasury  
Management

Remote Capture

Retail Lockbox

Positive Pay

Enhanced Business Internet Banking

Outbound Data Exchange

Multi-bank Reporting



2001 to 2006

2,611,356  
2,397,702  
1,415,214  
1,344,512  
1,254,727  
1,707,545  
1,211,940

1,200,000

1,460,000

1,720,000

1,980,000

2,240,000

2,500,000

Dec '00

Dec '01

Dec '02

Dec '03

Dec '04

Dec '05

Dec '06

Assets

Renasant Assets

Selected Compounded Annual Growth Rates (CAGR)

Selected Compounded Annual Growth Rates (CAGR)

0%

5%

10%

15%

20%

Assets  
Loans  
Deposits  
Net Income  
EPS  
6 Year CAGR



32,287

40,216

45,943

27,973

31,893

24,389

18,529

1.55

1.96

2.31

2.13

2.06

1.70

1.83

10,000

20,000

30,000

40,000

50,000

Dec '00

Dec '01

Dec '02

Dec '03

Dec '04

Dec '05

Dec '06

1.00

2.00

3.00

4.00

Non-int Inc

Non-int Inc/Avg Assets

Renasant Non-interest Income

As a Percent of Total Revenues:

29% in 2000

35% in 2006

Renasant Fee Income Composition

Service Charges

= 42% vs. 48%

Fees & Commissions

= 30% vs. 20%

Insurance = 8% vs. 13%

Trust = 6% vs. 4%



Gains on Mortgage Loans = 7% vs. 3%

Other = 7% vs. 12%

December 31, 2006 vs. December 31, 2000

0.62  
0.20  
0.38  
0.85  
0.42  
0.78  
0.76

0.07  
0.32  
0.42  
0.49  
0.20  
0.00  
0.25  
0.50  
0.75  
1.00  
Dec '00  
Dec '01  
Dec '02  
Dec '03  
Dec '04  
Dec '05  
'Dec 06  
Nonperforming Loan Ratio  
Net Charge-off Ratio  
Renasant Asset Quality  
0.88  
0.72

Renasant listing, **RNST**, on the NASDAQ (May 2, 2005)  
Member of the NASDAQ Global Select Market (July 1, 2006)  
Renasant Value: Stock

Doubled in Assets, Loans, Deposits and Net Income  
Net charge-offs down from 72 bps in 2000 to < 20 bps in  
2006  
Non-performing loans down from 88 bps in 2000 to 62  
bps in 2006  
Increased Key Market Demographics  
Renasant

Performance:

2001

2006

\$0.63  
\$0.58  
\$0.50  
\$0.46  
\$0.43  
\$0.55  
\$0.39

0.00  
0.25  
0.50  
0.75  
1.00  
2000  
2001  
2002  
2003  
2004  
2005  
2006

Dividends Per Share  
Renasant Dividends  
Per  
Share  
19 Consecutive  
Years of Dividend  
Increases  
6 Year CAGR =  
8.32%



Name  
Title  
Experience  
E. Robinson McGraw  
Chairman and CEO  
Renasant Bank &  
Renasant Corporation

36 years  
Frank J. Cianciola  
President-  
Renasant Tennessee  
29 years  
Stephen M. Corban  
Senior Executive Vice President-  
25 years  
General Counsel  
James W. Gray  
Senior Executive Vice President-CIO  
27 years  
Stuart R. Johnson  
Senior Executive Vice President-CFO  
28 years  
Harold H. Livingston  
Senior Executive Vice President-  
Chief Credit Officer  
33 years  
Larry R. Mathews  
President-Renasant Alabama  
29 years  
Claude H. Springfield, III  
Senior Executive Vice President-  
Chief Credit Policy Officer  
36 years  
C. Mitchell Waycaster  
President-  
Renasant Mississippi  
26 years  
Average Years of Experience  
30 years  
Renasant's Capable Management Team

Renasant Growth: Strategies  
Expansion Plans

Birmingham, AL

Huntsville, AL

Oxford, MS

Nashville, TN

East Tennessee

Florida

Atlanta, GA

AND

Renasant: Why CBT and RNST Together?

Shared Core Values and Culture

Big Bank Solutions / Small Bank Care

Larger Lending Limits

Expanded Product Selection

Client Focused Banking

Trust / Insurance / Treasury Management  
Leverage Lower Cost Deposits

Proforma  
Additional Capital  
Expansion and Growth Opportunities  
Autonomy  
Expectations  
Outstanding Management and Lending Team  
Dividends and Stock Liquidity

Renasant: Why CBT and RNST Together?  
AND



Name

Title

Rick Hart

President of Renasant Bank of Tennessee and  
Member of Executive Management Team

John Gregory

Executive Vice President and

Member of Executive Management Team  
Executive Management Team Additions

Proforma Nashville Market  
Renasant Branch

Capital Branches

Proforma Renasant Markets  
Current  
Key Markets  
Available Deposits  
Deposit Growth  
Deposit Share  
Tupelo

1.3 Billion  
8%  
24%  
DeSoto County  
1.2 Billion  
8%  
5%  
Birmingham  
14.7 Billion  
8%  
1%  
Decatur  
1.1 Billion  
3%  
13%  
Huntsville/Madison  
5.5 Billion  
8%  
3%  
Germantown  
1.3 Billion  
10%  
15%  
Oxford  
.5 Billion  
12%  
0%  
Collierville  
.5 Billion  
10%  
0%  
Memphis/Cordova  
21 Billion  
10%  
0%  
Nashville MSA  
28.6 Billion  
11%  
1%  
Total  
75.7 Billion

43.30%  
21.18%  
35.52%  
MS  
TN  
AL  
54.38%

19.10%

26.51%

MS

TN

AL

Distribution of Renasant Loans

December 31, 2006

Proforma

Approximately 70% of  
loans are held in key  
market areas.

Approximately 78% of  
loans are held in key  
market areas.

52.28%  
18.18%  
29.54%  
MS  
TN  
AL  
63.83%



14.13%

22.04%

MS

TN

AL

Distribution of Renasant Deposits

December 31, 2006

Proforma

Approximately 60% of deposits are held in key market areas.

Approximately 68% of deposits are held in key market areas.

Renasant Corporation  
NASDAQ: RNST  
[www.renasantbank.com](http://www.renasantbank.com)  
[www.renasant.com](http://www.renasant.com)