

LETTER OF TRANSMITTAL

Mailing Address:
OTR, Inc.
1001 SW Fifth Ave., Ste. 1230
Portland, OR 97204-1143

Pursuant to the Agreement and Plan of Merger
by and among
LEWIS & CLARK BANK AND
CLATSOP COMMUNITY BANK

By Hand:
OTR, Inc.
1001 SW Fifth Ave.,
Portland, OR 97204-1143

Shareholder Information – (503) 225-0375

BOX A-DESCRIPTION OF SHARES OF CLATSOP COMMON STOCK SURRENDERED		
BOOK-ENTRY SHARES (attach list if necessary)		
(See Instructions) Name and Address of Registered Holder	Account number	
	Number of Shares	CUSIP Number
STOCK CERTIFICATES		
Certificate(s) Enclosed (Attach List if necessary)		
(See Instructions) Name and Address of Registered Holder	Certificate Number(s)	Total Number of Shares Represented by Certificate(s)
	TOTAL SHARES	
<p>You MUST submit your original Clatsop Community Bank Common Stock certificates in order to complete the exchange process. If you cannot locate your original stock certificate(s), please check the box below, complete the Affidavit for Lost Stock Certificate(s), and carefully follow the instructions below.</p>		
<p><input type="checkbox"/> I have lost my certificate(s) for _____ shares of Clatsop Community Bank Common Stock and have completed the Affidavit for Lost Stock Certificate(s) on the reverse side and submitted the required check. (See Instruction 2.)</p>		

SIGNATURES MUST BE PROVIDED BELOW - PLEASE READ THE ACCOMPANYING INSTRUCTIONS CAREFULLY

Ladies and Gentlemen:

The undersigned hereby delivers to OTR, Inc. (the “Exchange Agent”) his, her, or its shares of common stock of Clatsop Community Bank (“CLAT”) in exchange for the merger consideration described in the Agreement and Plan of Merger dated January 31, 2019, by and among Lewis & Clark Bank (“LWCL”) and CLAT (the “Merger Agreement”), pursuant to which, effective as of May 10, 2019, CLAT merged with and into LWCL, with LWCL as the surviving bank (the “Merger.”) The undersigned has been advised that, in accordance with the terms of the Merger Agreement, holders of shares of CLAT common stock, no par value per share (the “CLAT Common Stock”), will receive for each share of CLAT Common Stock owned immediately prior to the effective time of the Merger, a "unit" consisting of (a) 0.3040 shares of LWCL common stock (the “Per Share Stock Consideration”) and (b) \$2.89 cash (the “Per Share Cash Consideration” and together with the Per Share Stock Consideration, the “Per Share Merger Consideration”).

Pursuant to the Merger Agreement, the undersigned is surrendering the above-described shares of CLAT Common Stock. If such shares are represented by stock certificate(s) (collectively the "CLAT Certificate(s)"), the CLAT Certificates must accompany this executed Letter of Transmittal. Delivery of the enclosed CLAT Certificate(s) shall be affected, and risk of loss and title to such CLAT Certificate(s) shall pass, only upon valid delivery thereof by the holder at the address of Exchange Agent given above.

All authority conferred or agreed to be conferred in this Letter of Transmittal shall be binding upon the successors, assigns, heirs, executors, administrators and legal representatives of the undersigned and shall not be affected by, and shall survive, the death or incapacity of the undersigned.

The undersigned represents and warrants that the undersigned has full power and authority to surrender the CLAT Certificate(s) surrendered herewith, free and clear of any liens, claims, charges, or encumbrances whatsoever.

The undersigned understands that surrender is not made in acceptable form until the receipt by the Exchange Agent of this Letter of Transmittal, duly completed and signed, and, if applicable, of the CLAT Certificate(s), together with all accompanying evidences of authority in form satisfactory to LWCL (which may delegate power in whole or in part to the Exchange Agent). All questions as to validity, form and eligibility of any surrender of CLAT Common Stock hereby will be determined by LWCL (which may delegate power in whole or in part of the Exchange Agent) and such determination shall be final and binding.

The undersigned understands that payment for the surrendered shares of CLAT Common Stock will be made as promptly as practicable after the surrender of CLAT Certificate(s) representing the CLAT Common Stock is made in acceptable form, or, in the case of CLAT Common Stock held in book-entry form, ownership of CLAT Common Stock is validly transferred on the account books maintained by the Exchange Agent.

By delivery of this Letter of Transmittal to the Exchange Agent, the undersigned hereby (a) forever waives all dissenter's rights under applicable Oregon law that the undersigned is entitled to in connection with the Merger, if any, and (b) withdraws all written objections to the Merger and/or demands for payment of the fair value of, if any, with respect to the CLAT Common Stock owned by the undersigned to the extent the undersigned has made any such objections and/or demands.

Please deliver to the undersigned the Per Share Merger Consideration to which the undersigned is entitled pursuant to the terms of the Merger Agreement in book entry form and a check for the Per Share Cash Consideration and fractional shares to the registered holder by first class mail to the address shown in Box A of this Letter of Transmittal unless otherwise indicated below under "Special Issuance and Payment Instructions" or "Special Delivery Instructions."

SPECIAL ISSUANCE AND PAYMENT INSTRUCTIONS

(See Instructions 3 & 7)

To be completed ONLY if the Per Share Merger Consideration is to be paid to the order of and delivered to someone other than the registered holder.

Issue the Per Share Merger Consideration to:

Name: _____

Address: _____

TAXPAYER IDENTIFICATION OR SOCIAL SECURITY NUMBER

(See Substitute Form W-9 included herewith)

SPECIAL DELIVERY INSTRUCTIONS

(See Instruction 7)

To be completed ONLY if Per Share Merger Consideration is to be delivered to the registered holder at an address other than the address shown in Box A above.

Mail the Per Share Merger Consideration to:

Name: _____

Address: _____

Check this box if this is a permanent change of address []

FORM OF ISSUANCE OF SHARES OF LEWIS & CLARK COMMON STOCK

Your shares of LWCL common stock will be issued in book-entry form. If you would like to have your shares of LWCL common stock instead be represented by a stock certificate, please contact the Exchange Agent by calling (503) 225-0375 or e-mailing otr@otrtransfer.com.

**IMPORTANT – THE BOX BELOW MUST BE SIGNED AND DATED AND THE SUBSTITUTE FROM W-9
ON THE REVERSE SIDE MUST BE COMPLETED WITH SIGNATURE AND TAX ID NUMBER**

**IMPORTANT
SHAREHOLDER SIGN HERE
(Also Completed Substitute From W-9)**

X _____

X _____

Must be signed by registered holder(s) exactly as name(s) appear on stock certificate(s). If signature is by attorney, executor, administrator, trustee or guardian, agent or other person acting in a fiduciary or representative capacity, please set forth full title. See Instruction 3.

Dated: _____

Name(s): _____
(Please Print)

Capacity: _____

Area Code and Telephone No.: _____

**MEDALLION SIGNATURE
GUARANTEE**

Required only if Special Issuance
and Payment Instructions are
provided.
(See Instruction 3)

The signature(s) should be
guaranteed by an Eligible
Financial Institution or a member
of a registered National Securities
Exchange or the FINRA pursuant
to Securities and Exchange
Commission Rule 17Ad-15.

INSTRUCTIONS

1. **Delivery of Letter of Transmittal and Certificates or Book-Entry Transfers.** This Letter of Transmittal is to be used to receive the Per Share Merger Consideration to be delivered to former shareholder(s) of CLAT by LWCL upon receipt of a properly completed Letter of Transmittal, and if applicable, surrender and receipt of CLAT Certificate(s) representing issued and outstanding shares of CLAT Common Stock. To receive proper payment of the Per Share Merger Consideration, a properly completed and executed Letter of Transmittal, any other documents required by this Letter of Transmittal, and, if applicable, the CLAT Certificate(s) must be delivered to the Exchange Agent. The CLAT Certificate(s), Letter of Transmittal and other documents should be mailed or otherwise presented directly to the Exchange Agent at the address indicated at the top of this Letter of Transmittal.

THE METHOD OF DELIVERY OF SHARES AND REQUIRED DOCUMENTS IS AT THE ELECTION AND RISK OF THE SHAREHOLDER. IF CERTIFICATES ARE MAILED, IT IS RECOMMENDED THEY BE SENT BY REGISTERED MAIL, RETURN RECEIPT REQUESTED, AND PROPERLY INSURED.

2. **Lost, Stolen or Destroyed Certificates.** If a CLAT Certificate has been lost, stolen or destroyed, the shareholder will be required to obtain a bond to cover such certificate and must present the bond to the Exchange Agent, together with such other documentation as the Exchange Agent may require, to enable the shareholder to obtain his or her payment of the Per Share Merger Consideration. The Exchange Agent will require such a bond to protect against claims which may arise if the original CLAT Certificate is later presented. If you have lost a CLAT Certificate or if a CLAT Certificate has been stolen or mutilated, please complete this Letter of Transmittal, check the "lost certificate(s)" box on the first page of this Letter of Transmittal, complete the Affidavit for Lost Stock Certificate(s) below and deliver the Letter of Transmittal to the Exchange Agent. Upon receipt of your Letter of Transmittal, the Exchange Agent will deliver to you further documentation and instructions with respect to your lost, stolen or destroyed CLAT Certificate.

AFFIDAVIT FOR LOST STOCK CERTIFICATE(S)

The undersigned hereby attests and certifies the following: (i) that I am the lawful owner of the certificate(s) listed on this letter of transmittal as lost; (ii) that a search for the certificate(s) has been conducted and that these certificate(s) cannot be located; and (iii) that these certificate(s) have not been endorsed, hypothecated, sold or had their ownership pledged or encumbered in any form whatsoever.

In requesting the replacement of this certificate(s) I hereby agree that if these certificate(s) are subsequently located they will be tendered for cancellation and that I will indemnify, protect and hold harmless LWCL and OTR, Inc. as the Exchange Agent, and any other party from and against all losses, expenses, costs and damages including legal fees that may be subjected to these parties at any time in the future as a result of the cancellation and replacement of the certificate(s). All rights accruing to these parties will not be limited by their negligence, breach of duty, accident, or other obligation on the part of or by any officer or employee of the parties.

I acknowledge that the certificate(s) may be insured under an insurance bond, and I agree to pay the premium associated with securing such lost stock certificate bond. I will contact the Exchange Agent at (503) 225-0375 in order to determine the premium associated with such lost certificate bond. I further acknowledge that any filing of an insurance application with materially false or misleading information is a fraudulent insurance act and may be considered a crime.

Sign

Here: _____

Co-Owner, if
any _____

Date: _____

3. **Signatures on Letter of Transmittal and Endorsements.** Signature(s) on this Letter of Transmittal must correspond to the name(s) exactly as it appears on the account registration, in the case of book-entry form, and as written on the face of the CLAT Certificate(s), if represented by CLAT Certificate(s), without alteration or any change whatsoever. If the shares of CLAT Common Stock forwarded are owned of record by two or more owners, all such owners must sign this Letter of Transmittal.

If this Letter of Transmittal is signed by the registered holder(s) of CLAT Common Stock but the Per Share Merger Consideration is to be issued directly in the name of someone other than (or in addition to) such registered holder(s), each signature must be guaranteed by a member of the Securities Transfer Agents' Medallion Program ("STAMP") as evidence of its validity. No signature guarantee is required on CLAT Certificates to be surrendered if this Letter of Transmittal is signed by the registered holder(s) of the CLAT Common Stock and the stock certificate and check to be issued in exchange therefor is to be issued directly in the same name(s).

If this Letter of Transmittal or any CLAT Certificates or stock powers are signed by trustees, executors, administrators, guardians, attorneys in fact, corporate officers or others acting in a fiduciary or representative capacity, such person should

so indicate when signing. A certified copy of the Letters Testamentary, Letters of Administration, Power of Attorney or corporate resolutions should be forwarded with this Letter of Transmittal.

4. **Stock Transfer Taxes.** The Exchange Agent will pay or cause to be paid any stock transfer taxes applicable with respect to the Merger. If, however, payment of the Per Share Merger Consideration for the shares of CLAT Common Stock is to be made to any person(s) other than the registered holder(s), or if surrendered shares of CLAT Common Stock are registered in the name of any person(s) other than the person(s) signing the Letter of Transmittal, the amount of all stock transfer taxes, whether imposed on the registered owner or such person(s) payable on account of the transfer to such person(s), will be deducted from the Per Share Merger Consideration unless satisfactory evidence of the payment of such taxes or exemption therefrom is submitted by or on behalf of the person to whom the Letter of Transmittal directs payment of the Per Share Merger Consideration.

5. **Backup Withholding.** Under the U.S. federal income tax law, upon surrender of his or her shares of CLAT Common Stock in exchange for payment of the Per Share Merger Consideration, a shareholder is required to provide the Exchange Agent with such shareholder's correct taxpayer identification number ("TIN") on the Substitute Form W-9 below. If the Exchange Agent is not provided with the correct TIN, the Internal Revenue Service ("IRS") may subject the shareholder or other payee to a \$50 penalty. In addition, payments to such shareholders or other payees with respect to shares of CLAT Common Stock surrendered for payment of the Per Share Merger Consideration may be subject to backup withholding at the statutory rate then in effect. Certain foreign persons must provide the Exchange Agent with a completed IRS Form W-8BEN (or such other Form W-8, as applicable) signed under penalties of perjury, attesting to, among other things, their foreign status. An appropriate Form W-8 can be obtained from the Exchange Agent upon request.

A shareholder that has not been issued a TIN and has applied for a TIN or intends to apply for a TIN in the near future may write "Applied For" in Part I of the Substitute Form W-9. A shareholder that writes "Applied For" in Part I, must also complete the Certificate of Awaiting Taxpayer Identification Number below the Substitute Form W-9. Notwithstanding that the shareholder complies with those requirements, the Exchange Agent will withhold a portion of all payments made prior to the time a properly certified TIN is provided to the Exchange Agent at the statutory rate then in effect. For further information concerning backup withholding and instructions for completing the enclosed Substitute Form W-9, consult the enclosed Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.

Exempt shareholders (including, among others, corporations) are not subject to backup withholding and should so certify on Substitute Form W-9. A foreign individual or foreign entity may qualify as an exempt person by submitting a statement on Form W-8BEN, signed under penalties of perjury, certifying such person's foreign status.

Backup withholding is not an additional U.S. federal income tax. Rather, the U.S. federal income tax liability of persons subject to backup withholding will be reduced by the amount of such tax withheld. If backup withholding results in an overpayment of taxes, a refund may be applied for from the IRS.

6. **Validity of Surrender, Irregularities.** All questions as to validity, form and eligibility of any surrender shares of CLAT Common Stock hereunder will be determined by the Exchange Agent, and such determination shall be final and binding. The Exchange Agent reserves the right to waive any irregularities or defects in the surrender of any shares of CLAT Common Stock, and its interpretations of the terms and conditions of the Merger Agreement and of this Letter of Transmittal (including these instructions) with respect to such irregularities or defects shall be final and binding. A surrender of shares of CLAT Common Stock will not be deemed to have been made until all irregularities or defects have been cured or waived.

7. **Special Issuance and Delivery Instructions.** In the "Special Issuance and Payment Instructions" box, indicate the name and/or address of the person(s) to whom the Per Share Merger Consideration is to be paid and delivered only if the Per Share Merger Consideration is to be paid to someone other than the person(s) signing this Letter of Transmittal. If the "Special Issuance and Payment Instructions" box is completed, the Exchange Agent will pay the Per Share Merger Consideration to the order of, and will mail the Per Share Merger Consideration to, the person or entity so indicated at the address so indicated, but only after the Exchange Agent has been provided with satisfactory evidence of the payment of, or exemption from payment of, any applicable share transfer taxes payable on account of the transfer to such person or entity prior to the delivery of the Per Share Merger Consideration. See Instruction 4. In the event the "Special Issuance and Payment Instructions" box is completed, the signature(s) must be guaranteed by a member of STAMP.

In the "Special Delivery Instructions" box, indicate the address to which the Per Share Merger Consideration is to be mailed in the name of the undersigned only if different from the address set forth in Box A.

8. **Additional copies.** Additional copies of this Letter of Transmittal may be obtained by contacting OTR, Inc. by calling (503) 225-0375.

9. **Inquiries.** If you have any questions concerning this Letter of Transmittal or the procedures for the exchange of your stock certificates for the Per Share Merger Consideration, please contact OTR, Inc. at (503) 225-0375.

PAYER'S NAME: LEWIS & CLARK BANK

<p align="center">SUBSTITUTE Form W-9 Department of the Treasury Internal Revenue Service Request of Taxpayer Identification Number and Certification</p> <p>Please fill in your name and address below.</p> <p>_____ Name (as shown on your income tax return)</p> <p>_____ Business name, if different from above</p> <p>Check appropriate box:</p> <p><input type="checkbox"/> Individual/Sole proprietor <input type="checkbox"/> Partnership <input type="checkbox"/> Limited liability company Enter the tax classification D=disregarded entity C=corporation</p> <p>P=partnership _____ <input type="checkbox"/> Exempt payee</p> <p>_____ Address (number, street, and apt. or suite no.)</p> <p>_____ City, State and ZIP Code</p> <p>_____ List account number(s) here (optional)</p>	<p>Part 1-Taxpayer Identification Number (TIN) – Enter your TIN in the appropriate box. The TIN provided must match the name given on Line 1 to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions in the Guidelines. For other entities, it is your employer identification number (EIN). If you do not have a number, see How to get a TIN in the Guidelines.</p> <p align="center">_____/_____/_____ Social Security Number(s)</p> <p align="center">Or</p> <p align="center">_____/_____ Employer Identification Number(s)</p> <p>Note. If the account is in more than one name, see the chart in the Guidelines for guidelines on whose number to enter.</p>	<p>Part 2-Certification-Under penalties of perjury, I certify that:</p> <p>(1) The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and</p> <p>(2) I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and</p> <p>(3) I am a U.S. citizen or other U.S. person (defined below).</p>
<p>Certification Instructions-You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement account (IRA), and generally, payments other than interest and dividends, you are not required to sign the Certification, but you must provide your correct TIN.</p> <p>Sign Here Signature of U.S. person _____ Date _____</p>		

NOTE: FAILURE TO COMPLETE AND RETURN THIS FORM MAY RESULT IN BACKUP WITHHOLDING AT THE APPLICABLE WITHHOLDING RATE OF ANY PAYMENTS MADE TO YOU PURSUANT TO THE MERGER. PLEASE REVIEW INSTRUCTION 5 ABOVE FOR ADDITIONAL INFORMATION.

Purpose of Substitute Form W-9

To prevent backup withholding on cash payments that are made to a shareholder in connection with the Merger, each former CLAT shareholder is required to notify the Exchange Agent of his or her correct taxpayer identification number (e.g., social security number or employer identification number) (“TIN”) by completing the Substitute Form W-9 above, certifying that the TIN provided in the Substitute Form W 9 is correct (or that such shareholder is awaiting a TIN) and certifying that he or she is not subject to backup withholding. See Instruction 5.

What Number to Give the Exchange Agent

Each shareholder is required to give the Exchange Agent the TIN of the registered holder of the CLAT Common Stock to be surrendered. If the CLAT Common Stock to be surrendered is in more than one name, give the number of the individual whose name appears first. If the CLAT Common Stock is not in the name of the actual owner, consult the Exchange Agent for additional guidelines on which number to report. See the enclosed Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.