

**THE WINDS AND WAVES ARE ALWAYS ON THE SIDE OF THE ABLEST NAVIGATORS.**

- EDWARD GIBBONS





To safely navigate challenges  
**a stable course**  
is essential.



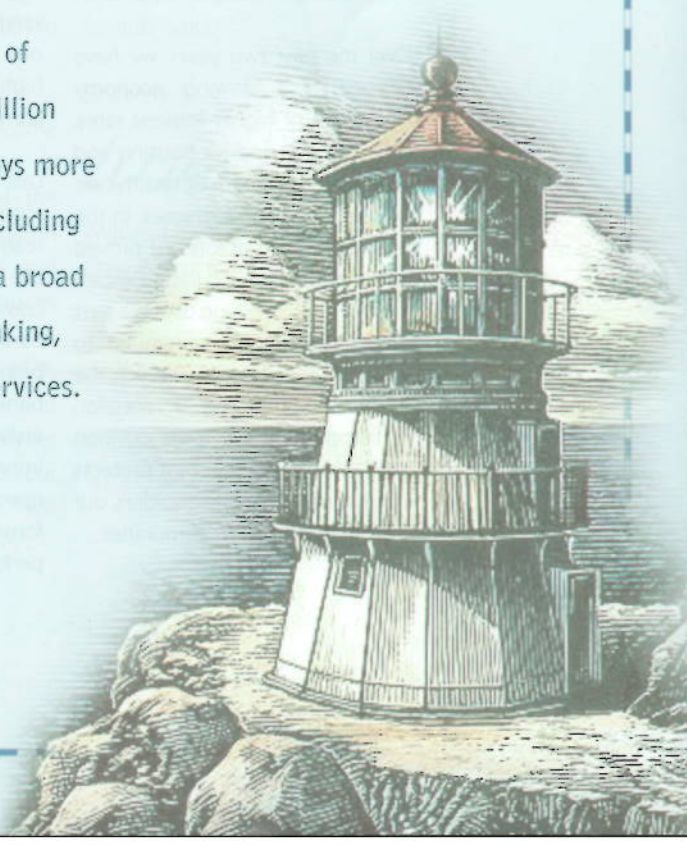
We are committed to providing our shareholders with consistent earnings, superior risk management and growth that is built upon sound business practices. TriCo continues to believe that stability and consistency are the best course for our customers and will ultimately build long-term value for our shareholders.



Tri Counties Bank combines the best features of the big banks with the hometown service of a small community bank. We are committed to our value proposition of providing greater access and convenience, delivering professional customer service, and offering products and services that help people manage every stage of their financial lives. We are proud of the long-lasting relationships we build with our customers—which we credit to experienced, local decision making. More importantly, our goal is to never lose sight of our modest beginnings as we chart our course into the future.



TriCo Bancshares (NASDAQ: TCBK), is the parent company of Tri Counties Bank, a regional community bank with \$1.98 billion in assets as of December 31, 2007. Tri Counties Bank employs more than 600 team members across 57 full-service branches (including 25 supermarket locations) and offers 64 ATMs. We deliver a broad array of financial products and services including Retail Banking, Business Solutions, Real Estate Lending, and Investment Services.







## President's Message

This year's annual report theme, "charting the course", symbolizes the hard work we have done to successfully navigate through the rough waters of the past year. We will continue adjusting the sails in anticipation of some challenging days at sea in 2008. That being said, I am pleased to report that our course over the past year has put us in a very strong position to weather the challenges that may lay ahead.

Over the past two years, we have anticipated a slowing economy as a result of higher interest rates, declining demand for housing and increasing costs for fuel, health care and general living expenses. In the last six months our forecast proved to be reasonably accurate. Despite interest rates declining over the past year, our economy continued to slow. Whether or not we reach the technical definition of a recession is unimportant. We must position our Bank in a way that best protects our company, our shareholders, our customers and our communities.

**"For us, 2007 will be remembered most for the many accomplishments we achieved."**

During 2007, the normal slowing of the residential real estate market accelerated as a result of the problems associated with sub-prime mortgage lending. Let me be very clear: **Tri Counties Bank did not originate any sub-prime mortgages.** These types of mortgages are not in the best interest of those we serve, therefore we choose not to sell these products.

For us, 2007 will be remembered most for the many accomplishments we achieved: opening three new in-store branches in the communities of American Canyon, Modesto, and West Sacramento; adding new products such as Express Deposit Capture; making several significant technology enhancements, which improve service to our customers, improve our productivity and add even higher levels of security to our computer systems.

Last year TriCo added a key member to our management team. Dan Bailey, our new executive vice president of retail banking, comes to us with over 15 years of banking experience in both retail branch management and in-store banking experience. Bailey's leadership is one of several positive improvements to our sales and operational processes and we look forward to even higher levels of performance in 2008.

As we navigate into the coming year, we are supported by the strength of our balance sheet. We have a strong capital position, strong liquidity, a strong loan portfolio, and strong reserves for loan losses. We continue to run a profitable institution built upon a sound business strategy. Simply put, the wind and waves are with us. While others face tremendous challenges, we remain well equipped to serve our existing customers, add new ones, and continue to execute upon our key business initiatives.

Most importantly, our financial strength comes from the quality of our "crew". We have developed an outstanding team of banking professionals that remain focused and committed in their efforts. It is an honor to work with such dedicated, talented and hard-working teammates. As we set sail into 2008, we will once again rise to even higher levels of financial performance.

Thank you for your continued confidence and support.

Sincerely,

A handwritten signature in black ink, appearing to read "Richard P. Smith". The signature is fluid and cursive.

Richard P. Smith  
President and CEO

**“TriCo again demonstrated its ability to succeed in challenging times as well as good times.”**

In 2007, TriCo again demonstrated its ability to succeed in challenging times as well as good times. Despite the ongoing turmoil in the housing market, and the economy as a whole, the conservative and consistent strategy of our management team proved to be not only the stable course, but the wise course.

While net income decreased 4.2% from the previous year, our fully-taxable equivalent net interest income grew \$672,000 (0.8%), and our net interest margin remained above 5% for the third straight year. Non-interest income increased as well, rising \$1,335,000 (5.1%) to \$27,590,000 in 2007. Consistent dividend growth is another sign of our strength, rising from \$0.48 to \$0.52 per share in 2007. Our shareholders' equity increased more than 10% to \$188,878,000.

Over the last year the Bank provided \$3,032,000 into our reserves for loan losses. Net loan charge-offs increased to \$2,615,000 during 2007. The 2007 charge-offs represented 0.17% of average loans outstanding. Nonperforming loans, net of government agency guarantees, as a percentage of total loans were 0.48%. The ratio of allowance for loan losses to nonperforming loans was 231% at the end of 2007.

## Chairman's Message

Throughout 2007, your Board of Directors remained focused upon key governance oversight efforts such as credit underwriting, bank capital levels, liquidity, earnings, and management performance and compensation. We believe that our overall performance in these areas positions us favorably during this challenging economic cycle. These efforts will remain core activities in the year ahead.

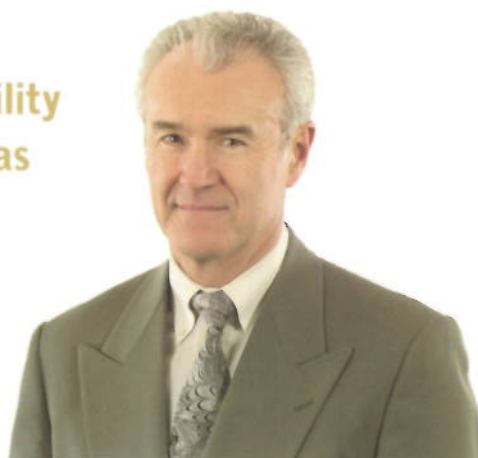
Finally, I would like to welcome Gage Chrysler to our Board of Directors. Chrysler serves as the President and CEO of Modern Building, Inc., a commercial and industrial construction company based in Chico, California. He has been with Modern since 1978. As a longtime customer and shareholder of the Bank, Chrysler shares the commitment to our business community and will contribute greatly to our success.

In closing, while we recognize the challenges of an uncertain economic environment, given our stability, the flexibility provided by a strong balance sheet and the strong momentum of our core business model, we believe that 2008 will provide us many opportunities for growth. On behalf of our board, we thank you for your continued interest and support.

Sincerely,



William J. Casey  
Chairman of the Board





## Five Year Selected Financial Data

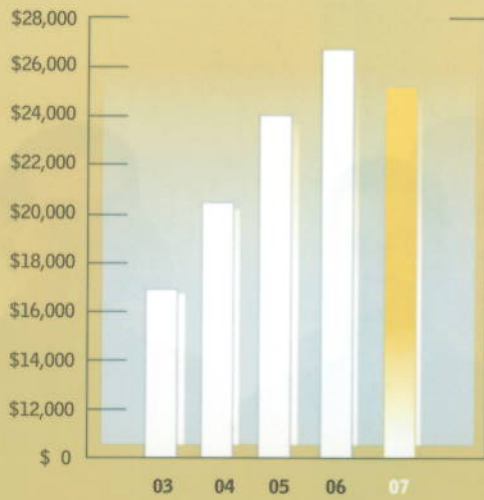
	2007	2006	2005	2004	2003
<b>Statement of Operations Data</b>					
Interest income	\$127,268	\$120,323	\$98,756	\$84,932	\$73,969
Interest expense	40,582	34,445	20,529	13,363	13,089
Net interest income	86,686	85,878	78,227	71,569	60,880
Provision for loan losses	3,032	1,289	2,169	2,901	1,058
Noninterest income	27,590	26,255	24,890	24,794	22,909
Noninterest expense	68,906	66,726	62,110	60,828	55,719
Income before income taxes	42,338	44,118	38,838	32,634	27,012
Provision for income taxes	16,645	17,288	15,167	12,452	10,124
Net income	\$25,693	\$26,830	\$23,671	\$20,182	\$16,888
<b>Share Data</b>					
Earnings per share <sup>2</sup> :					
Basic	\$1.62	\$1.70	\$1.51	\$1.29	\$1.11
Diluted	1.57	1.64	1.45	1.24	1.07
Per share <sup>2</sup> :					
Dividends paid	\$0.52	\$0.48	\$0.45	\$0.43	\$0.40
Book value at December 31	11.87	10.69	9.52	8.79	8.16
Tangible book value at December 31	10.82	9.60	8.25	7.45	6.79
Average common shares outstanding <sup>2</sup>	15,898	15,812	15,708	15,660	15,282
Average diluted common shares outstanding <sup>2</sup>	16,364	16,383	16,331	16,270	15,757
Shares outstanding at December 31	15,912	15,857	15,708	15,723	15,668
<b>Balance Sheet Data at Dec. 31:</b>					
Loans, net	\$1,534,635	\$1,492,965	\$1,368,809	\$1,158,442	\$969,570
Total assets	1,980,621	1,919,966	1,841,275	1,627,506	1,469,638
Total deposits	1,545,223	1,599,149	1,496,797	1,348,833	1,236,823
Debt financing and notes payable	116,126	39,911	31,390	28,152	22,887
Junior subordinated debt	41,238	41,238	41,238	41,238	20,619
Shareholders' equity	188,878	169,436	149,493	138,132	127,960
<b>Financial Ratios</b>					
For the year:					
Return on assets	1.36%	1.44%	1.38%	1.33%	1.27%
Return on equity	14.20%	16.61%	16.30%	15.20%	14.24%
Net interest margin <sup>1</sup>	5.07%	5.14%	5.14%	5.32%	5.23%
Net loan losses to average loans	0.17%	0.04%	0.04%	0.12%	0.34%
Efficiency ratio <sup>1</sup>	59.86%	58.99%	59.64%	62.46%	65.62%
Average equity to average assets	9.55%	8.68%	8.49%	8.72%	8.91%
At December 31:					
Equity to assets	9.54%	8.82%	8.12%	8.50%	8.71%
Total capital to risk-adjusted assets	11.90%	11.44%	10.79%	11.86%	11.56%
Allowance for loan losses to loans	1.12%	1.12%	1.17%	1.24%	1.31%

<sup>1</sup> Fully taxable equivalent

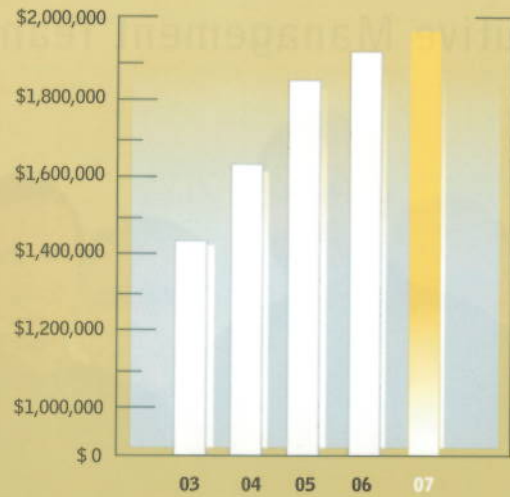
<sup>2</sup> Per-share figures retroactively adjusted to reflect 2-for-1 stock split in the form of a stock dividend effective April 30, 2004

In thousands, except per share data

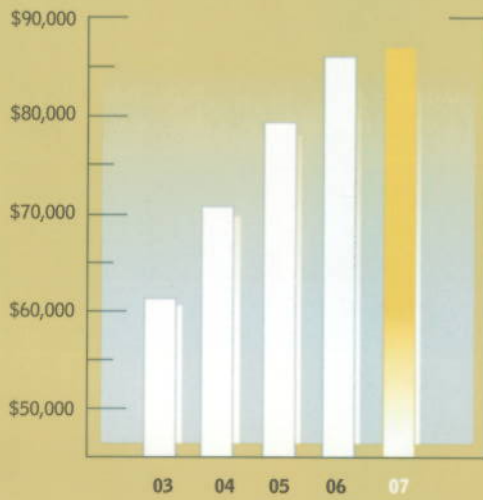
**NET INCOME**



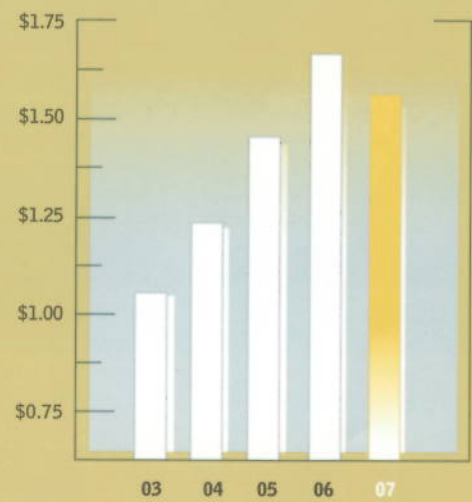
**TOTAL ASSETS**



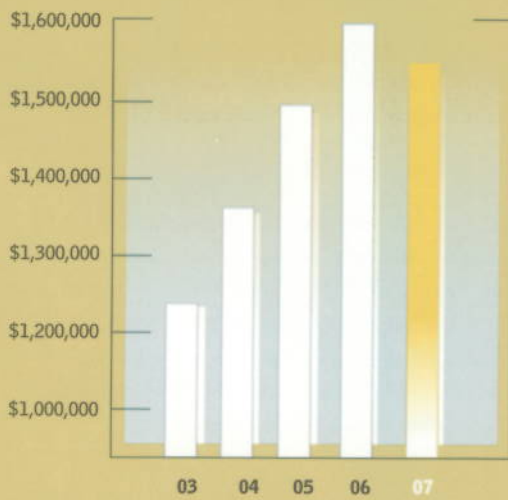
**NET INTEREST INCOME**



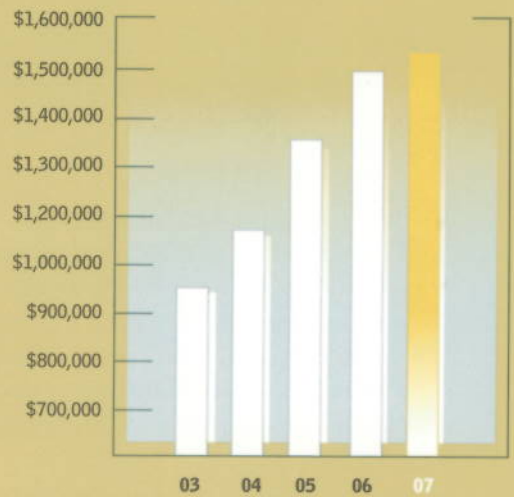
**DILUTED EARNINGS PER SHARE<sup>2</sup>**



**TOTAL DEPOSITS**



**TOTAL NET LOANS**



## Executive Management Team



**Craig Carney**  
Executive Vice President  
Chief Credit Officer

**Tom Reddish**  
Executive Vice President  
Chief Financial Officer

**Dan Bailey**  
Executive Vice President  
Retail Banking

**Rick Smith**  
President and  
Chief Executive Officer

## HOW WE WILL SUCCEED IN 2008

**Tri Counties Bank exists for only one purpose: improving the financial success and well-being of our shareholders, customers, communities and employees.**

The Tri Counties Bank Mission Statement above will continue to be our map as we chart the course ahead. We will maintain our conservative balance sheet and continue to operate within our proven bank policies. The economy will certainly fluctuate, but what remains are many excellent and profitable customers who will flourish in the years ahead.

Our job is to keep customers satisfied with our banking services by providing relevant financial solutions that directly improve their lives. We must look at how many products and services those customers are buying from us. If our retail customer has less than five products or a business customer has less than 10 products, it's apparent that they also bank with our competitors. Our goal is for those customers to choose to bank solely with us. It will not happen overnight, but it will happen if we are dedicated and passionate about our mission. The financial solutions we offer will motivate our customers. The products are simply the tools that help people reach their financial goals and objectives. We must be proactive, disciplined, and focused in our efforts to deepen our relationships.

2008 offers us a new landscape with new challenges and even greater opportunities. We appreciate your continued confidence in our abilities and your support as we enter new waters in the coming year.





**Rick Miller**  
Senior Vice President  
Director of Human Resources

**Richard O' Sullivan**  
Executive Vice President  
Wholesale Banking

**Ray Rios**  
Senior Vice President  
Chief Information Officer

**Rick Hagstrom**  
Executive Vice President  
Chief of Operations &  
Enterprise Risk Management



### TriCo Welcomes Dan Bailey

In May 2007 Dan Bailey joined our executive leadership team to take the helm of Retail Banking. Bailey will oversee the Bank's branch network, and will work with the Executive Management team to review all operations. Bailey came to us from Wells Fargo, NA as Senior Vice President supporting 120 retail branches in Northern California. As a native of Colusa, California, he is familiar with the communities we serve and a welcome addition to our team.



### Congratulations Rick Hagstrom

As of January 2008, Rick Hagstrom assumes an expanded role as Executive Vice President, Chief of Operations & Enterprise Risk Management. TriCo has elevated Risk Management to incorporate a more comprehensive and enterprise-wide capability. The objective of this effort is to create more streamlined processes that provide prudent controls, more efficiencies—necessary to ensure a competitive edge—and also accommodates future growth and expansion.

## Board of Directors

**Alex A. Vereschagin, Jr.**  
Secretary of the Board  
Member since 1975  
Secretary-Treasurer,  
Plaza Farms & General Partner,  
Vereschagin Co., Orland  
Charter Board Member

**Carroll R. Taresh**  
Member since 1998  
Executive Officer  
Tri Counties Bank, Chico  
Retired 1996



**Donald E. Murphy**  
Vice Chairman of the Board  
Member since 1975  
Vice President & General Manager  
J.H. McKnight Ranch, Nelson  
Charter Board Member

**John S.A. Hasbrook**  
Member since 2002  
President Hasbrook-Fetter Farms,  
Inc., SunWest Wild Rice Co., Inc.,  
Winters

**William J. Casey**  
Chairman of the Board  
Member since 1989  
Healthcare Consultant, Chico

## TRICO BANCSHARES

In 1975, with a modest vision of three branches and \$1 million in capital, the founders of Tri Counties Bank committed themselves to creating a new community bank that would better serve the unique needs of local people. The focus would be on small entrepreneurial and agricultural businesses, using retail banking as a source of stable core deposits. They accomplished what they set out to do. More than thirty years later, the TriCo values established by our founders—trust, respect, integrity, communication, and opportunity—have built one of California's premier community banks.

### DIRECTORS EMERITI:



Sankey M. Hall, Jr.



Everett B. Beich



Wendell J. Lundberg



**L. Gage Chrysler**  
Appointed 2008  
President & CEO  
Modern Building, Inc.  
Chico

**Craig S. Compton**  
Member since 1989  
President, AVAG, Inc. Aerial  
Application Business, Richvale

**Steve G. Nettleton**  
Member since 2003  
Former President, Chico Heat Baseball  
Club, LLC, Member and Secretary of Enloe  
Health Systems and Member of CSU, Chico  
Advisory Board, Chico

**Richard P. Smith**  
Member since 1999  
President & CEO TriCo Bancshares  
and Tri Counties Bank, Chico

**Michael W. Koehnen**  
Member since 2002  
Owner, CF Koehnen & Sons  
Orchard & Apiary Operations,  
Ordbend

**Donald J. Amaral**  
Chairman of Audit Committee  
Member since 2003  
Retired Healthcare Industry  
CEO, Whittell High School  
Baseball Coach  
Glenbrook, Nevada



### TriCo Bancshares Welcomes Gage Chrysler to the Board

Gage Chrysler serves as the President and CEO of Modern Building, Inc. a commercial and industrial construction company in Chico, California. He has been with the company since 1978. Chrysler is an active civic and community leader. He currently serves on the California State University, Chico Alumni Association Board, Mid Valley Title Board and the Salvation Army Advisory Board. Chrysler was awarded the Boy Scouts Golden Empire Counsel Distinguished Citizen Award in 2004.

"We are very fortunate to have Gage join our Board," says Richard P. Smith, President and CEO. "Gage is well recognized and respected for his unique professional qualifications as well as his business knowledge in Butte County and the Central Valley. Gage will add to our already strong board leadership and serve us well at a pivotal time in our growing organization." Chrysler added, "As a long-time shareholder and customer, I'm honored to join the board and serve Tri Counties Bank and TriCo Bancshares and its shareholders in this important role. As a business owner, I share the Bank's commitment to our business community and I look forward to building upon the success of Tri Counties Bank."



Bindu Jaduram, regional sales manager, welcomes another new customer at our West Sacramento Wal-Mart grand opening.



# TRI COUNTIES BANK

Your life improved



Team TriCo with representatives from the Modesto community celebrate during the ribbon-cutting at our Village One Raley's grand opening.



## 2007 EXPANSION HIGHLIGHTS

- Modesto Village One inside Raley's
- West Sacramento inside Wal-Mart Supercenter
- American Canyon inside Wal-Mart Supercenter

Tri Counties Bank is now serving customers in new communities with the addition of our branch inside the new Wal-Mart Supercenter in American Canyon, located between Vallejo and Napa. This branch gives us a presence along the I-80 corridor and expands our footprint to the outskirts of the San Francisco Bay Area.

Chico Downtown Branch Manager, **Brian Endemano**, with customer **Budd Schwab**, owner of Campus Bicycles. (below) Redding Hilltop Financial Services Officer, **Cara Williams**, with customer, **Kurt Effler**.





## RETAIL BANKING



**Dan Bailey**  
Executive Vice President  
Retail Banking

**“We realize that every interaction we have is an opportunity to improve and enhance our customer’s financial well-being, and we take that responsibility very seriously.”**

As the most recent addition to the Tri Counties Bank Executive Meadership team, I am thrilled to join such a dynamic and growing financial institution. Tri Counties Bank embodies the spirit of community banking throughout Northern and Central California, and I am committed to building on the success that our founders set in motion 33 years ago. Since coming aboard in May of 2007, I have had the great honor of leading a Retail Banking team committed to living out our Company’s mission of helping customers improve their financial success and well-being. The retail team continues to work in a very disciplined manner to deliver the most value to our current and prospective clients. We realize that every interaction we have is an opportunity to improve and enhance our customer’s financial well-being, and we take that responsibility very seriously.

Given the economic challenges in our current environment, our customers need sound financial advice now more than ever. The experienced, professional bankers at each of our 57 retail branch locations and telephone banking center stand ready to live up to that obligation. Our focus remains on identifying the financial needs of each customer, and providing them the financial

products and services that meet those needs. The premise behind our products and services is simple: each product/service provided will help our customer save money, make money, and/or make their banking more convenient. It’s this focus and commitment to providing tangible value that we believe our customers need and appreciate.

Expansion of our branch network continued last year with the opening of three de novo in-store branches. All three new branches are showing signs of success as measured by acquired customer households, deposit balances, and loan application volume. Additionally, these branch openings demonstrate our commitment to provide more banking options to customers in the communities where we do business, as well as our commitment to introduce our brand to more communities in Northern and Central California. Our partnerships with key grocery retailers (Raley’s, Wal-Mart, and Save Mart) remain very strong, as we share a commitment to delivering value-added service to our mutual customers.

While we continue our growth and expansion efforts, we also stay focused on the hometown community banking philosophy that our Company was founded on over 30 years ago. Our full-service branches are located in neighborhoods, local downtown districts, inside leading retail grocery stores, and in metropolitan areas. Regardless of where we do business, our “Life Improvement Bankers” are committed to earning and maintaining the role of trusted advisor to every customer they serve.



QuickBooks® Trainer, Vicki Perryman, has over 20 years of experience teaching accounting and successful financial management skills. (below) Perryman teaches a class in Redding about how to increase profits and cash flow in their business using QuickBooks software.



In 2007, Tri Counties Bank launched a program to provide educational opportunities to local business owners. We currently host a menu of seminars on various business topics such as Financial Management, Fraud Prevention and QuickBooks training. These have proven to be a popular educational resource for local businesses and also fulfills our role as a trusted financial partner.

(right) Corporate Client Officer, **Janette Huffman**, with Small Business Relationship Officer, **Pam Orchard**, and Business Development Officer, **Jennifer Rounsaville**, are key support staff for our ongoing QuickBooks training program.





## WHOLESALE BANKING

**“We are continually improving and adding the latest technology in financial services.”**

**Richard O’Sullivan**  
Executive Vice President  
Wholesale Banking



The Wholesale Banking team at Tri Counties Bank is composed of professionals whose goal is to seek out, develop, and maintain complete and long-term relationships with business clients. Within this group are individuals who specialize in products and services such as lending, deposit services, merchant services, cash management, and investment services. We offer complete, packaged financial solutions—simple to complex—that are tailored to business segments within our communities including Agriculture, Manufacturing, Wholesale Distribution, Medical, Professional, Retail and Real Estate Development. Coupled with our business services is our extensive branch network, staffed with an expert team who work closely with the Wholesale team to identify and fulfill the financial service needs of our clients.

We are continually improving and adding the latest technology in financial services. Our recently enhanced Merchant Card Services department effectively provides the most competitive rates with individualized service from a team who works for the Bank, not a third party vendor. We believe that Merchant Card Services is a very important function of the retail business model, therefore a very important part of the customers’ relationship with the Bank. We have also recently implemented Express Deposit Capture, which allows the customer to scan non-cash deposit items at one or multiple business locations and then transmit the data to the bank electronically. This eliminates the need for

frequent trips to the Bank and extends daily cut-off times, which allows for better controls, efficiency and risk management. In addition to this exciting tool, we are continually improving our innovative cash management solutions, including corporate online banking (eCash Management), sweep accounts, positive pay, and lockbox services.

Beyond these new products, Tri Counties Bank is setting itself apart in the way we interact with our clients. Our Prosperity Index, a new financial analysis & diagnostic system, allows us to perform the necessary analysis required to approve a loan request. It goes even further by providing valuable feedback to our customers regarding the financial health of their business. We can then, together, set goals based upon industry benchmarks to more effectively measure and project a business’ success over a short- or long-term basis.

The Tri Counties Bank Wholesale Banking team will continue to participate in the growth and innovation of customized relationships that our Company is known for, which are characterized by the high level of success enjoyed by our clients, both personally and professionally.





Hopeful candidates anxiously await their chance to audition for the Nutcracker. The Bank continued its proud support of the arts in 2007 as the music sponsor, and official bank, of the Sacramento Ballet.

## COMMUNITY FOCUSED

Tri Counties Bank supports programs, organizations, and events that enhance the quality of life in the cities we serve. More than simply writing checks to support health care, the arts, education, and community improvement, our dedicated neighborhood bankers give their personal time to causes which they are passionate about. By giving back to those we serve, we all succeed. It's the core of community banking. It's the spirit of who we are and how we do business.



Ducks away! The Redding Ducky Derby is a unique fundraising opportunity for the Rotary Foundation Against Substance Abuse and local youth groups. Since inception, \$2 million has been returned to local communities for youth development programs and alcohol free activities. Tri Counties Bank is a title sponsor of this annual event.

Tri Counties Bank partnered with News Channel 10 Sacramento and the Salvation Army for the 17th annual "Coats for Kids" Distribution Day. The Tri Counties Bank Arden Fair branch was one of 7 coat drop off locations throughout the valley.

There were nothing but smiles as folks dropped off new winter coats. In Sacramento alone, more than 4,500 people delivered over 20,000 coats to families in need.





Tri Counties Bank Relationship Manager, **Jeff Williams**, and Business Development Officer, **Jennifer Rounsaville** lend a hand at the 12th Annual KRCR News Channel 7 "Share Your Christmas" food drive in Redding. Last year's efforts collected and distributed an astounding 150,000 pounds of food to Northstate families.



2007 brought the return of bicycle racing to Chico with the Tri Counties Bank and Chico Corsa Cycling Club sponsored "Chico Downtown Criterium" held in September.

**Nolan Hawkins**, commercial regional vice president, with Shasta Builders Exchange Chief Executive Officer, **Kent Dagg**, at the new AGREE Park model home site.



Tri Counties Bank supports the Shasta Builders Exchange, and recently contributed \$10,000 to the AGREE Park project, an interactive model home site built to showcase and promote advances in nontraditional "green" construction components. The mission of the project is to provide home ownership opportunities for local working families based on the premises of energy efficiency, sustainability, and affordability. It is our belief that home ownership can become a reality for many more local families through this project's efforts.





## Customer Spotlight



### A Relationship Set Firmly in Service

Tile City is a classic small business success story. The company was founded in Chico, California in 1966 by Eric Murray with one small showroom, where he sold "anything he could make a profit on." The company has since grown into a major West Coast importer and distributor of not only ceramic and porcelain tile, but natural stone tile and slabs. Tile City caters to all types of customers; from contractors, builders, designers, and the do-it-yourself homeowners. "As wholesalers we also service other retail tile and floor covering companies all along the West Coast," says Vice President, Greg Wheeler.

Tile City has been banking with Tri Counties for almost 30 years, so when they were looking to finance a new 51,000 square foot warehouse and showroom, they turned to their local Relationship Manager, Dave Raven to help them get it done. "Tri Counties offers everything that the big national banks offer, but they treat us as if we are their most valuable client. Working with Tri Counties Bank has always been a pleasure!" says Linda Reimer, Tile City finance manager.

Construction of their state-of-the-art facility was completed in 2006. Tile City's president, Mac Murray, wanted to make certain that the new facility didn't look like your typical big concrete box warehouse. Extra care was put into the design to provide the local community with a beautiful exterior and showroom.



What most people don't know, is our Chico warehouse is completely wireless," says Russ Raburn, Operations Manager, "All picking of orders is completely paperless. Each warehouseman carries an RF (radio frequency) terminal that sends and receives data to and from access points throughout the warehouse. This WMS (warehouse management system) also provides the tools necessary to perform regularly scheduled cycle counts which helps keep the inventory accurate and provides the sales department with real-time information on every order, whether it was shipped weeks ago or is currently in process."

Tile City is truly a family company with more than 60 employees. Eight employees have been with the company for over 20 years, and 22 percent have been with the company for over 10 years. Another 27 percent have over five years invested with the company. The length of employment statistics are a testament to the type of company they are. They believe in treating their employees fairly. That, in turn, creates lasting loyalty and trust.

Local Tri Counties Bank Branch Manager, Noreen Bray, with Tile City Sales Manager, Jim Oddy. In addition to tile and stone floor-covering, they also carry high-end stone, ceramic, and glass vessel sinks.



Tri Counties Bank is proud of Tile City's success. Our aim is to do our very best to provide them with the tools they need to grow and prosper in the years ahead.

**"Tri Counties Bank is more like a business partner than an impersonal outside entity."**

- Eric Murray, Tile City Owner/C.F.O.

Tile City imports product from over a dozen different countries around the world. The majority of the ceramic and porcelain tile comes from Spain and Italy. Other unique stone and tiles are sourced from Turkey, China, Brazil, and Canada. Most materials are received at the Oakland, Portland, and Seattle shipping ports and then transported to the distribution warehouses.





A photograph of three people standing in a warehouse. In the background, there are several pallets stacked high with boxes wrapped in clear plastic and secured with purple and white patterned straps. The floor is made of large, light-colored stone tiles. In the foreground, a woman in a grey suit and black heels stands on the left. A man in a white shirt and black tie stands in the middle, with his hand on a large stone tile. Another man in a red polo shirt and black pants stands on the right, also with his hand on the tile. The text is overlaid on the left side of the image.

Corporate Client Services Manager,  
Toni Wilson, and Relationship Manager,  
Dave Raven, with Tile City President  
Mac Murray.

“Tri Counties Bank makes decisions locally, so they’re fast and responsive. We can count on them when we need it.”

- Tile City President, Mac Murray







## INVESTMENT SERVICES



“Revenue from the sale of investment products and services increased 20% from 2006.”

**Dan Bay**  
Vice President Tri Counties Bank;  
Branch Manager Raymond James

The partnership between Tri Counties Bank and Raymond James Financial Services (RJFS) continues to serve us well. RJFS, the largest independent regional brokerage firm in the country, did not participate in underwriting, purchase for investment nor the offering of sub-prime products as fixed income investments for their investors, and therefore has almost no sub-prime exposure. Their values and risk management assessments appear to be closely aligned with those of Tri Counties Bank and our management team.

Through RJFS our financial advisors are able to offer Tri Counties Bank clients the resources of a large, multinational financial services organization, including a full complement of wealth management solutions for uniquely successful individuals and families.

Revenue from the sale of investment products and services increased 20% from 2006. This increase was primarily due to an increase in the sale of fixed annuity products. In addition, we experienced a substantial percentage increase in revenues from fee based products. We believe the increase in fee based products will continue as we increase the number of higher net worth clients we advise.

Tri Counties Bank Investment Services department is consistently recognized by RJFS for superior performance. Our team consistently ranks in the top 10% nationally. In 2007 we ranked number 16 out of 205 bank investment programs nationwide. Also in 2007, I was recognized by *Bank Investment Consultant* magazine as one of the top 50 bank advisors in the country.

One of the challenges we face in growing revenue is that many current and prospective customers simply don't realize that Tri Counties Bank offers investment services. They do not realize our level of expertise, and therefore, they do not consider us when looking for a financial advisor. Increasing awareness of the Tri Counties Bank Investment Services department continues to be a key objective as we focus on increasing internal referrals from both employees and directors, along with utilizing outside advertising resources.



### **TRI COUNTIES BANK** **INVESTMENT SERVICES**

*A department of Tri Counties Bank*

Securities and investment advisory services are offered through Raymond James Financial Services, Inc., Member NASD/SIPC, an independent broker/dealer, and are: NOT FDIC insured, NOT GUARANTEED by Tri Counties Bank or any other federal government agency, and are subject to risk and may lose value.



Our success is primarily due to the production and experience level of our veteran advisors.



**Ron Bee, Dan Bay, Jerry Sax, and John Grimmatt**, who's combined average tenure with Tri Counties Bank is 20 years, generated an average annual production level of \$584,452 in 2007, compared to Raymond James Financial Institutions Division average production level of \$240,000. While we are proud of our production results, adherence to compliance and the vigilant monitoring of the ever changing regulatory issues is one of our highest priorities and one we take very seriously.



In 2007 the Tri Counties Bank Investment Services Department welcomed Financial Advisors Ryan and Mike O'Donnell. The O'Donnell brothers are very active in the Chico community and we look forward to their success in 2008 and beyond.

In addition to her many responsibilities, Tri Counties Bank Vice President and Raymond James Financial Advisor, **Miste Cliadakis**, has the primary responsibility of compliance oversight. Audits conducted by RJFS compliance in 2007, resulted in extremely positive results and comments.



Financial Advisor, **Johnny Ceballos**, will be serving clients in the Marysville and Yuba City Markets.





**TRICO BANCSHARES  
CONSOLIDATED BALANCE SHEETS**

	At December 31,	
	2007	2006
	(in thousands, except share data)	
<b>Assets:</b>		
Cash and due from banks	\$88,798	\$102,220
Federal funds sold	-	794
	<hr/>	<hr/>
Cash and cash equivalents	88,798	103,014
Securities available-for-sale	232,427	198,361
Federal Home Loan Bank stock, at cost	8,766	8,320
Loans, net of allowance for loan losses of \$17,331 and \$16,914	1,534,635	1,492,965
Foreclosed assets, net of allowance for losses of \$180 and \$180	187	-
Premises and equipment, net	20,492	21,830
Cash value of life insurance	44,981	43,536
Accrued interest receivable	8,554	8,727
Goodwill	15,519	15,519
Other intangible assets, net	1,176	1,666
Other assets	25,086	26,028
	<hr/>	<hr/>
Total assets	\$1,980,621	\$1,919,966
	<hr/> <hr/>	<hr/> <hr/>
<b>Liabilities and Shareholders' Equity:</b>		
<b>Liabilities:</b>		
Deposits:		
Noninterest-bearing demand	\$378,680	\$420,025
Interest-bearing	1,166,543	1,179,124
	<hr/>	<hr/>
Total deposits	1,545,223	1,599,149
Federal funds purchased	56,000	38,000
Accrued interest payable	7,871	7,548
Reserve for unfunded commitments	2,090	1,849
Other liabilities	23,195	22,835
Other borrowings	116,126	39,911
Junior subordinated debt	41,238	41,238
	<hr/>	<hr/>
Total liabilities	1,791,743	1,750,530
	<hr/>	<hr/>
<b>Shareholders' equity:</b>		
Common stock, no par value: 50,000,000 shares authorized; issued and outstanding:		
15,911,550 at December 31, 2007	78,775	73,739
15,857,207 at December 31, 2006	111,655	100,218
Retained earnings	(1,552)	(4,521)
Accumulated other comprehensive loss, net		
	<hr/>	<hr/>
Total shareholders' equity	188,878	169,436
	<hr/>	<hr/>
Total liabilities and shareholders' equity	\$1,980,621	\$1,919,966
	<hr/> <hr/>	<hr/> <hr/>



**TRICO BANCSHARES  
CONSOLIDATED STATEMENTS OF INCOME**

	Years ended December 31,		
	2007	2006	2005
	(in thousands, except per share data)		
Interest and dividend income:			
Loans, including fees	\$117,639	\$109,769	\$86,379
Debt securities:			
Taxable	7,712	8,373	10,268
Tax exempt	1,454	1,749	1,778
Dividends	446	376	306
Federal funds sold	17	56	25
	<hr/>	<hr/>	<hr/>
Total interest and dividend income	127,268	120,323	98,756
	<hr/>	<hr/>	<hr/>
Interest expense:			
Deposits	31,423	25,460	14,902
Federal funds purchased	2,880	4,116	1,784
Other borrowings	2,983	1,667	1,361
Junior subordinated debt	3,296	3,202	2,482
	<hr/>	<hr/>	<hr/>
Total interest expense	40,582	34,445	20,529
	<hr/>	<hr/>	<hr/>
Net interest income	86,686	85,878	78,227
	<hr/>	<hr/>	<hr/>
Provision for loan losses	3,032	1,289	2,169
	<hr/>	<hr/>	<hr/>
Net interest income after provision for loan losses	83,654	84,589	76,058
	<hr/>	<hr/>	<hr/>
Noninterest income:			
Service charges and fees	21,200	19,809	18,152
Gain on sale of loans	994	1,224	1,679
Commissions on sale of non-deposit investment products	2,331	1,946	2,242
Increase in cash value of life insurance	1,445	1,767	1,507
Other	1,620	1,509	1,310
	<hr/>	<hr/>	<hr/>
Total noninterest income	27,590	26,255	24,890
	<hr/>	<hr/>	<hr/>
Noninterest expense:			
Salaries and related benefits	38,066	36,455	33,926
Other	30,840	30,271	28,184
	<hr/>	<hr/>	<hr/>
Total noninterest expense	68,906	66,726	62,110
	<hr/>	<hr/>	<hr/>
Income before income taxes	42,338	44,118	38,838
	<hr/>	<hr/>	<hr/>
Provision for income taxes	16,645	17,288	15,167
	<hr/>	<hr/>	<hr/>
Net income	\$25,693	\$26,830	\$23,671
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
Earnings per share:			
Basic	\$1.62	\$1.70	\$1.51
Diluted	\$1.57	\$1.64	\$1.45



**TRICO BANCSHARES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
**Years Ended December 31, 2007, 2006 and 2005**

	Shares of Common Stock	Common Stock	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Total
	(in thousands, except share data)				
Balance at December 31, 2004	15,723,317	\$70,699	\$67,785	(\$352)	\$138,132
Comprehensive income:					
Net income			23,671		23,671
Change in net unrealized loss on Securities available for sale, net				(3,336)	(3,336)
Change in minimum pension liability, net				(137)	(137)
Total comprehensive income					20,198
Stock options exercised	136,289	972			972
Tax benefit of stock options exercised		425			425
Repurchase of common stock	(151,771)	(684)	(2,477)		(3,161)
Dividends paid (\$0.45 per share)			(7,073)		(7,073)
Balance at December 31, 2005	15,707,835	\$71,412	\$81,906	(\$3,825)	\$149,493
Comprehensive income:					
Net income			26,830		26,830
Change in net unrealized loss on Securities available for sale, net				519	519
Total comprehensive income					27,349
Adjustment to initially apply FASB Statement No. 158, net of tax				(1,215)	(1,215)
Stock option vesting		662			662
Stock options exercised	190,287	1,646			1,646
Tax benefit of stock options exercised		205			205
Repurchase of common stock	(40,915)	(186)	(923)		(1,109)
Dividends paid (\$0.48 per share)			(7,595)		(7,595)
Balance at December 31, 2006	15,857,207	\$73,739	\$100,218	(\$4,521)	\$169,436
Comprehensive income:					
Net income			25,693		25,693
Change in net unrealized gain on Securities available for sale, net				2,983	2,983
Change in minimum pension liability, net				(14)	(14)
Total comprehensive income					28,662
Stock option vesting		782			782
Stock options exercised	382,350	4,080			4,080
Tax benefit of stock options exercised		1,731			1,731
Repurchase of common stock	(328,007)	(1,557)	(5,986)		(7,543)
Dividends paid (\$0.52 per share)			(8,270)		(8,270)
Balance at December 31, 2007	15,911,550	\$78,775	\$111,655	(\$1,552)	\$188,878



**TRICO BANCSHARES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

Years Ended December 31,

	2007	2006	2005
		(in thousands)	
Operating activities:			
Net income	\$25,693	\$26,830	\$23,671
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation of premises and equipment, and amortization	3,719	3,710	3,821
Amortization of intangible assets	490	1,395	1,381
Provision for loan losses	3,032	1,289	2,169
Amortization of investment securities premium, net	647	898	1,236
Gain on sale of investments	-	(12)	-
Originations of loans for resale	(63,777)	(69,707)	(76,542)
Proceeds from sale of loans originated for resale	64,106	70,257	77,398
Gain on sale of loans	(994)	(1,224)	(1,679)
Amortization of mortgage servicing rights	-	-	661
Change in market value of mortgage servicing rights	490	400	-
Loss on sale of fixed assets	6	28	94
Increase in cash value of life insurance	(1,445)	(1,767)	(1,507)
Stock option vesting expense	782	662	-
Stock option excess tax benefits	(1,731)	(205)	(425)
Deferred income tax benefit	(506)	(1,679)	(2,223)
Change in:			
Interest receivable	173	(1,086)	(1,168)
Interest payable	323	3,042	1,225
Other assets and liabilities, net	1,129	37	1,382
Net cash provided by operating activities	<u>32,137</u>	<u>32,868</u>	<u>29,494</u>
Investing activities:			
Proceeds from maturities of securities available-for-sale	49,256	52,043	58,755
Proceeds from sale of securities available-for-sale	-	10,779	-
Purchases of securities available-for-sale	(78,822)	(896)	(40,013)
Purchase of Federal Home Loan Bank stock	(446)	(718)	(821)
Loan originations and principal collections, net	(44,889)	(125,445)	(212,536)
Proceeds from sale of premises and equipment	12	5	24
Purchases of premises and equipment	(1,751)	(3,781)	(4,766)
Net cash used by investing activities	<u>(76,640)</u>	<u>(68,013)</u>	<u>(199,357)</u>
Financing activities:			
Net (decrease) increase in deposits	(53,926)	102,352	147,964
Net change in federal funds purchased	18,000	(58,800)	50,400
Increase in long-term other borrowings	50,000	-	-
Payments of principal on long-term other borrowings	(67)	(58)	(51)
Net change in short-term other borrowings	26,282	8,579	3,289
Stock option excess tax benefits	1,731	205	425
Repurchase of common stock	(4,167)	-	(3,161)
Dividends paid	(8,270)	(7,595)	(7,073)
Exercise of stock options	704	537	972
Net cash provided by financing activities	<u>30,287</u>	<u>45,220</u>	<u>192,765</u>
Net change in cash and cash equivalents	<u>(14,216)</u>	<u>10,075</u>	<u>22,902</u>
Cash and cash equivalents at beginning of year	<u>103,014</u>	<u>92,939</u>	<u>70,037</u>
Cash and cash equivalents at end of year	<u>\$88,798</u>	<u>\$103,014</u>	<u>\$92,939</u>
Supplemental disclosure of noncash activities:			
Unrealized gain (loss) on securities available for sale	\$5,147	\$895	(\$5,757)
Loans transferred to other real estate	187	-	-
Market value of share tendered by employees in-lieu of cash to pay for exercise of options and/or related taxes	3,376	1,109	-
Supplemental disclosure of cash flow activity:			
Cash paid for interest expense	40,259	31,403	19,304
Cash paid for income taxes	16,300	19,825	16,215



## Welcome to Tri Counties Bank Country!



### 2007 EXPANSION HIGHLIGHTS

- Modesto Village One inside Raley's
- West Sacramento inside Wal-Mart Supercenter
- American Canyon inside Wal-Mart Supercenter

Tri Counties Bank is now serving customers in new communities with the addition of our branch inside the new Wal-Mart Supercenter in American Canyon, located between Vallejo and Napa. This branch gives us a presence along the I-80 corridor and expands our footprint to the outskirts of the San Francisco Bay Area.



**TRI COUNTIES BANK LOCATIONS**

- American Canyon in Wal-Mart Supercenter**  
7011 North Main Street  
American Canyon, CA 94503  
(707) 647-1049
- Anderson in Wal-Mart Supercenter**  
3000 Rhonda Road  
Anderson, CA 96007  
(530) 378-8085
- Antelope in Wal-Mart Supercenter**  
5821 Antelope North Road  
Antelope, CA 95843  
(916) 721-1706
- Bakersfield Business Center**  
5201 California Avenue, Suite 102  
Bakersfield, CA 93309  
(661) 325-9321  
No ATM
- Bieber**  
ATM only  
Bridge & Market Streets  
Bieber, CA 96009
- Brentwood in Raley's**  
7400 Sand Creek Road  
Brentwood, CA 94513  
(925) 634-5500
- Burney**  
37093 State Hwy 299E  
Burney, CA 96013  
(530) 335-2215
- Chico Mall**  
1950 East 20th Street, Suite G725  
West to Sears Entrance  
Chico, CA 95928  
(530) 898-0370
- Chico: CSU-Bell Memorial Union**  
ATM only
- Chico: Downtown**  
525 Salem Street  
Chico, CA 95928  
(530) 893-8861
- Chico: East Avenue in Save Mart**  
146 W. East Avenue  
Chico, CA 95926  
(530) 898-0380
- Chico: Esplanade in Raley's**  
211 W. East Avenue  
Chico, CA 95926  
(530) 879-5830
- Chico: Park Plaza**  
780 Mangrove Avenue  
Chico, CA 95926  
(530) 898-0400
- Chico: Pillsbury**  
2171 Pillsbury Road  
Chico, CA 95926  
(530) 898-0470
- Chowchilla**  
305 Trinity Avenue  
Chowchilla, CA 93610  
(559) 665-4868
- Cottonwood**  
3349 Main Street  
Cottonwood, CA 96022  
(530) 347-3751
- Covelo**  
76405 Covelo Road  
Covelo, CA 95428  
(707) 983-6135
- Crescent City**  
936 3rd Street  
Crescent City, CA 95531  
(707) 464-4145
- Durham**  
9411 Midway  
Durham, CA 95938  
(530) 898-0430
- Elk Grove in Raley's**  
4900 Elk Grove Blvd  
Elk Grove, CA 95757  
(916) 478-9102
- Fall River Mills**  
43308 State Hwy 299E  
Fall River Mills, CA 96028  
(530) 336-6291
- Folsom: Blue Ravine in Save Mart**  
1003 East Bidwell  
Folsom, CA 95630  
(916) 984-2270
- Folsom: East Bidwell in Raley's**  
715 East Bidwell  
Folsom, CA 95630  
(916) 984-4244
- Folsom: Empire Ranch in Raley's**  
25025 Blue Ravine Road  
Folsom, CA 95630  
(916) 984-2029
- Fresno**  
7020 N. Marks Avenue  
Fresno, CA 93711  
(559) 435-8089
- Grass Valley in Save Mart**  
12054 Nevada City Hwy  
Grass Valley, CA 95949  
(530) 477-9741
- Gustine**  
319 5th Street  
Gustine, CA 95322  
(209) 854-3761
- Lincoln in Raley's**  
765 South Highway 65  
Lincoln, CA 95648  
(916) 408-5330
- Marysville**  
729 E Street  
Marysville, CA 95901  
(530) 749-1639
- Middletown**  
21097 Calistoga Street  
Middletown, CA 95461  
(707) 987-3196
- Modesto**  
3320 Tully Road  
Modesto, CA 95350  
(209) 548-4030
- Modesto: Village One in Raley's**  
3020 Floyd Avenue  
Modesto, CA 95355  
(209) 551-1061
- Mt. Shasta**  
204 Chestnut Street  
Mt. Shasta, CA 96067  
(530) 926-2653
- Orland**  
100 East Walker Street  
Orland, CA 95963  
(530) 865-5524
- Oroville**  
1180 Oro Dam Boulevard  
Oroville, CA 95965  
(530) 538-0140
- Palo Cedro**  
9125 Deschutes Road  
Palo Cedro, CA 96073  
(530) 547-4494
- Paradise**  
6848 Q Skyway  
Paradise, CA 95969  
(530) 872-2992
- Patterson**  
17 Plaza  
Patterson, CA 95363  
(209) 892-4098
- Red Bluff in Raley's**  
727 South Main Street  
Red Bluff, CA 96080  
(530) 529-7080
- Redding Downtown**  
1845 California Street  
Redding, CA 96001  
(530) 245-5930
- Redding: Hartnell in Raley's**  
110 Hartnell Avenue  
Redding, CA 96002  
(530) 224-3430
- Redding: Hilltop**  
1250 Hilltop Drive  
Redding, CA 96003  
(530) 223-3307
- Redding: Lake Boulevard in Raley's**  
201 Lake Boulevard  
Redding, CA 96003  
(530) 245-4651
- Roseville: Douglas Boulevard in Raley's**  
1915 Douglas Boulevard  
Roseville, CA 95661  
(916) 784-6661
- Roseville: Pleasant Grove Boulevard in Wal-Mart Supercenter**  
900 Pleasant Grove Boulevard  
Roseville, CA 95678  
(916) 780-2266
- Sacramento: Arden Fair**  
1760 Challenge Way  
Sacramento, CA 95815  
(916) 648-9370
- Natomas in Bel Air**  
3250 Arena Boulevard  
Sacramento, CA 95834  
(916) 419-2651
- North Natomas in Raley's**  
4650 Natomas Boulevard  
Sacramento, CA 95835  
(916) 419-4301
- Susanville**  
1605 Main Street  
Susanville, CA 96130  
(530) 257-4151
- Turlock in Raley's**  
2900 Geer Road  
Turlock, CA 95382  
(209) 668-1882
- Visalia Business Center**  
2914 W. Main Street  
Visalia, CA 93291  
(559) 741-2940  
No ATM
- Weed**  
303 Main Street  
Weed, CA 96094  
(530) 938-4401
- West Sacramento in Wal-Mart Supercenter**  
755 Riverpoint Court  
West Sacramento, CA 95605  
(916) 371-9758
- Willows**  
210 North Tehama Street  
Willows, CA 95988  
(530) 934-2191
- Woodland in Bel Air**  
1885 East Gibson Road  
Woodland, CA 95776  
(530) 661-4701
- Yreka**  
165 South Broadway  
Yreka, CA 96097  
(530) 842-2761
- Yuba City**  
1441 Colusa Avenue  
Yuba City, CA 95993  
(530) 671-5563
- Yuba City in Raley's**  
700 Orntott Road  
Yuba City, CA 95991  
(530) 751-8416
- Yuba City in Wal-Mart Supercenter**  
1150 Harter Road  
Yuba City, CA 95993  
(530) 673-1746

**TriCo Bancshares Executive Officers**

- Richard P. Smith ..... President & Chief Executive Officer
- Thomas J. Reddish..... Executive Vice President & Chief Financial Officer
- William J. Casey..... Chairman of the Board
- Alex A. Vereschagin, Jr..... Secretary of the Board

**Tri Counties Bank Executive Officers**

- Richard P. Smith ..... President & Chief Executive Officer
- Richard O'Sullivan..... Executive Vice President/ Wholesale Banking
- Daniel K. Bailey ..... Executive Vice President/ Retail Banking
- Thomas J. Reddish..... Executive Vice President/ Chief Financial Officer
- Rick Hagstrom..... Executive Vice President/  
Chief of Operations & Enterprise Risk Management
- Craig Carney..... Executive Vice President/ Chief Credit Officer
- Rick Miller..... Senior Vice President/ Director of Human Resources
- Ray Rios ..... Senior Vice President/ Chief Information Officer

**TriCo Bancshares Headquarters**

63 Constitution Drive  
Chico, CA 95973  
(530) 898-0300

**Notice of Annual Meeting**

Tuesday, May 20, 2008, 6:00 p.m.  
63 Constitution Drive  
Chico, CA 95973



**Shareholder Relations**

Suzanne Youngs  
63 Constitution Drive  
Chico, CA 95973  
(530) 898-0300  
suzanneyoungs@tcbk.com

**Transfer Agent**  
Mellon Investor Services  
Overpeck Centre  
85 Challenger Road  
Ridgefield Park, NJ 07660  
www.mellon-investor.com

**Independent Registered  
Public Accounting Firm**  
Moss Adams, LLP  
3121 March Lane, Ste. 300  
Stockton, CA 95219

Stock Listing: NASDAQ Stock Exchange, Symbol: **TCBK**  
Corporate Website: **www.tricountiesbank.com**

The company will provide to any interested party, without charge, a copy of the Company's Annual Report and Form 10-K for the year ended December 31, 2007, as filed with the Securities and Exchange Commission, including the financial statements and schedules thereto.

The report may be obtained by written request to:  
Corporate Secretary, TriCo Bancshares  
63 Constitution Drive, Chico, CA 95973





UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington D.C. 20549

FORM 10-K  
Annual Report Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2007

Commission File Number 0-10661

TriCo Bancshares

(Exact name of Registrant as specified in its charter)

California

(State or other jurisdiction of incorporation or organization)

94-2792841

(I.R.S. Employer Identification No.)

63 Constitution Drive, Chico, California

(Address of principal executive offices)

95973

(Zip Code)

Registrant's telephone number, including area code:(530) 898-0300

Securities registered pursuant to Section 12(b) of the Act: None.

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, without par value

(Title of Class)

Indicate by check mark whether the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

YES

NO

Indicate by check mark whether the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

NO

Required to be filed by Section

[www.tricountiesbank.com](http://www.tricountiesbank.com)

TriCo Bancshares  
63 Constitution Drive  
Chico, California 95973  
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