



THIS AMENDMENT SHALL NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY NOR SHALL THERE BE ANY SALE OF THESE SECURITIES IN ANY STATE IN WHICH SUCH OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL PRIOR TO REGISTRATION OR QUALIFICATION UNDER THE SECURITIES LAWS OF ANY SUCH STATE.

**PREMIER VALLEY BANK
AMENDMENT TO
DIVIDEND REINVESTMENT AND
STOCK PURCHASE PLAN**

COMMON STOCK
(No Par Value)

This document describes an amendment to the Dividend Reinvestment and Stock Purchase Plan (the "Plan") of Premier Valley Bank ("PVB"), which provides record holders of PVB's common stock with a simple and convenient method of purchasing additional shares of PVB common stock. PVB common stock is traded on the Over the Counter Bulletin Board under the symbol "PVLV." The Plan promotes long-term ownership in PVB by offering participants in the Plan an opportunity to have all or a portion of their cash dividends paid on their shares of PVB common stock reinvested in additional shares of PVB common stock and to purchase additional shares by making optional cash investments.

Our Plan has been amended. Commencing June 1, 2008, the purchase price for shares purchased directly from the Bank with reinvestment dividends will be 95% of the average closing price of PVLV common stock for the five trading days immediately preceding the applicable investment date. This 5% discount is subject to change.

For a complete copy of the benefits, terms and conditions of participation in the Plan may be viewed at the Bank's website: www.premiervalleybank.com. Alternatively, you may request a copy of the Plan by contacting Becky Lingar, Assistant Corporate Secretary, 8355 North Fresno St., Suite 180, Fresno, CA 93720, email rlingar@premiervalleybank.com, or by phone at (559) 256-6414.

Registrar and Transfer Company, our transfer agent, administers the Plan. If you have any questions regarding the Plan, you may contact them directly by calling their toll-free number, (800) 368-5948. Customer service representatives are available to assist you between the hours of 8 a.m. and 7 p.m., Eastern Time, Monday through Friday, except holidays.

Shares purchased pursuant to optional cash payments will be purchased in the over-the-counter market or in private transactions by an independent stock purchasing agent to be designated by PVB or by Registrar and Transfer Company, the Bank's stock transfer agent. We have not changed the Plan with respect to the purchase price of shares purchased with optional cash payments. The price of shares will be the average price of all such outstanding shares purchased for participants in the Plan with respect to optional cash payments including brokerage commissions, if any. This offering is not being underwritten; therefore, there are no underwriting discounts or commissions payable by PVB in connection with the Plan.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION, THE STATE OF CALIFORNIA DEPARTMENT OF FINANCIAL INSTITUTIONS NOR ANY STATED SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this document is May 15, 2008