Manhattan Bancorp (OTCQB: MNHN; El Segundo, CA) has agreed to merge with Plaza Bank (OTCQB: PLZB; Irvine, CA)

Deal Value: Approximately $72.3 million

Sandler O'Neill served as financial advisor to Manhattan Bancorp and provided a fairness opinion to the minority shareholders in this transaction. This transaction represents Sandler O'Neill's 61st bank or thrift transaction nationwide since January 1, 2014. Sandler O'Neill has served as a financial advisor on more bank and thrift transactions than any other investment bank during that time period.[1]

Since January 1, 2011, Sandler O'Neill has advised on 32 bank or thrift transactions in the Western Region, more than any other investment bank. These transactions have an aggregate deal value of $6.4 billion.[1]

Irvine, CA and El Segundo, CA - Plaza Bancorp, Plaza Bank (OTCQB: PLZB), Manhattan Bancorp (OTCQB: MNHN), and Bank of Manhattan, N.A. today announced the execution of a definitive agreement providing for the merger of Manhattan Bancorp with and into Plaza Bancorp, to be followed immediately by the merger of Bank of Manhattan with and into Plaza Bank.

The combined bank will continue to serve its Southern California and Southern Nevada customer base and all existing branches of both banks will remain open after the merger. On a pro forma basis, based on financial information as of December 31, 2014, the banks together have assets of approximately $1 billion, with deposits of approximately $850 million.

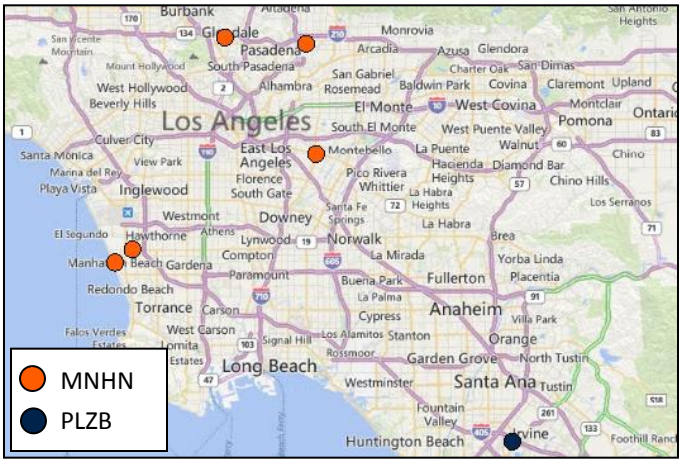
Under the terms of the definitive agreement for the merger between Plaza Bancorp and Manhattan Bancorp, shareholders of Manhattan Bancorp will have the right to receive either $5.59 in cash, or 1.1996 shares of Plaza Bancorp common stock, for each share of Manhattan Bancorp common stock, subject to the overall requirement that no more than 3,792,247 shares of Manhattan Bancorp common stock may receive the cash consideration.

The mergers described above remain subject to customary regulatory and shareholder approvals and are expected to close in the first half of 2015. Members of the Board of Directors of Manhattan Bancorp and the controlling shareholder of both Manhattan Bancorp and Plaza Bancorp have entered into an agreement with Plaza Bancorp, Plaza Bank, Manhattan Bancorp and Bank of Manhattan pursuant to which they have agreed to vote their shares of Manhattan Bancorp common stock or Plaza Bancorp common stock, as the case may be, in favor of the mergers.

Financial Highlights ($ mm)

	PLZB	MNHN
Total Assets	$524.5	$496.7
Net Loans	$439.7	$381.0
Deposits	$441.1	$427.6
Equity	$58.2	$56.6
MRQ ROAA (%)	1.04%	(1.00%)

Pro Forma Branch Network



Notes:
[1]Source: SNL Financial. Excludes terminated transactions and self-advisory roles.
Dollars in millions; financial data as of September 30, 2014

Sandler O'Neill Contacts:

JOEL COMER
Principal
(415) 978-5001

STEVE EGLI
Managing Director
(415) 978-5056

JAMES BURKETT
Analyst
(415) 978-5058