

## 1st Century Bancshares (NASDAQ: FCTY; Los Angeles, CA) has agreed to merge with Midland Financial Co. (Private; Oklahoma City, OK)

Sandler O'Neill acted as exclusive financial advisor and rendered a fairness opinion to 1st Century Bancshares in this transaction. This transaction represents Sandler O'Neill's 69<sup>th</sup> bank or thrift transaction nationwide since January 1, 2015, representing \$22.6 billion in aggregate transaction value. Sandler O'Neill has served as financial advisor on more bank or thrift transactions than any other investment bank during that time period.<sup>1</sup>

Since January 1, 2015, Sandler O'Neill has advised on 10 bank or thrift transactions in the Western U.S., more than any other investment bank during that time period, representing an aggregate transaction value of \$7.1 billion.<sup>1</sup>

OKLAHOMA CITY and LOS ANGELES, March 10, 2016 (GLOBE NEWSWIRE) -- Midland Financial Co., the holding company for MidFirst Bank, and 1st Century Bancshares, Inc. (FCTY), the holding company for 1st Century Bank, National Association, jointly announced today they have entered into a definitive agreement pursuant to which Midland will acquire 1st Century Bancshares. Simultaneously with the closing of the acquisition, 1st Century Bank will be merged into MidFirst Bank. Following these transactions, the business of 1st Century Bank will continue to operate under the 1st Century brand as a division of MidFirst Bank.

1st Century Bank operates three locations in the Los Angeles, California market, serving the unique needs of businesses and professionals on the Westside of Los Angeles, and is distinguished as the premier private bank in the area.

1st Century Bank was established in 2004 by a team of entrepreneurs, banking veterans, and local leaders. As of December 31, 2015, 1st Century Bancshares had assets totaling \$732 million, net loans of \$589 million and deposits of \$598 million.

The merger, expected to close in the second half of 2016, has been approved by the boards of directors of both banks and holding companies, and is subject to customary conditions including stockholder and regulatory approvals. Under the terms of the agreement, 1st Century Bancshares, Inc. stockholders will receive cash of \$11.22 per share.

Mr. Rothenberg added, "MidFirst Bank's combination of size, private ownership and relationship focus creates an optimal situation for 1st Century Bank and our clients. This transaction will provide significant benefits for our clients, our employees and our stockholders. Our clients will benefit from our ability to offer expanded borrowing capacity and a broader selection of products and services. Our employees will benefit from the greater career development opportunities that come with being part of a larger financial institution with a national presence. And our stockholders will realize strong value from their investment in 1st Century."

Jason DiNapoli added, "MidFirst is a great partner for us and shares our passion for providing a superior banking experience for clients. Over the past decade, 1st Century has grown into the premier bank focusing on the Westside of Los Angeles. The capital, financial strength and product breadth provided by MidFirst will enable 1st Century to continue building our unique franchise. I am very proud to lead 1st Century as we enter an exciting new phase of the Bank's growth."

### Financial Highlights

(Dollars in millions)

	<b>Midland</b>	<b>FCTY</b>
Total Assets	\$11,606	\$732
Net Loans	\$9,461	\$589
Total Deposits	\$6,455	\$598
TCE / TA	9.97%	8.87%
LTM ROAA	2.16%	0.39%

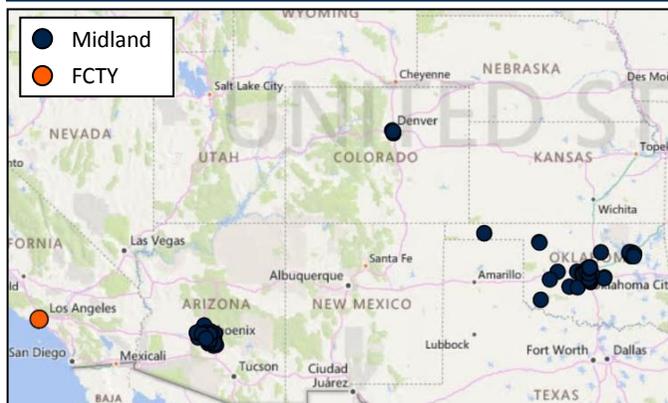
Notes:

1: Excludes terminated transactions and self-advisory roles

Financial data as of December 31, 2015

Source: SNL Financial

### Pro Forma Branch Network



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