

Stonegate Bank (OTCBB: SGBK; Fort Lauderdale, FL) to Acquire Florida Shores Bancorp (Private; Pompano Beach, FL)**Deal Value: \$48.8 million**

Sandler O'Neill served as financial advisor to Stonegate Bank and rendered a fairness opinion in connection with the transaction. This transaction is Sandler O'Neill's 95th bank or thrift transaction nationwide since January 1, 2011. Sandler O'Neill has served as a financial advisor on more bank and thrift transactions than any other investment bank during that time period. This transaction represents Sandler O'Neill's 10th bank and thrift transaction in Florida since January 1, 2011, more than any other investment bank during that time period.¹

FORT LAUDERDALE, Fla. (September 5, 2013) - Stonegate Bank (OTCBB: SGBK) announced today the signing of a definitive agreement by which Stonegate will acquire all the operations of Florida Shores Bancorp and its two subsidiary banks, Florida Shores Bank - Southeast and Florida Shores Bank - Southwest, through the acquisition of Florida Shores Bancorp and the minority interests in the subsidiary banks held by other investors. Management expects the combination, which will increase the total assets of Stonegate Bank to \$1.7 billion, will place Stonegate as the 15th largest Florida bank by total assets. These transactions are valued at approximately \$48.8 million based on Florida Shores Bancorp's consolidated financial statements as of June 30, 2013. This valuation, the final purchase price and the consideration to be received by shareholders of the three Florida Shores entities, will be subject to final pricing adjustments which will be determined prior to closing.

Florida Shores Bancorp, headquartered in Pompano Beach, is the holding company for and majority owner of Florida Shores Bank - Southeast and Florida Shores Bank - Southwest. Both banks are state chartered commercial banks. As of June 30, 2013, Florida Shores Bancorp had total consolidated assets of \$555.1 million, and currently operates four branches on Florida's west coast between Sarasota and Fort Myers and three branches on Florida's east coast in Boca Raton, Pompano Beach and Fort Lauderdale.

Stonegate expects the transaction to be immediately accretive to earnings per share. Furthermore, it is anticipated that tangible book dilution resulting from the transaction will be recovered in 2.5 years or less. This transaction will mark Stonegate's sixth and largest acquisition since 2009.

The transactions have been approved by the Board of Directors of each of Stonegate Bank, Florida Shores Bancorp, Florida Shores Bank - Southeast and Florida Shores Bank - Southwest. In addition to certain customary closing conditions, approval by shareholders of Florida Shores Bancorp, shareholders of both Florida Shores Bank - Southeast and Florida Shores Bank - Southwest and bank regulators will be required prior to completing the transactions. The closing is expected to take place in the fourth quarter of 2013.

Financial Highlights

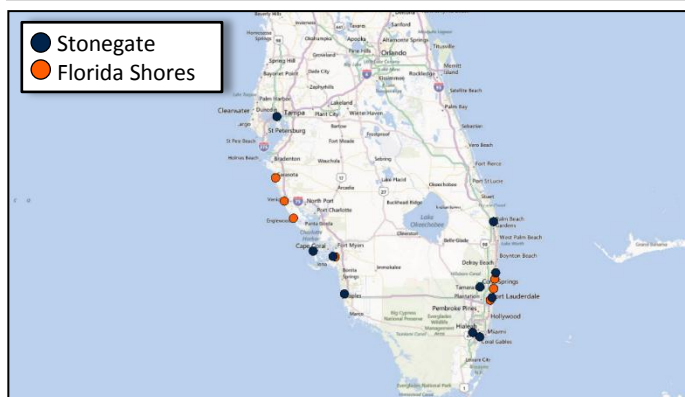
	<u>Stonegate</u>	<u>Florida Shores</u>
Total Assets	\$1,095	\$555
Gross Loans	748	334
Total Deposits	897	507
Tangible Common Equity ²	126	34
Tang. Comm. Equity / Tang. Assets ²	11.52%	6.20%

Notes:

Dollars in millions; financial data as of June 30, 2013

¹Excludes terminated transactions and self-advisory roles²Florida Shores tangible common equity includes minority interests

Source: SNL Financial

Pro Forma Branch Map**Sandler O'Neill Contacts**

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