



manatt

B A N K I N G

ALBANY ■ LOS ANGELES ■ NEW YORK ■ ORANGE COUNTY ■ PALO ALTO ■ SACRAMENTO ■ SAN FRANCISCO ■ WASHINGTON, D.C.

Rebirth and Reorganization

In the midst of fundamental transformation, financial institutions require advice from industry leaders with the profile, position, experience and judgment to navigate the environment and achieve results. These are the lawyers of Manatt Banking—the first choice for financial services mergers and acquisitions, capital markets and investment transactions, and governmental relations, regulatory expertise and advocacy.

Nearly half a century ago, Manatt was founded as a financial services firm. Today, Manatt is a powerhouse, with industry-leading resources and relationships in California, New York and Washington, D.C., and the largest and most accomplished financial services group of any California-based law and consulting firm. In California alone, ten Manatt Banking partners are included in *The Best Lawyers in America*—far more than any competing firm.

Manatt Banking clients include leading domestic and foreign banks and bank holding companies, savings institutions, mortgage lenders, credit card processors, industrial loan and specialty finance companies, insurance companies and other financial services providers, as well as investors and investment banks with stakes in the industry.

Manatt Banking lawyers provide comprehensive guidance and focused action to address the strategic objectives clients seek and the legal tactics necessary to accomplish results.

We believe in relationships—and we listen. Manatt Banking's mission is to maximize clients' long-term competitive advantage and to exceed their expectations in specific transactions.

“...Manatt is a powerhouse, with industry-leading resources and relationships in California, New York and Washington, D.C., and the largest and most accomplished financial services group of any California-based law and consulting firm.”



Industry Leaders

Offering a nationally recognized and respected track record of accomplishment in financial services mergers and acquisitions, and capital markets and investment transactions, Manatt Banking lawyers:

- Advise boards of directors and special committees in challenging circumstances, including proxy contests and sales of controlling positions.
- Provide sophisticated individual, private equity and hedge investors with seasoned advice on the complex and highly regulated requirements of various industry investment strategies.
- Assist investment bankers in public and private offerings of equity and debt, and in a wide range of advisory engagements.
- Lead sensitive investigations, board-level initiatives and strategic-planning processes.

The financial services world looks very different than it did a year ago—and it will look even more different in the years ahead. The Executive Branch, the Congress, the regulators and the marketplace continue to wrestle with the new realities—consolidation, realignment and redefinition will result. Manatt Banking has the history, deep understanding and industry commitment to counsel participants through this unprecedented time of change.

With the stakes this high and the circumstances this complex, it has never been more important to have the industry leader by your side.

Call Manatt Banking.

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Representative Financial Transactions



CATHAY GENERAL
BANCORP



CVB Financial Corp.



EAST WEST
BANCORP

PACIFIC CAPITAL BANCORP

\$874,000,000

Aggregate capital raised under United States
Treasury Capital Purchase Program
December 2008

We served as counsel to the Issuers



OPTION ONE
MORTGAGE

\$1,300,000,000

WL Ross & Co. acquired the Mortgage Loan Servicing Business of Option One Mortgage Corporation, a subsidiary of H&R Block.

We served as counsel to the Seller

WELLS
FARGO

\$645,000,000

Wells Fargo acquired Placer Sierra Bancshares.

We served as counsel to the Seller



\$510,000,000

Euronet Worldwide acquired Ria Envia.

We served as counsel to the Seller



**\$33,000,000, \$171,900,000,
\$204,000,000 and \$143,000,000**

East West Bancorp and East West Bank acquired Trust Bank, United National Bank, Standard Bank and Desert Community Bank.

We served as counsel to the Buyer



\$490,000,000

Commercial Capital Bancorp acquired Hawthorne Financial Corporation.

We served as counsel to the Seller



\$412,000,000

Central Pacific Financial acquired CB Bancshares.

We served as counsel to the Buyer



CBRE Realty Finance

\$300,000,000

144A Private Placement
Common Stock

*We served as counsel to
the Initial Purchasers
(Credit Suisse, Deutsche Bank,
Citigroup and Bank of America)*

 **Hanmi Bank**

\$300,000,000

Hanmi Financial Corporation
and Hanmi Bank acquired
Pacific Union Bank.

We served as counsel to the Seller

PACIFIC CAPITAL BANK

\$290,000,000

LEAF Financial Corporation
acquired the Commercial
Equipment Leasing and Financing
Division of
Pacific Capital Bank.

We served as counsel to the Seller

PACIFIC CAPITAL BANK

\$222,000,000

Wells Fargo acquired the
Indirect Auto Financing
Portfolio of Pacific Capital Bank.

We served as counsel to the Seller

**AFFIRMATIVE**
INSURANCE HOLDINGS, INC.

\$200,000,000

Affirmative Insurance Holdings Inc.
acquired US Agencies
Direct Insurance Company.

We served as counsel to the Buyer

DOWNNEY FINANCIAL CORP.

\$200,000,000

Public Offering
6.5% Senior Notes

We served as counsel to the Issuer



\$200,000,000

Public Offering
8% Noncumulative Perpetual
Convertible Preferred Stock

We served as counsel to the Issuer



\$175,000,000

Placer Sierra Bancshares
acquired Southwest
Community Bancorp.

We served as counsel to the Buyer

PACIFIC CAPITAL BANCORP

\$136,000,000

Pacific Capital Bancorp
acquired Pacific Crest Capital.

We served as counsel to the Seller



\$135,000,000

Union Bank of California
acquired Business Bancorp.

We served as counsel to the Seller



\$130,000,000

Public Offering
Common Stock

We served as counsel to the Issuer



\$127,500,000

Ayres Advisors LLC acquired
a Residential Development
Loan Portfolio from
Central Pacific Financial.

We served as counsel to the Seller



\$125,000,000

Initial Public Offering
Common Stock

We served as counsel to the Underwriters
(Credit Suisse, Deutsche Bank,
Citigroup and Wachovia)



Anworth Mortgage Asset Corporation

\$120,000,000

Public Offering
Common Stock

We served as counsel to the Issuer



\$105,000,000

Public Offering Series A
Cumulative Redeemable
Preferred Stock

We served as counsel to the Underwriters
(Bear Stearns, Deutsche Bank, Piper Jaffray,
Stifel Nicolaus, JMP Securities and
Roth Capital Partners)



\$80,500,000

Initial Public Offering
Common Stock

We served as counsel to the Issuer



\$70,000,000

Initial Public Offering
Common Stock

We served as counsel to the Underwriter
(Keefe, Bruyette & Woods)



First Community Bancorp

\$60,000,000

Rule 144A Private Placement
Trust Preferred Securities

We served as counsel to the Issuer



\$57,800,000

Vineyard National Bancorp
and Vineyard Bank
acquired Rancho Bank.

We served as counsel to the Seller



\$70,000,000

E-Payment Services acquired
GroupEx Financial Corp., JRJ
Express and Kimeco, LLC.

We served as counsel to the Seller



\$68,000,000

Public Offering
Common Stock

We served as counsel to the Underwriters
(Bear Stearns, Sandler O'Neill and
RBC Capital Markets)



CATHAY GENERAL
BANCORP

\$45,000,000

Private Placement
Trust Preferred Securities

We served as counsel to the Issuer



\$45,000,000

Kinecta Federal Credit Union
acquired Navicert Financial Inc.
d/b/a Nix Check Cashing.

We served as counsel to the Buyer



\$50,000,000

Public Offering
Series B Cumulative
Redeemable Preferred Stock

We served as counsel to the Underwriters
(Bear Stearns, Morgan Stanley, Stifel
Nicolaus and Jefferies & Company)



\$46,000,000

Belvedere Capital Fund II L.P.
acquired a majority interest in
Professional Business Bank.

We served as counsel to the Seller



\$35,200,000

Public Offering
Common Stock

We served as counsel to the Issuer



**\$15,500,000, \$27,000,000
and \$35,000,000**

CVB Financial Corp. and Citizens
Business Bank acquired Kaweah
National Bank, Granite State Bank
and First Coastal Bancshares and
First Coastal Bank.

We served as counsel to the Buyer



\$34,000,000

Advanced Global
Investments LLC acquired
Converse Bank CJSC.

We served as counsel to the Seller



\$33,000,000

Initial Public Offering
Common Stock

We served as counsel to the Underwriters
(WR Hambrecht and The Seidler Companies)



\$33,000,000

Boston Private Financial Holdings
acquired
Encino State Bank.

We served as counsel to the Seller



PIPE
Common Stock

We served as counsel to the Issuer



\$26,400,000

Initial Public Offering
Common Stock

We served as counsel to the Issuer



\$26,000,000

Allied Cash Holdings
acquired Payday Loan
Corporation and
Cash Advance, LLC.

We served as counsel to the Buyer



Anworth Mortgage Asset Corporation

\$25,000,000

Public Offering
Series A Cumulative Preferred Stock
Series B Convertible Preferred Stock

We served as counsel to the Issuer



CVB Financial Corp.

\$25,000,000

Private Placement
Trust Preferred Securities

We served as counsel to the Issuer



PROMERICA BANK

\$25,000,000

De Novo Organization
Common Stock

We served as counsel to the Issuer



\$21,000,000

Global Cash Access
acquired Cash Systems.

We served as counsel to the Seller



\$20,000,000

Private Placement
Senior Secured Convertible Notes

We served as counsel to the Issuer



CATHAY GENERAL BANCORP

\$20,000,000

Private Placement
Trust Preferred Securities

We served as counsel to the Issuer

Valley Bancorp

\$16,600,000

Initial Public Offering
Common Stock

We served as counsel to the Issuer



\$15,000,000

De Novo Organization
Common Stock

We served as counsel to the Issuer



HARRINGTON WEST FINANCIAL GROUP, INC.

\$11,400,000

Private Placement
Common Stock
8% Noncumulative
Perpetual Preferred Stock

We served as counsel to the Investor
(Concordia Financial Services Fund, L.P.)



Price Not Disclosed

Fortress Investment Group LLC
and Nomura Holdings
acquired Alea North America
Insurance Company.

We served as counsel to the Seller



Price Not Disclosed

Financial Transaction Services
acquired Aliant Financial Services.

We served as counsel to the Seller



Price Not Disclosed

Carolina First Bank
acquired a Portfolio of
Credit Card Receivables
from Discover Network.

We served as counsel to the Buyer

FIRST

first financial bank

Price Not Disclosed

Metavane Technologies acquired the Merchant Processing Portfolio of First Financial Bank.

We served as counsel to the Seller

PACIFIC CAPITAL BANK

Price Not Disclosed

Ojai Community Bank acquired two branches from Pacific Capital Bank.

We served as counsel to the Seller



Price Not Disclosed

IRN Payments acquired a Portfolio of Credit Card Receivables from Palm Desert National Bank.

We served as counsel to the Seller

QUAD CITY BANCARD

Price Not Disclosed

Veracity Payment Systems acquired Quad City Bancard.

We served as counsel to the Seller

Starr International USA, Inc.

Price Not Disclosed

Starr International USA acquired Republic Insurance Company from Columbia Insurance Company.

We served as counsel to the Buyer



Price Not Disclosed

Solveras acquired substantially all of the assets of Smart Payment Solutions, LLC.

We served as counsel to the Buyer



Price Not Disclosed

Solveras acquired Electronic Check Alliance Processing.

We served as counsel to the Buyer



Proxy Contest

Proxy contest at 2004 annual meeting.

We served as counsel to Dissident Shareholders



Proxy Contest

Proxy contest at 2008 annual meeting.

We served as counsel to Vineyard



Insurance Agency Acquisitions

Hanmi Financial Corporation acquired All World Insurance Services and Chun Ha Insurance Services.

We served as counsel to the Buyer



Investment Advisor Acquisitions

Pacific Capital Bancorp and Pacific Capital Bank acquired Morton Capital Management and R.E. Wacker Associates.

We served as counsel to the Buyer



Insurance Agency Acquisitions

Greater Bay Bancorp acquired ABD Insurance and Financial Services, Lucini/Parish Insurance and Sullivan & Curtis Insurance Brokers of Washington.

We served as counsel to the Buyer

Manatt Banking Attorneys



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Mr. Reichwald is Co-Chair of Manatt Banking. His experience comprises a broad range of domestic and international matters, including governance, asset securitization, LBOs, project finance, corporate lending and restructuring, and representation of domestic and foreign institutions before regulatory agencies. Mr. Reichwald previously served as Executive Vice President and General Counsel of Crocker National Corporation and its subsidiary, Crocker National Bank.



Ellen R. Marshall*

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Ms. Marshall is Co-Chair of Manatt Banking. She specializes in complex business and financial transactions, including capital markets, mortgage finance, mergers and acquisitions, trust and fiduciary matters, and a wide range of structured finance and asset securitization matters.



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Mr. Boggs focuses on corporate and securities matters, including mergers and acquisitions, corporate reorganizations, securities offerings, and joint ventures. Mr. Boggs represents a variety of financial services companies, including banks and bank holding companies, savings associations, mortgage banking companies, and consumer and commercial finance companies.



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Mr. Bava is Co-Chair and former Chief Executive Officer of the firm. Mr. Bava focuses on mergers and acquisitions, special committee representation, private and underwritten securities offerings, and corporate representation of financial institutions and holding companies, investment banks, and institutional and individual investors.



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Ms. Bohannon focuses on commercial and real estate finance transactions for banks and a wide range of other financial institutions.



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Ms. Becker focuses on bank and bank holding company mergers and acquisitions, public offerings, and governance matters. She also advises clients on federal and state securities law compliance and reporting.



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Mr. Dean focuses on corporate and securities matters, including mergers and acquisitions, public and private offerings of equity and debt securities, capital markets transactions, securities law compliance, and proxy contests.



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Mr. Eastman focuses on real estate finance, including the representation of institutional lenders in the origination of commercial mortgage loans for their own account and for sale into the capital markets.



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Mr. Elerding focuses on regulatory and operational issues, including e-commerce, online banking, check disputes, deposit agreements, information management, and payment systems. Mr. Elerding previously served as Assistant General Counsel of First Interstate Bank of California.



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Mr. Feld focuses on international and domestic bankruptcy, creditors' rights, business reorganizations, financial restructuring, and workouts involving complex collateral packages and multiple jurisdictions.



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Mr. Gantz emphasizes corporate and commercial lending, asset-based finance, mortgage finance, joint venture finance, mezzanine finance, public finance, loan restructurings, and complex capital markets transactions.



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Mr. Grasmick focuses on mergers and acquisitions, formation of new banks, interstate and international expansion by banks, bank holding companies, and other financial institutions, change of control matters, and supervision and examination for domestic and foreign institutions.

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Mr. Grinberg focuses on mergers and acquisitions, tender offers, proxy contests, hostile takeovers, special committee representation, and securities offerings, including public and private offerings of equity and debt. Mr. Grinberg also advises clients and their boards of directors with respect to governance, strategy, and shareholder activism matters.



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Mr. Miller focuses on corporate matters, including mergers and acquisitions, public and private securities offerings, and compliance and corporate governance issues, as well as advising on bank and bank holding company corporate and regulatory requirements.



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Mr. Kelson is the Chair of the Firm's Capital Markets group. His practice focuses on corporate and securities matters, mergers and acquisitions, public and private offerings of debt and equity, corporate reorganizations, leveraged buyouts and joint ventures. Mr. Kelson represents a variety of financial services companies, including banks, bank holding companies, investment banks, mortgage REITs and consumer and commercial finance companies.



Thomas D. Phelps*

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Mr. Phelps is a founding partner of the firm, with a distinguished career serving domestic and foreign bank and nonbank financial institutions. He is active in banking industry groups, including the California Bankers Association, and continues to serve as a counselor to senior banking leaders on a national and international basis.



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Ms. Polsky focuses on corporate, finance, and securities transactions, mergers and acquisitions, and regulatory and compliance matters. Ms. Polsky previously served as Executive Vice President and General Counsel of City National Corporation and City National Bank.



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Mr. Quicksilver is the Chief Executive Officer of the firm. Mr. Quicksilver focuses on mergers and acquisitions, capital market activities, corporate governance, and strategic advisory services in the banking industry, and for investment banks, institutional investors, and financial advisors.



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Mr. Sherman focuses on domestic and international finance matters, including syndicated loans, bridge loans, mezzanine debt facilities, whole loan sales, warehouse credit arrangements, repurchase agreements, and other structured finance facilities.



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Ms. Sostrin focuses on commercial loan and investment activities, including secured and unsecured lending transactions, structured finance, and a wide range of contractual matters.



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Ms. VanBrackle counsels financial institutions, credit card processors, and other service entities regarding contractual, transactional, and regulatory matters, including compliance with privacy, information services, electronic commerce, and credit card association laws, regulations, and guidelines.



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Mr. Viecele focuses on corporate and securities matters, including public and private offerings of securities, capital markets transactions, and mergers and acquisitions. He regularly advises issuers, buyers and targets, and investment banks in their capacity as underwriters and financial advisors.

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Mr. Washburn advises banks, savings associations, mortgage banks, and other financial entities in regulatory matters. Much of his practice involves electronic commerce, privacy requirements, mortgage loans, credit and debit cards, and bank holding company investment powers. He began his career as an attorney with Bank of America.





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