



Grandpoint Capital, Inc., and NCAL Bancorp Sign Definitive Agreement to Merge

Los Angeles, Calif., June 11, 2012 – Grandpoint Capital, Inc., the parent company of Grandpoint Bank, and NCAL Bancorp (OTCBB: NCAL), the parent company of National Bank of California, jointly announced today that they have entered into a definitive agreement to merge. Under the terms of the agreement, Grandpoint Capital will acquire NCAL Bancorp and National Bank of California will become a wholly owned subsidiary of Grandpoint Capital.

The merger consideration to be received by common shareholders will be paid in part at closing and in part two years after the closing. The total consideration to be received at closing will depend upon NCAL Bancorp's tangible common equity prior to closing, pre-closing loan recoveries on charged-off loans, the level of NCAL Bancorp's transaction expenses and the amount of a reserve to be established for future credit losses. Had the transaction closed on May 31, 2012, closing consideration of approximately \$1.45 per share would have been payable to common shareholders. The NCAL Bancorp shareholders will also be entitled to participate in certain loan recoveries and data processing expense reductions in the two years following the transaction and to receive at the end of two years any unused portion of the credit reserve established at closing. While the amount of the actual credit reserve cannot presently be determined, at May 31, 2012, the credit reserve would have been approximately \$1.70 per share.

All outstanding preferred shares of NCAL Bancorp issued to the U.S. Department of the Treasury shall also be redeemed for their stated value of \$10.5 million, plus current accrued but unpaid dividends of approximately \$605,000 and all additional dividends accruing through closing.

National Bank of California was founded in 1982. It operates five branches in Los Angeles and Orange counties. As of March 31, 2012, National Bank of California had total assets of \$340.9 million.

Completion of the transaction is subject to customary closing conditions and regulatory and shareholder approvals. It is anticipated the transaction will be completed in the fourth quarter 2012.

"This is another outstanding opportunity for Grandpoint to partner with a bank that has a similar business focus and a well established banking office network that complements our own," said Don M. Griffith, chairman and chief executive officer of Grandpoint Capital, Inc., and Grandpoint Bank. "National Bank of California will bring talented leadership to Grandpoint and open up new markets for us in southern California. To insure a smooth transition for our new clients, we will be retaining the executive management team of National Bank of California."

"This merger will enable us to support the continued growth of our clients with greater capital resources and expanded product capabilities," said Henry P. Homsher, president of NCAL Bancorp and National Bank of California. "The fact that our corporate culture and business philosophy are so similar to Grandpoint's makes this a very comfortable fit for our bank."

King, Holmes, Paterno & Berliner, LLP served as legal counsel for NCAL Bancorp for the transaction, and D.A. Davidson & Co. served as financial advisor and issued a fairness opinion. Horgan, Rosen, Beckham & Coren, LLP served as legal counsel for Grandpoint Capital, Inc., and Keefe, Bruyette & Woods, Inc. served as financial advisor.

National Bank of California is a full-service commercial bank. The Bank offers customized services to small and mid-sized businesses as well as individuals through five strategically located regional offices in Los Angeles, the San Fernando Valley, the San Gabriel Valley, and Orange County.

Grandpoint Capital is a bank holding company with three wholly owned subsidiaries: Grandpoint Bank, Regents Bank, N.A. and Peoria Holdings, LLC. The company is also a majority owner of the Bank of Tucson. At March 31, 2012, Grandpoint Capital had total consolidated assets of approximately \$1.5 billion and in excess of \$217 million in shareholders' equity. In January 2012, Grandpoint Capital announced definitive agreements to acquire two financial institutions. Pending regulatory approval, Phoenix-based The Biltmore Bank of Arizona will become a subsidiary of Grandpoint Capital when that transaction is completed, and California Community Bank, which is headquartered in Escondido, will be merged later this year into La Jolla-based Regents Bank.

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Forward-Looking Statements

Statements such as those regarding the anticipated development of the companies' business, and the intent, belief or current expectations of the companies, their directors, or their officers, are "forward looking" statements (as such term is defined in the Private Securities Litigation Reform Act of 1995). Forward-looking statements are typically identified by words or phrases such as "believe," "expect," "anticipate," "intend," "estimate," "target," "plans," "may increase," "may fluctuate," "may result in," "are projected," and similar expressions. Because such statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. These risks and uncertainties include, but are not limited to, risk related to the local and national economy, the companies' performance, including their ability to generate loan and deposit growth, changes in interest rates, and regulatory matters. NCAL Bancorp and Grandpoint Capital do not undertake, and specifically disclaim any obligation, to update any forward-looking statements to reflect occurrences or unanticipated events or circumstances after the date of such statements.

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