

**BCSB Bancorp, Inc. (NASDAQ: BCSB) has agreed to merge with F.N.B. Corporation (NYSE: FNB)****Deal Value: Approximately \$79 million**

Sandler O'Neill served as financial advisor to BCSB Bancorp, Inc. and rendered a fairness opinion in connection with the transaction. This transaction is Sandler O'Neill's 82<sup>nd</sup> 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.<sup>1</sup>

HERMITAGE, PA and BALTIMORE, MD, June 14, 2013 -- F.N.B. Corporation (NYSE: FNB) and BCSB Bancorp, Inc. (NASDAQ: BCSB) jointly announce the signing of a definitive merger agreement pursuant to which F.N.B. Corporation will acquire BCSB Bancorp, Inc., the Baltimore-based holding company and parent of Baltimore County Savings Bank, in an all stock transaction valued at approximately \$23.77 per share, or \$79 million in the aggregate using the closing stock price of F.N.B. Corporation as of Thursday June 13, 2013.

Under the terms of the merger agreement, which has been approved by the boards of directors of both companies, shareholders of BCSB Bancorp, Inc. will be entitled to receive 2.08 shares of F.N.B. Corporation common stock for each common share of BCSB Bancorp, Inc. The exchange ratio is fixed and the transaction is expected to qualify as a tax-free exchange for shareholders of BCSB Bancorp, Inc.

"This is a great opportunity to expand our existing presence in the Maryland market. In the span of twelve months, FNB has achieved a top deposit market share position in another one of the nation's 25 largest MSAs," said Vincent J. Delie, Jr., President and Chief Executive Officer of F.N.B. Corporation.

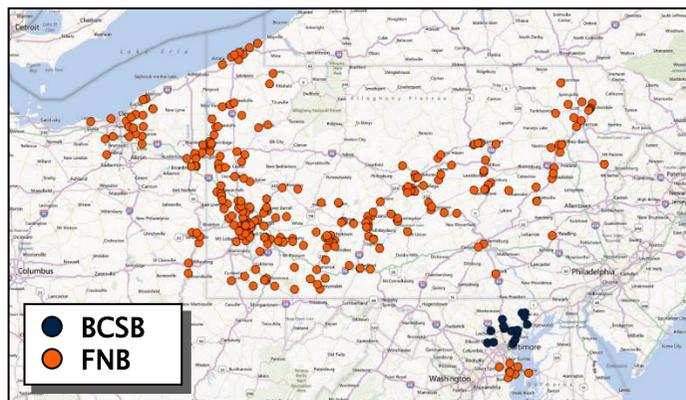
"We are excited to join the FNB team. FNB's diverse product set, commitment to local communities and outstanding record of shareholder value creation make it the best partner for our shareholders, customers, employees and communities we serve," said Joseph J. Bouffard, President and Chief Executive Officer of BCSB Bancorp, Inc. and Baltimore County Savings Bank.

F.N.B. Corporation expects the merger to be slightly accretive to earnings per share in the first full year (excluding one-time costs). Additionally, the transaction is expected to be neutral to F.N.B. Corporation's tangible book value per share with a strong internal rate of return.

F.N.B. Corporation and BCSB Bancorp, Inc. expect to complete the transaction in the first quarter of 2014, after satisfaction of customary closing conditions, including regulatory approvals and the approval of the shareholders of BCSB Bancorp, Inc.

**Financial Highlights***(Dollars in millions)*

	<b>BCSB</b>	<b>FNB</b>
Total Assets	\$642	\$11,998
Net Loans	\$316	\$8,127
Total Deposits	\$561	\$9,211
Total Equity	\$56	\$1,413
Tang. Comm. Equity / Tang. Assets	8.67%	6.22%

*(1) Excludes terminated transactions and self-advisory roles**Note: Financial data as of 3/31/13**FNB's financial highlights exclude pending and recently closed acquisitions**Source: SNL Financial***Pro Forma Branch Map****Sandler O'Neill Contacts:**

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