

First Citizens BancShares, Inc. (NASDAQ: FCNCA; Raleigh, NC) has agreed to acquire First Citizens Bancorporation (OTCQB: FCBN; Columbia, SC)

Deal Value: Approximately \$676 million

Sandler O'Neill served as financial advisor to the Special Committee of the Board of Directors of First Citizens BancShares, Inc. in connection with the transaction. This transaction is Sandler O'Neill's 133rd bank or thrift transaction nationwide since January 1, 2011, more than any other investment bank during that time period.¹ Since January 1, 2011, Sandler O'Neill has advised on 41 bank or thrift transactions in the Southeast, more than any other investment bank during that time period.¹

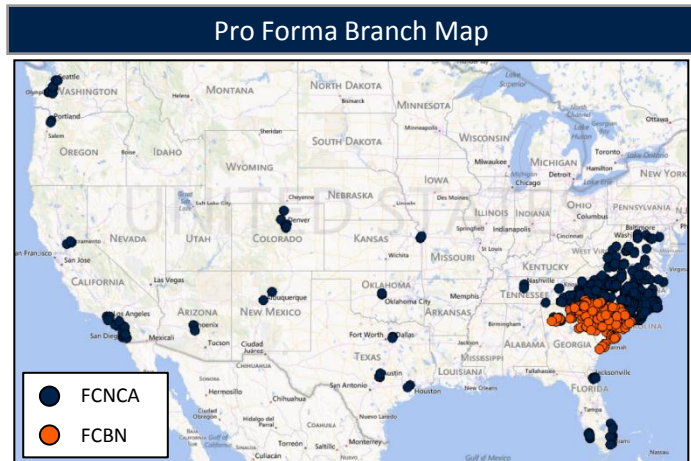
RALEIGH, N.C., and COLUMBIA, S.C. – First Citizens BancShares, Inc. (NASDAQ: FCNCA) and First Citizens Bancorporation today announced the signing of a definitive merger agreement. The agreement provides for the merger of Columbia, S.C.-based First Citizens Bancorporation and its banking subsidiary, First Citizens Bank and Trust Company, Inc., into Raleigh, N.C.-based First Citizens BancShares, Inc. and its banking subsidiary, First Citizens Bank. The transaction is expected to close in the fourth quarter of 2014, subject to the receipt of regulatory approvals and the approval of shareholders from both companies.

Following all approvals, Frank B. Holding Jr., chairman and CEO of First Citizens BancShares and First Citizens Bank, is expected to lead the combined company. He said: "I'm pleased to announce the merger of these two strong service-oriented companies. Our similar cultures, values and business philosophies make this transaction a natural fit. We see great opportunity in combining to create one bank with enormous potential for future success for our stockholders, customers, associates and communities."

Jim Apple, chairman and CEO of First Citizens Bancorporation and First Citizens Bank and Trust Company, Inc., plans to retire this fall when the transaction is completed. Apple said about the proposed merger: "We see so many positives to joining with a bank that has a similar culture and brings 116 years of experience in financial services. This agreement makes compelling strategic sense. The combined First Citizens Bank, with its robust product and service offerings and customer focus, will carry on a tradition of financial strength and growth." The combined company's leadership team and board of directors will be comprised of members from both organizations. They will be announced at later dates. Based on financial results as of March 31, 2014, the combined company would have total assets of \$30.7 billion, deposits of \$26.1 billion, loans of \$18.0 billion, and more than 575 branches in 18 states and the District of Columbia. The merger will create the largest family-controlled bank in the U.S. and the sixth largest bank headquartered in the Southeast by asset size.

Under the terms of the agreement, at closing each share of First Citizens Bancorporation will convert automatically into the right to receive 4.0 shares of First Citizens BancShares Class A common stock and \$50 in cash, unless the holder elects for each share of such holder's First Citizens Bancorporation common stock to be converted into 3.58 shares of First Citizens BancShares Class A common stock and 0.42 shares of First Citizens BancShares Class B common stock. Based on the closing price of First Citizens BancShares Class A common stock and the last price of First Citizens BancShares Class B common stock on June 9, 2014, and depending on whether the shareholders of First Citizens Bancorporation elect to receive the combination of First Citizens BancShares Class A common stock and cash or the combination of First Citizens BancShares Class A common stock and Class B common stock, the transaction is valued at between \$636.9 million and \$676.4 million.

Financial Highlights		
(Dollars in millions)	FCNCA	FCBN
Total Assets	\$22,155	\$8,532
Gross Loans	\$13,524	\$4,501
Total Deposits	\$18,764	\$7,326
Total Equity	\$2,105	\$765
TCE / TA	8.96%	6.86%



¹ Excludes terminated transactions and self-advisory roles
 Note: Financial data as of 3/31/14
 Source: SNL Financial

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