

ViewPoint Financial Group, Inc. (NASDAQ: VPFG; Plano, TX) has agreed to acquire LegacyTexas Group, Inc. (Private; Plano, TX)

Deal Value: Approximately \$300 million

Sandler O'Neill acted as financial advisor to ViewPoint Financial Group, Inc. in connection with the transaction. This transaction is Sandler O'Neill's 105th bank or thrift transaction 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.¹

This transaction represents Sandler O'Neill's 11th bank and thrift transaction in Texas for an aggregate transaction value of \$2.8 billion since January 1, 2011, more than any other investment bank during that time period.¹

ViewPoint Financial Group, Inc. and LegacyTexas Group, Inc. announced today that they have entered into a definitive agreement under which LegacyTexas will merge into ViewPoint and, immediately thereafter, ViewPoint's bank subsidiary, ViewPoint Bank, N.A., will merge into LegacyTexas' subsidiary bank, LegacyTexas Bank. The merger will result in one of the largest independent banks in the state of Texas, with 51 branches and pro forma assets of over \$5 billion.

LegacyTexas is a 50 year old, privately held commercial bank headquartered in Plano, Texas that operates 20 branches in Collin, Dallas, Tarrant and Parker counties. As of September 30, 2013, LegacyTexas reported, on a consolidated basis, total assets of \$1.7 billion, total loans of \$1.2 billion and total deposits of \$1.5 billion. LegacyTexas offers a full range of banking products and services, including insurance and mortgage lending.

ViewPoint will issue 7.85 million shares of ViewPoint common stock plus approximately \$115 million in cash for all the outstanding stock of LegacyTexas. Each LegacyTexas shareholder will have the right to elect to receive either ViewPoint stock or cash, subject to proration as specified in the merger agreement. The transaction is expected to be highly accretive to earnings per share.

Upon completion of the merger, George Fisk, Vice Chairman, President and CEO of LegacyTexas, and Greg Wilkinson, each current LegacyTexas board members, will join the Boards of Directors of both ViewPoint and its banking subsidiary. Mays Davenport, Executive Vice President of LegacyTexas Bank, will become Executive Vice President and Chief Financial Officer of ViewPoint. Aaron Shelby, Executive Vice President of LegacyTexas, will be named Executive Vice President of ViewPoint. Both Davenport and Shelby will report directly to ViewPoint President and CEO Kevin Hanigan.

"I am very excited to announce the merger of LegacyTexas with ViewPoint," stated Hanigan. "The Shelby family and management team from LegacyTexas have built one of the jewels of North Texas community banking. This combination allows ViewPoint to accomplish many of our strategic objectives, including: gaining greater scale in the Dallas-Fort Worth Metroplex; accelerating ViewPoint's transition to a full-service, commercial-oriented community bank; leveraging our excess capital in a financially attractive transaction, and deepening our management and board depth and experience."

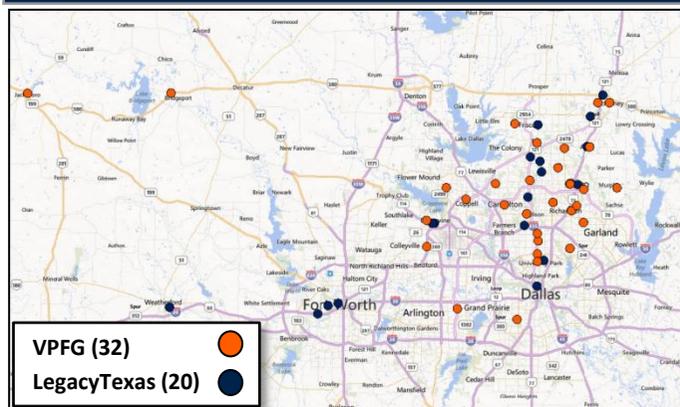
Immediately following the close, ViewPoint will be known as LegacyTexas Financial Group, Inc. and the banking subsidiary will be known as LegacyTexas Bank.

Financial Highlights

<i>(Dollars in millions)</i>	<u>VPFG</u>	<u>LegacyTexas</u>
Total Assets	\$3,384	\$1,712
Net Loans	\$2,554	\$1,189
Total Deposits	\$2,248	\$1,457
Total Equity	\$540	\$133
Tang. Comm. Equity / Tang. Assets	15.19%	7.34%

(1) Excludes terminated transactions and self-advisory roles
 Note: Financial data as of 9/30/13
 Source: SNL Financial

Pro Forma Branch Map



Sandler O'Neill Contacts:

Chris Murray
 Managing Director
 (212) 466-7952

Jocelyn Kukulka
 Vice President
 (212) 466-8032