

## **F.N.B. Corporation Receives Regulatory Approvals for Merger**

Hermitage, PA – January 18, 2005 F.N.B. Corporation (NYSE: FNB) announced today that it has received approvals from the Office of the Comptroller of the Currency and the Pennsylvania Department of Banking for its applications concerning its planned merger of NSD Bancorp into F.N.B. Corporation. The Federal Reserve Bank of Cleveland has waived its need for the filing of a regulatory application concerning the pending merger.

F.N.B. Corporation and NSD Bancorp announced October 15, 2004 that they had entered into an Agreement and Plan of Merger. Completion of the merger is subject to approval by the NSD Bancorp shareholders at its shareholders' meeting scheduled for 10:00 a.m. on February 18, 2005. Both companies anticipate that the merger will close and be effective at the close of business that day.

NSD Bancorp, the parent company of NorthSide Bank, is headquartered in Pittsburgh. NorthSide Bank is a \$532 million bank that operates eleven full-service branches in the communities north of Pittsburgh.

The agreement provides for the merger of NSD Bancorp into F.N.B. Corporation, followed immediately by the merger of NorthSide Bank into F.N.B. Corporation's subsidiary, First National Bank of Pennsylvania.

### **About F.N.B. Corporation**

F.N.B. Corporation, headquartered in Hermitage, PA, has total assets of \$5.1 billion, following its recently completed merger with Slippery Rock Financial Corporation. F.N.B. is a leading provider of banking, wealth management, insurance, and consumer finance services in Western Pennsylvania and Eastern Ohio, where it owns and operates First National Bank of Pennsylvania, First National Trust Company, First National Investment Services Company, F.N.B. Investment Advisors, Inc., First National Insurance Agency, Inc., and Regency Finance Company. F.N.B. also operates consumer finance offices in Tennessee.

Mergent Inc., a leading provider of business and financial information on publicly traded companies, has recognized F.N.B. as a Dividend Achiever. This annual recognition is based on the Corporation's outstanding record of increased dividend performance. The Corporation has consistently increased dividend payments for 30 consecutive years.

The common stock of F.N.B. Corporation trades on the New York Stock Exchange under the symbol FNB. Investor information can be obtained on F.N.B.'s website at <http://www.fnbcorporation.com>.

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This press release is not a solicitation of proxies to be voted at the special meeting of shareholders of NSD Bancorp, Inc. The solicitation of proxies will be made only by the proxy statement of NSD Bancorp, Inc. that will be mailed to its shareholders on or about January 21, 2005.

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