Pursuant to Rule 425 under the Securities
Act of 1933 and deemed filed pursuant to Rule 14a-12 under the Securities Exchange Act of 1934.

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## NBT BANCORP ANNOUNCES EARNINGS FOR THE SECOND QUARTER AND

 DECLARES CASH DIVIDENDNORWICH, NY (July 24, 2000) - NBT Bancorp Inc. (NASDAQ: NBTB), parent company of NBT Bank, N. A., LA Bank, N. A., NBT Financial Services, Inc., and, as of July 1, 2000, Pioneer American Banks, reported net income of $\$ 3.1$ million or $\$ 0.17$ per diluted share for the second quarter of 2000, including after-tax merger and acquisition expenses of $\$ 1.9$ million or $\$ 0.11$ per diluted share. Net income declined $\$ 2.6$ million or $46.0 \%$ compared to second quarter 1999 earnings of $\$ 5.7$ million or $\$ 0.32$ per diluted share. Financial results presented in this press release do not include the operations of Pioneer American Bank, which was acquired in the third quarter of 2000.

Our results through June 2000 were anticipated based on merger and acquisition related expenses. Also, second quarter 1999 results included non-recurring gains of $\$ 340$ thousand on the sale of other real estate owned (OREO) and $\$ 199$ thousand in gains on sales of securities," stated NBT Bancorp President and CEO Daryl R. Forsythe. "Additionally, we have increased our provision for loan losses by approximately $\$ 1.0$ million as a result of our loan growth. Loans at June 30, 2000, total \$1.4 billion up $\$ 247.5$ million or $22.0 \%$ from June 30, 1999."

Selected performance ratios are as follows prior year's second quarter ROAA of $1.27 \%$. Merger and acquisition related expenses were $0.38 \%$ of average assets, and were the primary reason for the decline.
o Return on Average Equity (ROAE) of $7.60 \%$ compares to $13.64 \%$ for the second quarter of 1999, a $44.3 \%$ decline. As stated above, merger and acquisition related expenses contributed to the decline.
o Net Interest Margin of $4.25 \%$ for the second quarter of 2000 declined from $4.52 \%$ in the second quarter of 1999 primarily as a result of interest bearing liabilities repricing faster than interest earning assets in this rising rate environment. Despite the decline in the net interest margin, net interest income increased $\$ 1.7$ million or $9.1 \%$ in the second quarter of 2000 as compared to the same period in 1999. This increase is primarily the result of average earning assets increasing more than the decline in the net interest margin.
o Efficiency Ratio of $58.12 \%$ for the second quarter of 2000 increased $6.6 \%$ from the second quarter of 1999 ratio of $54.54 \%$.
"The second quarter of 2000 has been an exciting one for our organization," commented Forsythe. "In addition to continued strength in core earnings, the quarter was marked by a number of merger milestones. On April 20, 2000, we announced the signing of a definitive agreement to merge with BSB Bancorp, Inc. This merger is expected to close in the fourth quarter of 2000. On May 5, 2000, we completed the purchase of M. Griffith, Inc., a securities firm based in Utica, NY offering investment advisory and asset management services. On June 20, 2000, our shareholders approved the plan to merge with Pioneer American Holding Company Corp. That merger closed on July 1, 2000. These transactions
will combine to form a financial services holding company with assets of $\$ 4.7$ billion. We are excited about our growth and the opportunity to provide additional services to our customers."

Forsythe added, "Our integration plan is well underway. We have hired ADS Financial Services Solutions to assist us with integration initiatives. The efficient execution of the integration plan is the primary focus of our employees in an effort to realize the cost savings associated with the LA Bank, Pioneer American Bank and BSB Bancorp, Inc. mergers. We are confident that we have the appropriate resources to complete an effective and efficient integration, while maintaining strong core earnings."

The Board of Directors also declared its regular quarterly cash dividend of $\$ 0.17$ per share for shareholders of record as of September 1, 2000, payable on September 15, 2000.

NBT Bancorp is a financial services holding company headquartered in Norwich, NY with combined assets of $\$ 2.1$ billion at June 30, 2000. Wholly owned subsidiaries of NBT Bancorp at June 30, 2000, included NBT Bank with 37 locations serving Central and Northern New York, LA Bank with 22 locations serving Northeastern Pennsylvania, and NBT Financial Services, Inc. which now includes M. Griffith Inc., an investment and financial advisory firm. As noted above, Pioneer American Bank, merged with NBT Bancorp effective July 1, 2000 and has total assets of approximately $\$ 418$ million with 17 locations serving Northeastern Pennsylvania. NBT Bank, LA Bank and Pioneer American Bank are full-service community banks providing a broad range of financial products and services to businesses and individuals.

For more information about NBT Bancorp's community bank subsidiaries, visit WWW.NBTBANK.COM, WWW.LABANK.COM. and WWW.PIONEERAMERICAN.COM.

## FORWARD-LOOKING INFORMATION

This news release contains statements regarding the projected performance of NBT Bancorp, LA Bank, Pioneer American Bank, and BSB Bancorp on a combined basis. These statements constitute forward-looking information within the meaning of the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from the projections discussed in this release since such projections involve significant risks and uncertainties. Factors that might cause such difference include, but are not limited to: competitive pressures among financial institutions increasing significantly; economic conditions, either nationally or locally in areas in which NBT Bancorp, LA Bank, Pioneer American Bank, and BSB Bancorp conduct their operations being less favorable than expected; the cost and effort required to integrate aspects of the operations of the companies being more difficult than expected; expected cost savings from the mergers not being fully realized or realized within the expected time frames; and legislation or regulatory changes which adversely affect the ability of the combined company to conduct its current or future operations. NBT disclaims any obligation to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements included in this news release to reflect future events or developments.

This press release may be deemed to be solicitation material in respect of the proposed merger of BSB Bancorp, Inc. ("BSB") with NBT Bancorp Inc. ("NBT") pursuant to an Agreement and Plan of Merger, dated as of April 19, 2000, and amended as of May 17, 2000, by and between NBT and BSB (the "Agreement"). Filing of this press release is being made in connection with Regulation of Takeovers and Security Holder Communications (Release No. 33-7760, 34-42055) promulgated by the Securities and Exchange Commission ("SEC").

NBT and its directors and executive officers may be deemed to be participants in the solicitation of proxies in respect of the transactions contemplated by the Agreement. These directors and executive officers include the following: Daryl R. Forsythe, Michael J. Chewens, Martin A. Dietrich, Joe C. Minor, John D. Roberts, Everett A. Gilmour, J. Peter Chaplin, Richard Chojnowski, Gene E. Goldenziel, Peter B. Gregory, William C. Gumble, Bruce D. Howe, Andrew S. Kowalczyk, Jr., Dan B. Marshman, John G. Martines, John C. Mitchell, Joseph G. Nasser, William L. Owens and Paul O. Stillman. As of June 30, 2000, these directors and executive officers beneficially owned in the aggregate 1,538,770 shares, or approximately $8.31 \%$, of NBT's outstanding common stock. Additional information about the directors and executive officers of NBT is included in NBT's proxy statement for its 2000 Annual Meeting of shareholders dated April 3, 2000.

In connection with the proposed merger, NBT will file with the SEC a registration statement on SEC Form S-4. The registration statement will contain a joint proxy statement/prospectus, which will describe the proposed merger of NBT and BSB and the proposed terms and conditions of the merger. Stockholders of NBT are encouraged to read the registration statement and joint proxy statement/prospectus because these documents will contain important information about the merger. After the registration statement is filed with the SEC, it will be available for free, both on the SEC's web site (WWW.SEC.GOV) or by contacting NBT Bancorp Inc., 52 South Broad Street, Norwich, New York 13815, Attention: John D. Roberts, telephone (607) 337-6541.
(FINANCIAL TABLES FOLLOW)

NBT BANCORP INC.
selected financial highlights
(preliminary unaudited results)

|  |  | Net | Percent |
| :---: | :---: | :---: | :---: |
| 2000 | 1999 | CHANGE | CHANGE |
| usands | and | data) |  |

THREE MONTHS ENDED JUNE 30,
Net Income
Diluted Earnings Per Share
Average Diluted Common Shares Outstanding
Return on Average Assets
Return on Average Equity
Net Interest Margin
Efficiency Ratio
Expense Ratio

| \$ 3,087 | \$ | 5,720 | \$ | $(2,633)$ | (46.03)\% |
| :---: | :---: | :---: | :---: | :---: | :---: |
| \$ 0.17 | \$ | 0.32 | \$ | (0.15) | (46.88)\% |
| 18,380,625 |  | 072,655 |  | 307,970 | 1.70 \% |
| 0.60\% |  | 1.27\% |  | (0.67)\% | (52.76)\% |
| 7.60\% |  | 13.64\% |  | (6.04)\% | (44.28)\% |
| 4.25\% |  | 4.52\% |  | (0.27)\% | (5.97)\% |
| 58.12\% |  | 54.54\% |  | 3.58 \% | 6.56 \% |
| 2.01\% |  | 1.93\% |  | 0.08 \% | 4.15 \% |
| \$ 7,328 | \$ | 11,496 | \$ | $(4,168)$ | (36.26)\% |
| \$ 0.40 | \$ | 0.64 | \$ | (0.24) | (37.50)\% |
| 18,257,164 |  | 099,164 |  | 158,000 | 0.87 \% |
| 0.73\% |  | 1.31\% |  | (0.58)\% | (44.27)\% |
| 9.16\% |  | 13.74\% |  | (4.58)\% | (33.33)\% |
| 4.28\% |  | 4.52\% |  | (0.24)\% | (5.31)\% |
| 57.69\% |  | 54.85\% |  | 2.84 \% | 5.18 \% |
| 2.02\% |  | 1.95\% |  | 0.07 \% | 3.59 \% |

SIX MONTHS ENDED JUNE 30,
Net Income
Diluted Earnings Per Share
Average Diluted Common Shares Outstanding
Return on Average Assets
Return on Average Equity
Net Interest Margin
57.69\%

Efficiency Ratio
2.02\%
\$ 1,125,581
\$ 247,533
21.99 \%

NE 30,
Loans
Earnings Assets
Total Assets
Deposits
Stockholders' Equity
AVERAGE BALANCES
(QUARTER ENDED JUNE 30,)
Loans
Total Assets
Deposits
Stockholders' Equity

| $\$ 1,373,114$ |  |
| :--- | :--- |
| $\$$ | $1,946,288$ |
| $\$ 2,101,321$ |  |
| $\$$ | $1,595,973$ |

$\begin{array}{ll}\$ 1,963,127 & \$ 1,693,839 \\ \$ 2,062,004 & \$ 1,802,465 \\ \$ 1,571,774 & \$ 1,357,587\end{array}$
$\begin{array}{ll}\$ 1,963,127 & \$ 1,693,839 \\ \$ 2,062,004 & \$ 1,802,465 \\ \$ 1,571,774 & \$ 1,357,587\end{array}$
\$ 1,571, 774
\$ 163,457
\$ 1, 703, 055
\$ 1, 843, 664
\$ 1,341, 361
\$ 162,809
\$ 1,096, 848
\$ 1,693, 839
\$ 243, 233
\$ 257, 657
\$ 254,612
4,862
\$ 168,196
\$ 237, 482
\$ 269, 288
\$ 259, 539
\$ 214, 187
\$ $(4,739)$
21.65 \%
15.90 \%
14.40 \%
15.78 \%
(2.82)\%

NBT BANCORP INC.
SELECTED FINANCIAL HIGHLIGHTS (preliminary unaudited results)

|  |  | Net | Percent |
| :---: | :---: | :---: | :---: |
| 2000 | 1999 | CHANGE | CHANGE |
| ---- |  | - |  |



All common stock and per share data has been restated to give retroactive effect to stock dividends and splits.

| NBT BANCORP INC. AND SUBSIDIARY CONSOLIDATED BALANCE SHEETS | $\begin{gathered} \text { JUNE 30, } \\ 2000 \end{gathered}$ | $\begin{gathered} \text { December 31, } \\ 1999 \end{gathered}$ | $\begin{gathered} \text { June } 30, \\ 1999 \end{gathered}$ |
| :---: | :---: | :---: | :---: |
| (in thousands, except share and per share data) | (UNAUDITED) |  | (Unaudited) |
| ASSETS |  |  |  |
| Cash | \$ 68,773 | \$ 64,431 | \$ 65,356 |
| Securities available for sale, at fair value | 489,572 | 500,423 | 492,339 |
| Securities held to maturity (fair value-\$68,011, |  |  |  |
| Loans | 1,373,114 | 1,222,654 | 1,125,581 |
| Less allowance for loan losses | $(18,796)$ | $(16,654)$ | $(15,711)$ |
| Net loans | 1,354,318 | 1,206,000 | 1,109,870 |
| Premises and equipment, net | 39,823 | 40,830 | 38,522 |
| Other assets | 78,215 | 73,042 | 66,112 |
| TOTAL ASSETS | \$2, 101, 321 | \$1, 961, 432 | \$1,843,664 |

LIABILITIES AND STOCKHOLDERS' EQUITY
Deposits:

| Demand (noninterest bearing) | \$ 222,264 | \$ 223,143 | \$ 202,585 |
| :---: | :---: | :---: | :---: |
| Savings, NOW, and money market | 520,774 | 487,746 | 478,773 |
| Time | 852,935 | 766,729 | 660,003 |
| Total deposits | 1,595,973 | 1,477,618 | 1,341,361 |
| Short-term borrowings | 160,554 | 137,567 | 179,548 |
| Long-term debt | 160,983 | 172,575 | 149,132 |
| Other liabilities | 16,140 | 13,195 | 10,788 |
| Total liabilities | 1,933,650 | 1,800,955 | 1,680,829 |

Stockholders' equity:
Preferred stock, \$0.01 par value at June 30, 2000,
no par, stated value $\$ 1.00$ at December 31, 1999 and June 30, 1999; shares authorized - 2,500,000
Common stock, \$0.01 par value and 30,000,000 authorized at June 30, 2000, no par, stated value $\$ 1.00$ and $15,000,000$ authorized at December 31, 1999 and June 30, 1999;
issued 19, 044,424, 18,616,992, and 17,976,269 at June 30, 2000,

| December 31, 1999 and June 30, 1999, respectively 190 | 18,617 | 179 |
| :--- | :--- | :--- |

Additional paid-in-capital 171,810 148,717 178,068

| Retained earnings | 24,139 | 29,441 |
| :--- | :---: | :---: |
| Accumulated other comprehensive (loss) income | $(17,167)$ | $(18,252)$ |

Common stock in treasury at cost, 522,133, 538,936, and 415, 225 shares at June 30, 2000, December 31, 1999 and June 30, 1999, respectively (11, (11, 665) (13)

| Total stockholders' equity | 167,671 | 160,477 | 162,835 |
| :---: | :---: | :---: | :---: |

TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY \$2,101,321 \$1,961,432 \$1,843,664

| NBT BANCORP INC. AND SUBSIDIARY | Three months ended |  | Six months ended |  |
| :---: | :---: | :---: | :---: | :---: |
| CONSOLIDATED STATEMENTS OF INCOME | 2000 | 1999 | 2000 | 1999 |
| (in thousands, except per share data) | (Unaudited) |  |  |  |
| Interest and fee income: |  |  |  |  |
| Loans | \$29,309 | \$23, 214 | \$56,498 | \$45,893 |
| Securities - available for sale | 8,686 | 8,174 | 17,558 | 15,799 |
| Securities - held to maturity | 976 | 902 | 1,969 | 1,742 |
| Other | 481 | 456 | 883 | 914 |
| Total interest and fee income | 39,452 | 32,746 | 76,908 | 64,348 |
| Interest expense: |  |  |  |  |
| Deposits | 15,001 | 11,021 | 28,447 | 22,027 |
| Short-term borrowings | 2,184 | 1,299 | 4,238 | 2,438 |
| Long-term debt | 2,240 | 2,070 | 4,586 | 3,809 |
| Total interest expense | 19,425 | 14,390 | 37,271 | 28,274 |
| Net interest income | 20, 027 | 18,356 | 39,637 | 36,074 |
| Provision for loan losses | 2,225 | 1,230 | 3,559 | 2,350 |
| Net interest income after provision for loan losses | 17,802 | 17,126 | 36,078 | 33,724 |
| Noninterest income: |  |  |  |  |
| Trust | 811 | 835 | 1,671 | 1,670 |
| Service charges on deposit accounts | 1,721 | 1,557 | 3,341 | 2,965 |
| Net securities gains | 7 | 208 | 7 | 876 |
| Other | 1,623 | 1,292 | 2,758 | 2,657 |
| Total noninterest income | 4,162 | 3,892 | 7,777 | 8,168 |
| Noninterest expense: |  |  |  |  |
| Salaries and employee benefits | 6,874 | 5,976 | 13,955 | 11,946 |
| Office supplies and postage | 581 | 599 | 1,173 | 1,236 |
| Occupancy | 1,093 | 1,000 | 2,325 | 2,024 |
| Equipment | 1,204 | 1, 057 | 2,341 | 2,004 |
| Professional fees and outside services | 839 | 737 | 1,595 | 1,434 |
| Data processing and communications | 1,202 | 1,038 | 2,334 | 2,010 |
| Amortization of intangible assets | 383 | 325 | 695 | 654 |
| Merger and acquisition costs | 2,561 | - | 3,683 | - |
| Other operating | 2,177 | 1,414 | 3,796 | 2,654 |
| Total noninterest expense | 16,914 | 12,146 | 31,897 | 23,762 |
| Income before income taxes | 5,050 | 8,872 | 11,958 | 17,930 |
| Income taxes | 1,963 | 3,152 | 4,630 | 6,434 |
| NET INCOME | \$ 3, 087 | \$ 5,720 | \$ 7,328 | \$11,496 |
| Earnings per share: |  |  |  |  |
| Basic | \$ 0.17 | \$ 0.32 | \$ 0.40 | \$ 0.64 |
| Diluted | \$ 0.17 | \$ 0.32 | \$ 0.40 | \$ 0.64 |

All per share data has been restated to give retroactive effect to stock dividends and splits.

