F.N.B. Corporation

Sandler O'Neill 2009 East Coast Financial Services Conference

November 12, 2009

Forward-Looking Statements

This presentation and the reports F.N.B. Corporation files with the Securities and Exchange Commission often contain “forward-looking statements” relating to present or future trends or factors affecting the banking industry and, specifically, the financial operations, markets and products of F.N.B. Corporation. These forward-looking statements involve certain risks and uncertainties. There are a number of important factors that could cause F.N.B. Corporation’s future results to differ materially from historical performance or projected performance. These factors include, but are not limited to: (1) a significant increase in competitive pressures among financial institutions; (2) changes in the interest rate environment that may reduce interest margins; (3) changes in prepayment speeds, loan sale volumes, charge-offs and loan loss provisions; (4) general economic conditions; (5) legislative or regulatory changes that may adversely affect the businesses in which F.N.B. Corporation is engaged; (6) technological issues which may adversely affect F.N.B. Corporation’s financial operations or customers; (7) changes in the securities markets or (8) risk factors mentioned in the reports and registration statements F.N.B. Corporation files with the Securities and Exchange Commission. F.N.B. Corporation undertakes no obligation to revise these forward-looking statements or to reflect events or circumstances after the date of this presentation.

Non-GAAP Financial Information

To supplement its consolidated financial statements presented in accordance with Generally Accepted Accounting Principles (GAAP), the Corporation provides additional measures of operating results, net income and earnings per share (EPS) adjusted to exclude certain costs, expenses, and gains and losses. The Corporation believes that these non-GAAP financial measures are appropriate to enhance the understanding of its past performance as well as prospects for its future performance. In the event of such a disclosure or release, the Securities and Exchange Commission's Regulation G requires: (i) the presentation of the most directly comparable financial measure calculated and presented in accordance with GAAP and (ii) a reconciliation of the differences between the non-GAAP financial measure presented and the most directly comparable financial measure calculated and presented in accordance with GAAP. The required presentations and reconciliations are contained herein and can be found at our website, www.fnbcorporation.com, under "Shareholder and Investor Relations" by clicking on "Non-GAAP Reconciliation."

The Appendix to this presentation contains non-GAAP financial measures used by the Corporation to provide information useful to investors in understanding the Corporation's operating performance and trends, and facilitate comparisons with the performance of the Corporation's peers. While the Corporation believes that these non-GAAP financial measures are useful in evaluating the Corporation, the information should be considered supplemental in nature and not as a substitute for or superior to the relevant financial information prepared in accordance with GAAP. The non-GAAP financial measures used by the Corporation may differ from the non-GAAP financial measures other financial institutions use to measure their results of operations. This information should be reviewed in conjunction with the Corporation's financial results disclosed on October 22, 2009 and in its periodic filings with the Securities and Exchange Commission.

F.N.B. Corporation

Headquarters: Hermitage, PA

Bank Charter: 1864

Assets: $8.6B (5th largest bank in PA)

Market Capitalization: $845M at October 29, 2009

Locations

Banking Offices: 213 (PA), 11 (OH)

Loan Production Offices: 3 (FL), 1 (PA)

Consumer Finance Offices: 23 (PA), 17 (OH), 17 (TN)

Business Lines

- Banking
- Wealth Management
- Insurance
- Consumer Finance (Regency)
- Merchant Banking

F.N.B. Corporation

Organic Growth Opportunity

- Our markets are experiencing unprecedented levels of dislocation

Counties of Operation

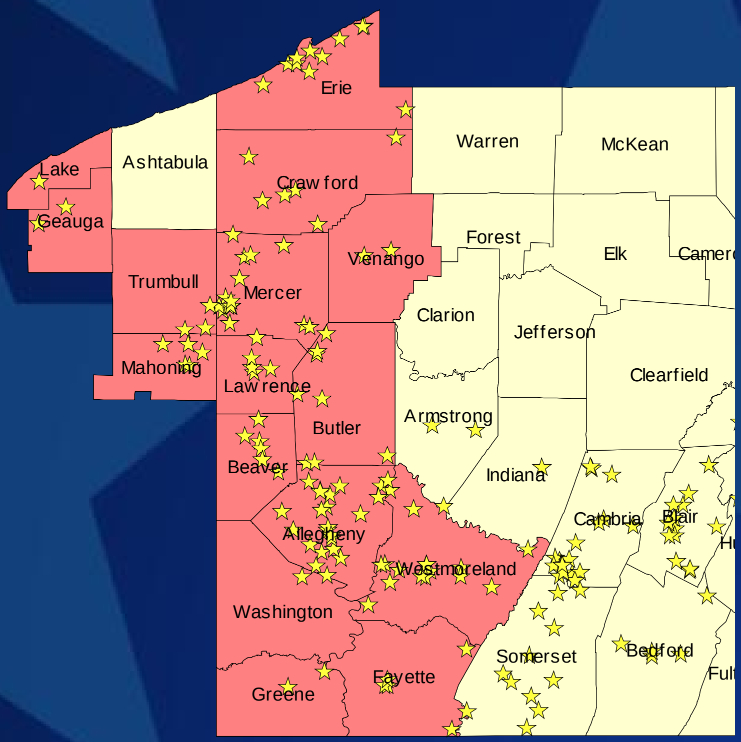
Rank	Institution	Branch Count	Total Deposits in Market ($000)	Total Market Share (%)
1	PNC Financial Services Group (PA)	336	40,498,937	33.49
2	Royal Bank of Scotland Group	203	9,512,513	7.87
3	**F.N.B. Corp. (PA)**	**224**	**6,499,732**	**5.38**
4	Huntington Bancshares Inc. (OH)	103	4,950,824	4.09
5	M&T Bank Corp. (NY)	100	3,981,333	3.29
6	First Commonwealth Financial (PA)	104	3,927,665	3.25
7	First Niagara Finl Group (NY)	56	3,678,459	3.04
8	Dollar Bank FSB (PA)	34	3,144,130	2.60
9	Northwest Bancorp Inc. (MHC) (PA)	85	2,722,027	2.25
10	S&T Bancorp Inc. (PA)	44	2,559,898	2.12
	Total (1-144)	**2,288**	**120,918,267**	**100.00**

Source: SNL Financial
Deposit data as of June 30, 2009; pro forma for pending acquisitions

Market Dislocation

- The PNC / NCC merger has created numerous organic growth opportunities in many of our core markets of operations
- Over 100 NCC branches were located within two miles of an FNB branch

FNB Western Franchise



FNB / NCC Branch Overlap

County	Overlapping Branches	Overlapping Deposits ($M)
Allegheny, PA	43	$4,430
Westmoreland, PA	9	604
Mercer, PA	9	429
Erie, PA	10	416
Mahoning, OH	7	255
Crawford, PA	4	252
Fayette, PA	4	214
Butler, PA	3	174
Lake, OH	2	150
Beaver, PA	3	149
Washington, PA	1	142
Venango, PA	3	129
Lawrence, PA	2	129
Trumbull, OH	3	100
Geauga, OH	1	63
Greene, PA	1	51
Total	105	$7,687

Source: SNL Financial and MapInfo
Branch overlap defined as one NCC branch located within two miles of an FNB branch; data as of June 30, 2009

New Marketing Campaign

- The recent PNC / NCC merger and the subsequent branch divestitures create opportunities for FNB to grow its Pittsburgh and Northwest markets
- Implementing a new multi-media branch advertising campaign in targeted markets that are currently experiencing market dislocation
  - Increased marketing budget to fund the campaign
  - 3-part calling program to increase business prospect appointments/sales
  - Prospect mailing initiative in targeted markets to increase consumer DDA accounts
- Additional market awareness support through other planned initiatives
  - Aim is to attract customers, not only dislocated customers

F.N.B. Corporation

Winning Market Share

Through September 30, 2009:

- Grew core transaction deposits 6.8% annualized in the third quarter of 2009 compared to the second quarter of 2009.
- Grew treasury management balances 28.3% annualized in the third quarter of 2009 compared to the second quarter of 2009.
- Grew commercial loans 5.6% annualized since June 30, 2009
  - Even with decreased line utilization and lower borrowing levels amongst current commercial customers given their cautious near-term outlook for the economy.
- Middle market team generated 74 significant new commercial relationships in 2009 with over $250 million in total loan commitments.
- Attracted well-respected Asset-Based Lending team from a competitor.

F.N.B. Corporation

Proven Merger Integrator

- FNB's management team is well seasoned with significant acquisition/integration experience
- Since 2004, FNB has completed six bank acquisitions ($3.4B Assets), two insurance acquisitions and one consumer finance acquisition

October 2004
Slippery Rock Financial Corporation
$335M in Assets

February 2005
NSD Bancorp, Inc.
$503M in Assets

October 2005
North East Bancorp, Inc.
$68M in Assets

May 2006
The Legacy Bank
$375M in Assets

April 2008
Omega Financial Corporation
$1,781M in Assets

August 2008
Iron and Glass Bancorp
$302M in Assets

January 2004
Post Spin-off of Florida Operations
$4,557M in Assets

2004 | 2005 | 2006 | 2007 | 2008 | **2009**

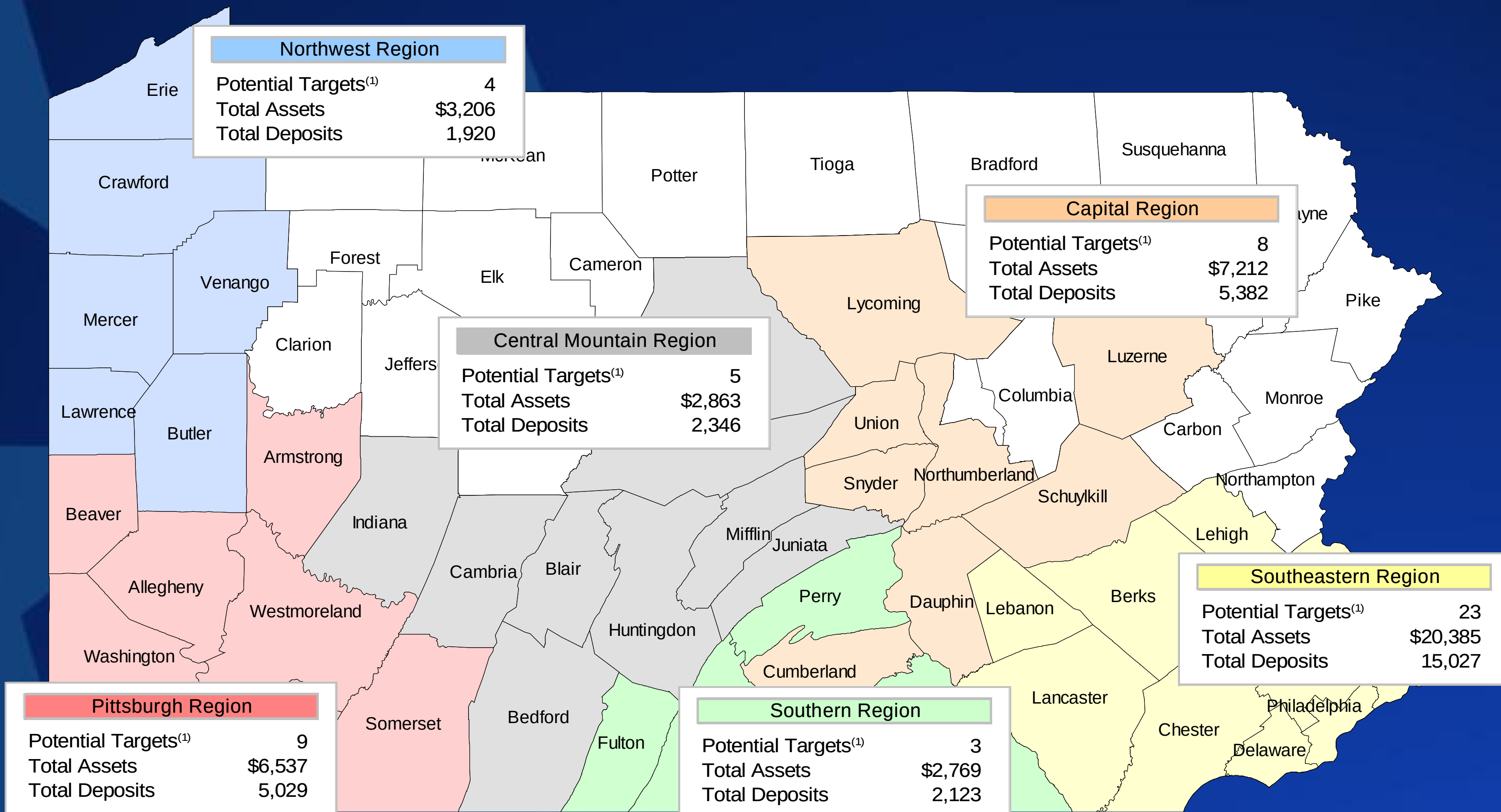
April 2004
TICO Credit
$10M in Assets

July 2004
Morrell Butz & Junker

Nov 2005
Penn Group Insurance

Acquisition Opportunities

- There are over 50 acquisition opportunities in our footprint and contiguous markets



Source: SNL Financial and MapInfo; Financial data in thousands

(1) Includes all banks and thrifts headquartered in the region with assets between $300 million and $3.0 billion at June 30, 2009; Excludes mutuals and MHCs

F.N.B. Corporation

Experienced Management Team

Name	Position	Years of Banking Experience
Steve Gurgovits	President and Chief Executive Officer	48
Brian Lilly	EVP; Chief Operating Officer	29
Vince Calabrese	Chief Financial Officer	21
Vince Delie	EVP; Chief Revenue Officer; President, First National Bank of PA	22
Gary Guerrieri	Chief Credit Officer	23

Board Leadership

- Fourteen Independent Directors
- Seven Former Financial Services Executives
- Three Involved as Financial Services Investors

F.N.B. Corporation

Operating Strategy

- Manage our business for profitability and growth
- Operate in markets we know and understand
- Maintain a low-risk profile
- Drive growth through relationship banking
- Fund loan growth through core deposits
- Target neutral asset / liability posture to manage interest rate risk
- Build fee income sources
- Maintain rigid expense controls

Market Characteristics

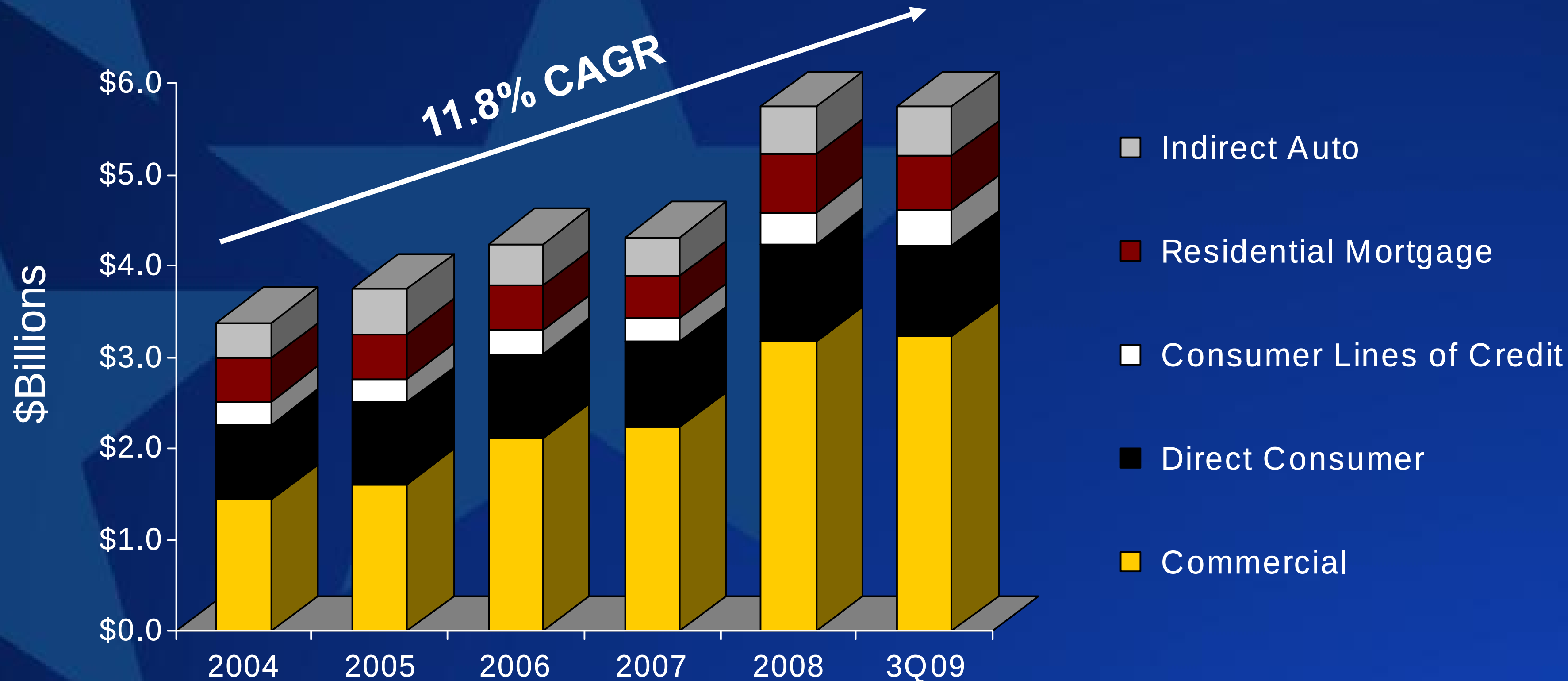
FNB Region	Market Size Deposits [1]	FNB Deposit Ranking [1]	FNB Branches [1]
Pittsburgh	$70.6B	7th	72
Northwest	$24.8B	3rd	58
Capital	$20.8B	9th	35
Central Mountain	$11.5B	1st	74

- Stable Markets
- Modest Growth
- #2 Ranking in State College
- #7 Ranking in Pittsburgh
- Regional Management
- Local Advisory Boards

[1] Source: SNL as of June 30, 2009

Loan Composition

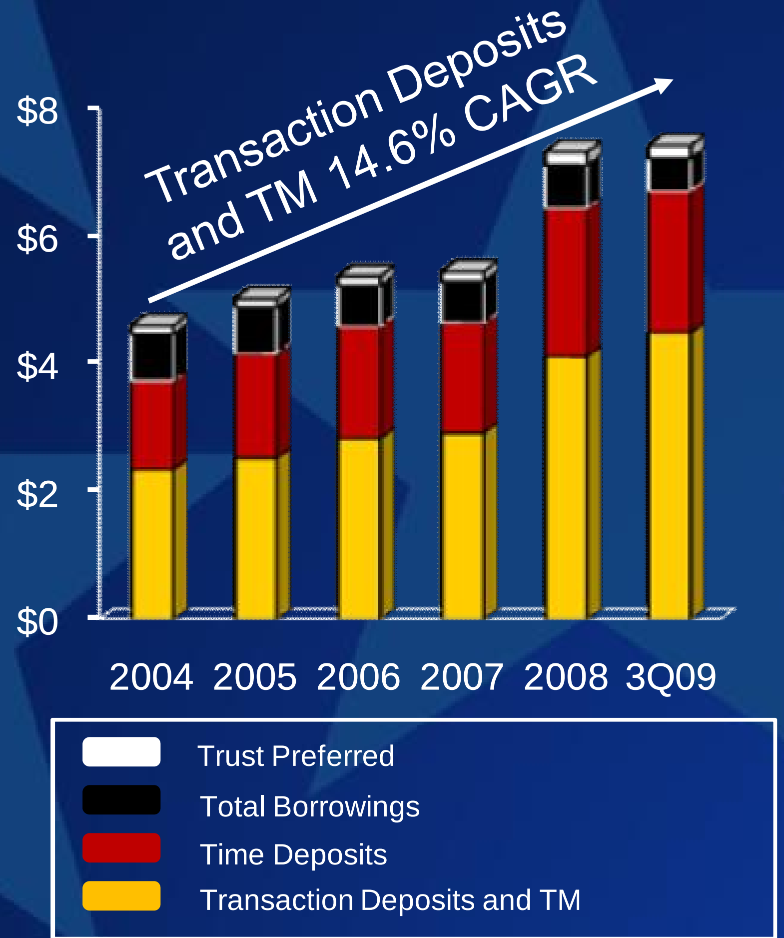
3Q09 - Loan Growth of 4.8% Since June 30, 2009 (1)



(1). Annualized, based on period-end balances.

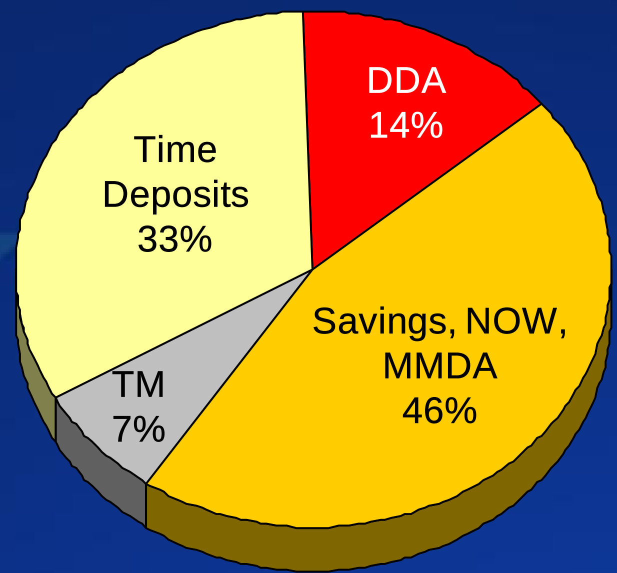
Funding

3Q09 - Transaction Deposits and TM Growth of 9.0% Since 2Q09 [1]



(1). Annualized, based on average balances.

Deposits and TM: $6.7 Billion [2]



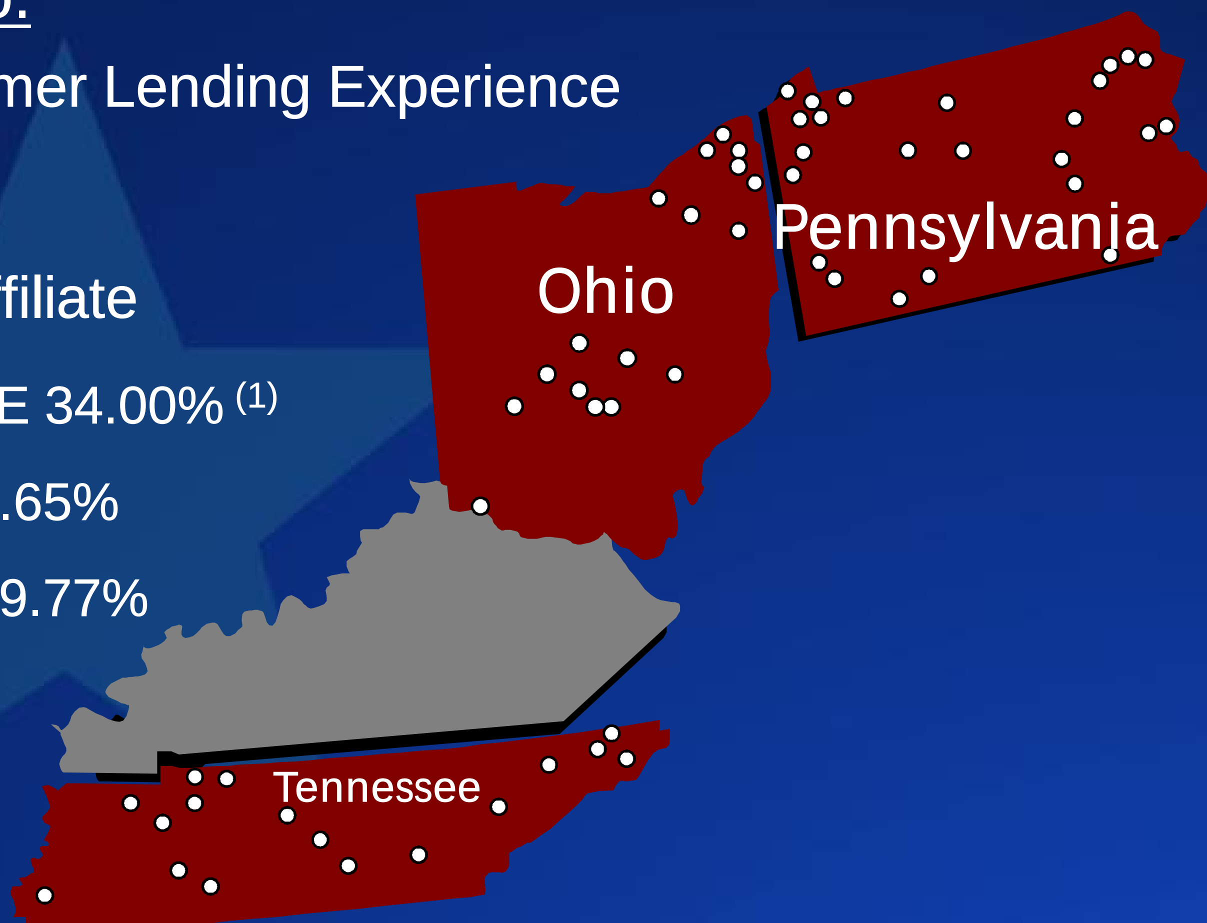
Note: Strong loan to deposits and TM ratio of 87% [2]

[2] As of September 30, 2009

Consumer Finance

Regency Finance Co.

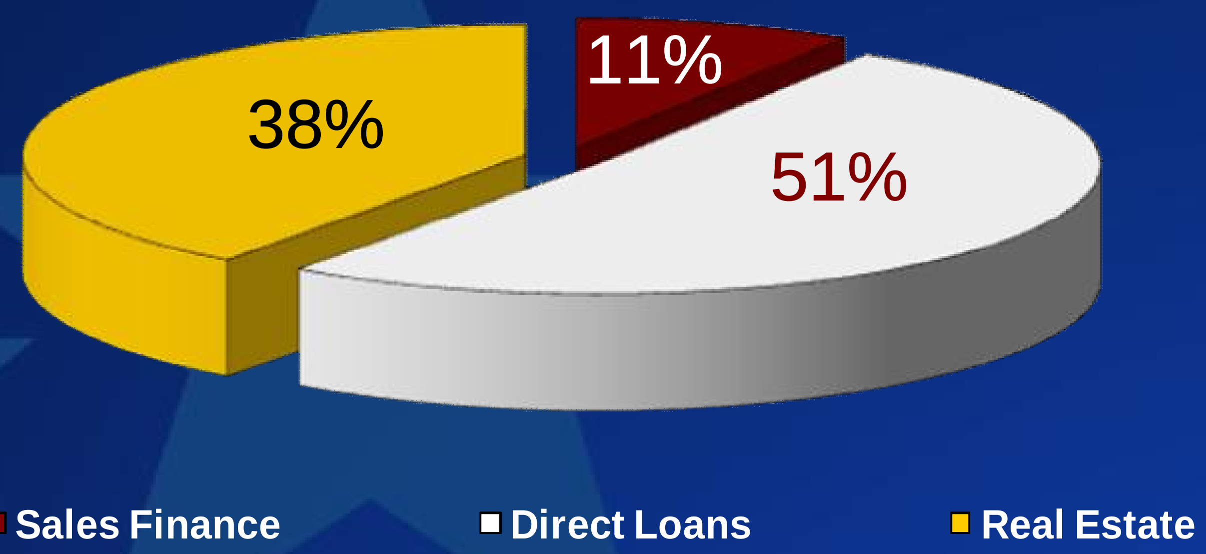
- 80 Years of Consumer Lending Experience
- 57 Offices
- High-Performing Affiliate
  - YTD 3Q09 ROTCE 34.00% [1]
  - YTD 3Q09 ROA 2.65%
  - YTD 3Q09 ROE 29.77%



[1] Return on average tangible common equity (ROTCE) is calculated by dividing net income less amortization of intangibles by average common equity less average intangibles.

Consumer Finance

Regency Finance Co. Loan Portfolio − $159 Million
85% of Real Estate Loans are First Mortgages



As of September 30, 2009

F.N.B. Corporation

Well Diversified Business

Wealth Management

- ø Trust, Fiduciary and Institutional Investment Services
  - Over 70 Years Managing Wealth
  - $2.0 Billion Under Management at September 30, 2009
- ø Individual Investment Services
  - Brokerage, Mutual Funds and Annuities
  - Life and Long-Term Care Insurance Planning

Insurance

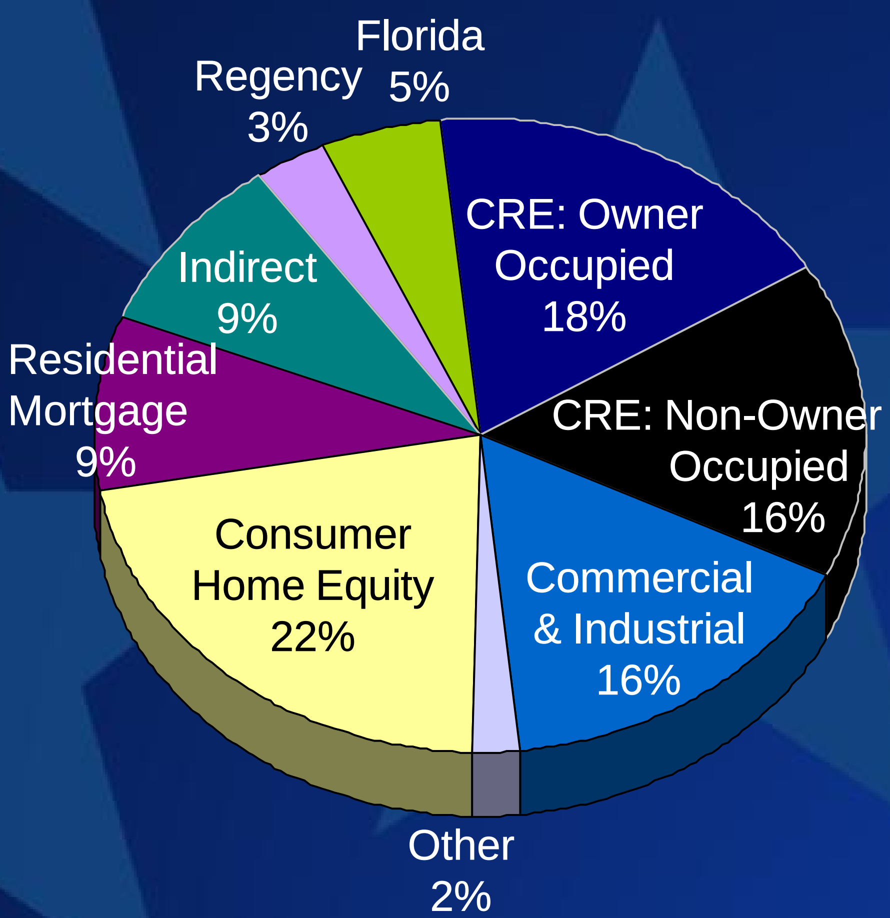
- ø Property, Casualty, Life and Employee Benefits
- ø Risk Management, Risk Transfer and Cost Containment Services
- ø Eight offices, located in Central and Western PA
- ø 78% Property & Casualty
  - 80% Commercial
  - 20% Personal
- ø 22% Life and Benefits
- ø Annual premiums of $94.5 Million

F.N.B. Corporation

LOAN COMPOSITION
&
CREDIT QUALITY

Diversified Loan Portfolio

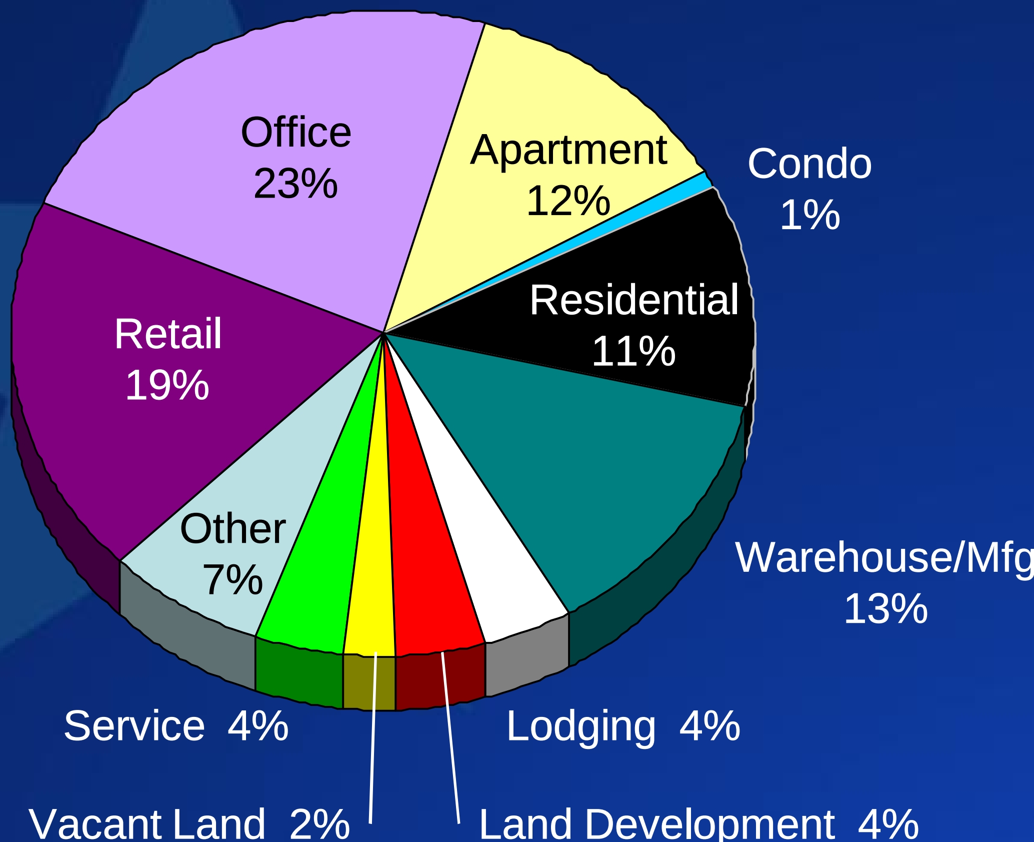
$5.8 Billion Outstanding as of September 30, 2009



- Shared National Credits
  - 3.4% of loan portfolio
  - In market customers and prospects
- Avoided subprime and Alt-A mortgages
- Construction and land development total only 3% and 1%, respectively, of FNB's total loan portfolio

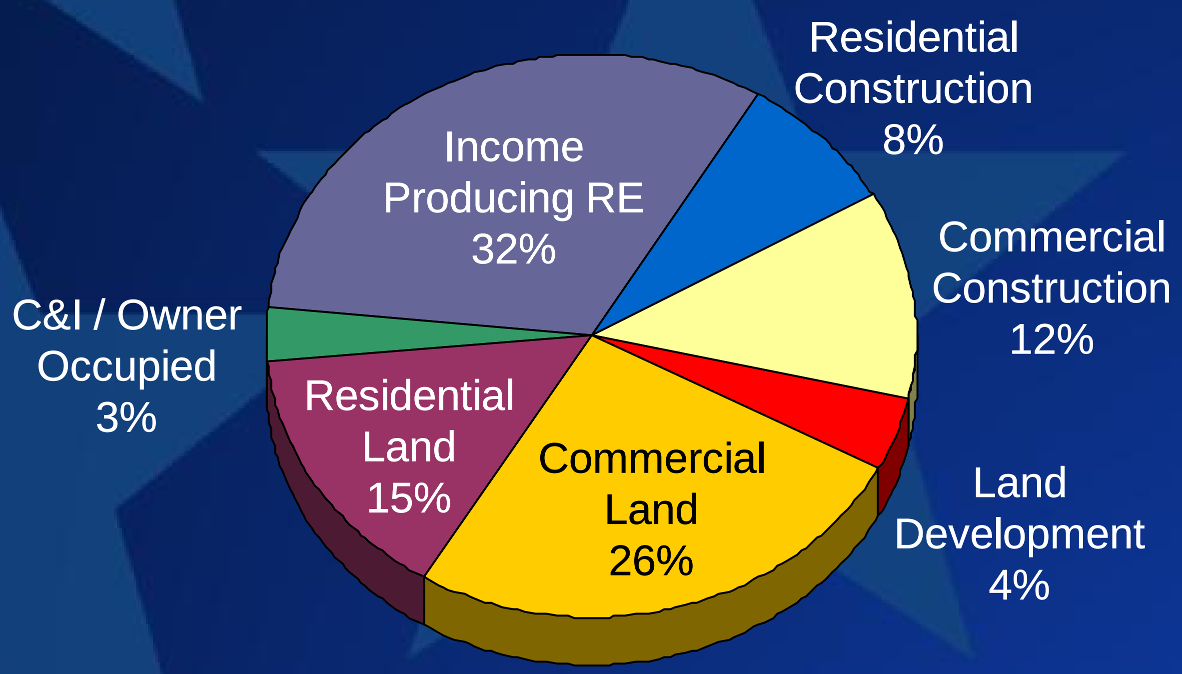
Commercial Real Estate

$960 Million in CRE Non-Owner Occupied as of September 30, 2009 (excluding Florida)



Profile of Florida Loans

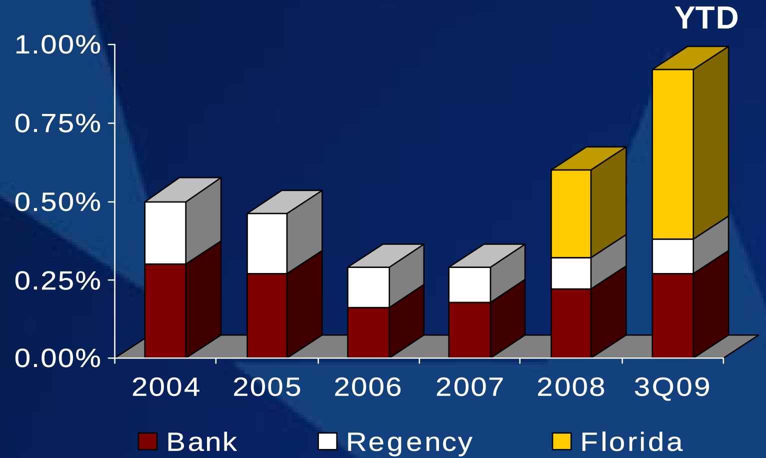
$272 Million in Total Outstandings as of September 30, 2009



- Team of former FNB lenders
- Underwriting
  - Weighted-average loan to value of 73%
  - Most with personal guarantees
- Credit Quality
  - 25% Non-performing loans / total loans
  - 9.8% Allowance for loan losses / total loans
- Less than 5% of Total Loan Portfolio

Credit Quality

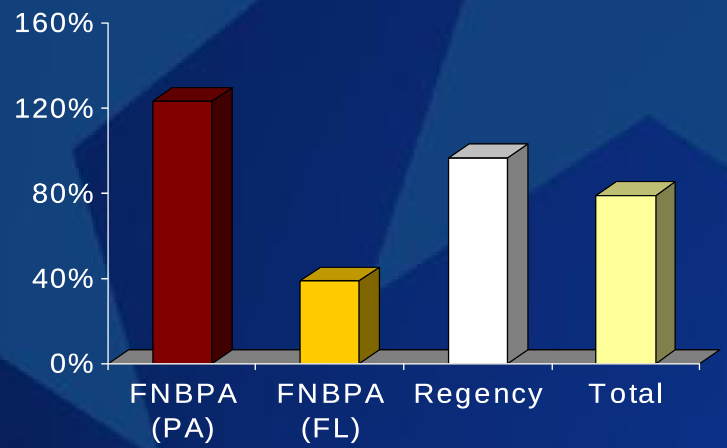
NCOs % of Average Loans



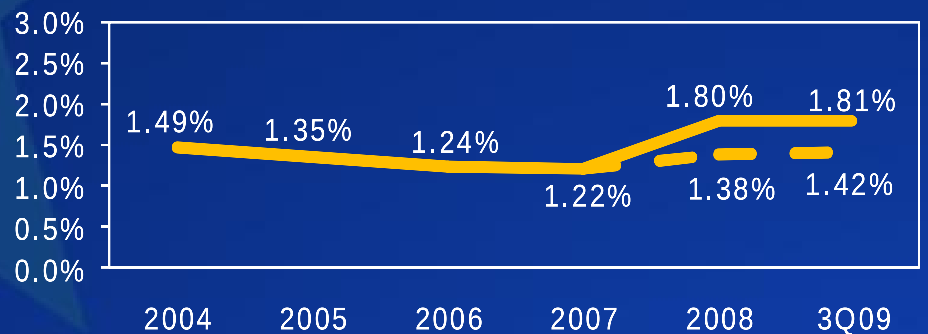
NPAs (1) % of Total Loans + OREO

Dashed line excludes Florida

Reserves % of Non-Performing Loans



Reserves % of Total Loans

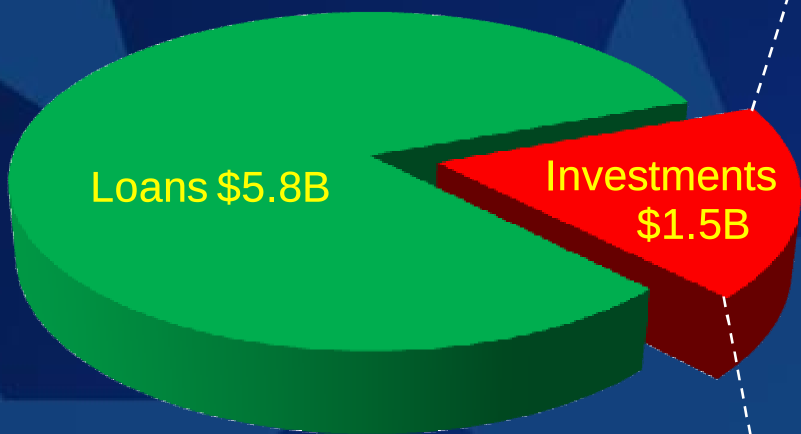


Dashed line excludes Florida

(1) Excludes non-performing investments

FINANCIALS

Earning Assets-Investments



Investment	Ratings	Amount[1] (in $Millions)
Agency (MBS)	AAA	$ 967
Agency Senior Notes	AAA	$ 259
Municipals	AAA = 3% AA = 70% A = 23% BBB = 4%	$ 194
Private Label CMO's	AAA = 57% AA = 11% B = 14% CCC = 18%	$ 53
Trust Preferred[2] (Pools and Single Issuer)	A = 18% BBB = 5% B = 19% C = 58%	$ 21
Bank Stocks[3]		$ 3
TOTAL		$1,497

(1) Investment amounts are shown in accordance with GAAP as of September 30, 2009

(2) Original cost of $55 million; adjusted cost of $43 million

(3) Excludes Federal Reserve Bank Stock of $31 million and FHLB Stock of $28 million

F.N.B. Corporation

Third Quarter Results

	3Q09	2Q09	3Q08
Profitability:			
Earnings per Common Share	$0.04	$0.10	$0.27
Return on Tangible Common Equity [(1)]	4.85%	10.84%	25.69%
Return on Tangible Assets [(2)]	0.56%	0.59%	1.28%
Operating:			
Loan Growth [(3)]	4.8%	(2.3)%	6.6%
Deposit and TM Growth [(4)]	1.9%	10.9%	8.6%
Transaction Deposits and TM Growth [(4)]	9.0%	19.3%	17.0%
Net Interest Margin	3.78%	3.73%	3.97%
Efficiency Ratio	65.04%	67.65%	56.48%

(1) Return on average tangible common equity (ROTCE) is calculated by dividing net income less amortization of intangibles by average common equity less average intangibles.
(2) Return on average tangible assets is calculated by dividing net income less amortization of intangibles by average assets less average intangibles.
(3) Annualized linked-quarter data, based on period-end balances; 3Q08 excludes impact of Iron and Glass acquisition.
(4) Annualized linked-quarter data, based on average balances; 3Q08 excludes impact of Iron and Glass acquisition.

F.N.B. Corporation

EPS Analysis

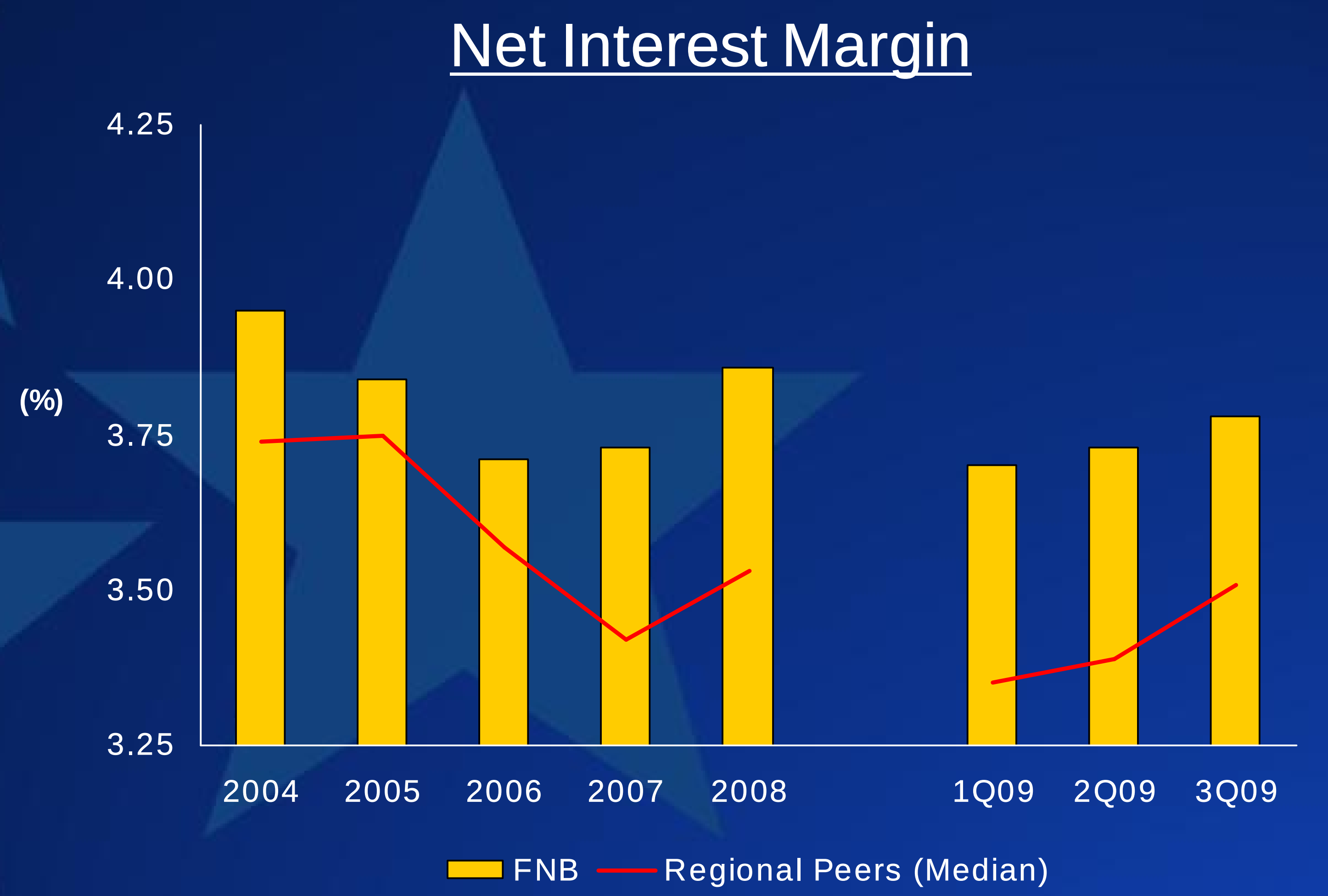
(Pre-Credit and Run Rate Adjusted)

	3Q09	2Q09	3Q08
Earnings per Share, as Reported	$0.04	$0.10	$0.27
Earnings per Share, using Current Average Shares	$0.04	$0.09	$0.21
Adjustments (After Tax):			
Credit-Related Costs (1)	0.10	0.08	0.04
Other Non-Recurring (2)	0.07	0.04	0.01
Pre-Credit Cost / Run Rate Earnings per Share	$0.21	$0.21	$0.26
Net Income (000's) (3)	$21,820	$22,734	$29,034
ROTA (3)	1.21%	1.22%	1.57%

Analysis of 3Q09 vs. 3Q08: Higher FDIC & pension costs = ($0.02); Lower net interest income = ($0.01); Lower market-based fee income = ($0.01); Higher other non-interest expense = ($0.01).

(1) Includes Provision and OREO Costs.
(2) Includes CPP costs and impairment charges (3Q09 & 3Q08); FDIC Special Assessment (2Q09) and merger-related costs (3Q08).
(3) Pre-Credit cost/Run Rate basis.

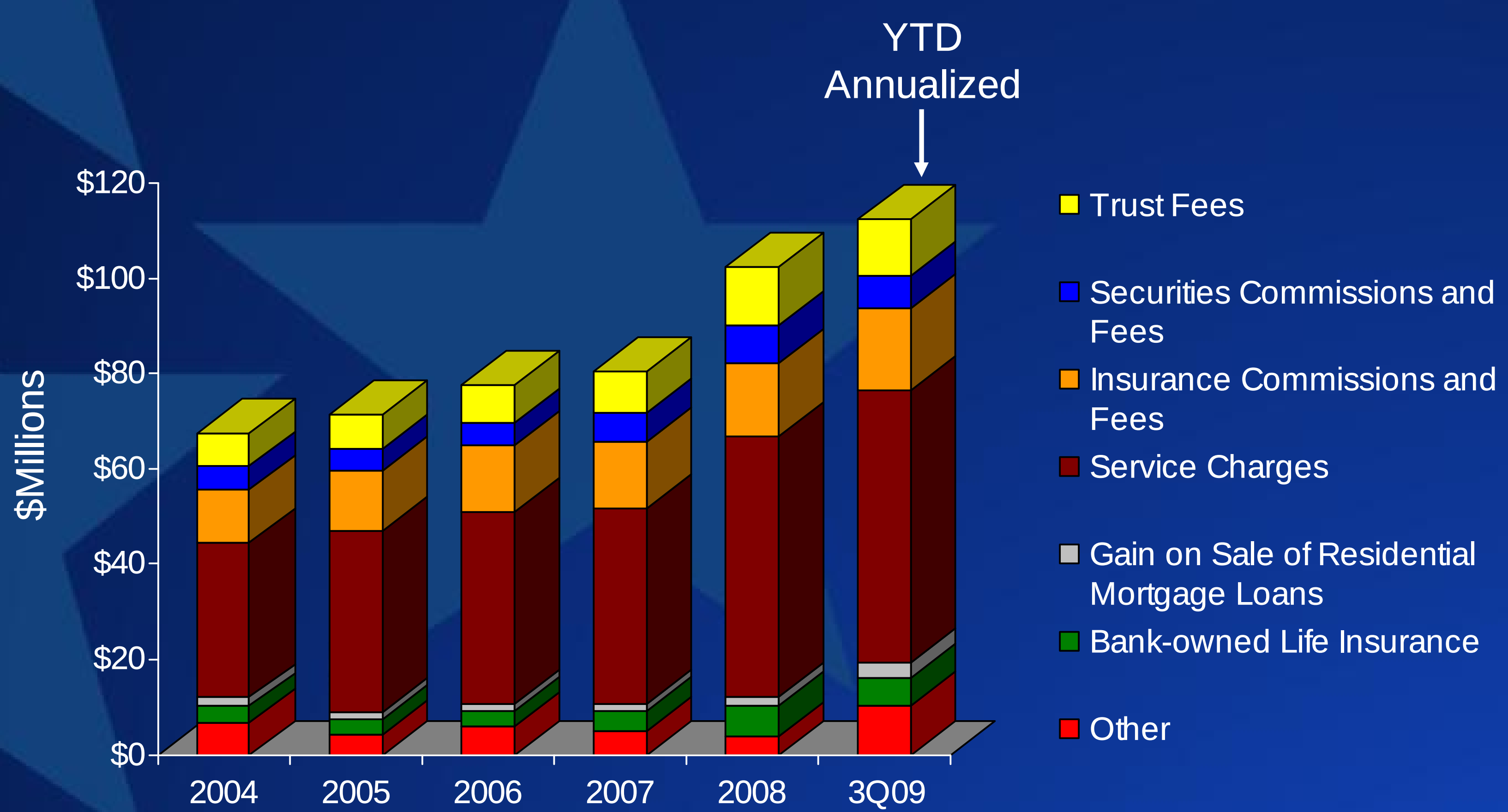
Stable Margin



Source: SNL Financial
Regional peers include AMFI, CBC, CBU, CRBC, FCF, FMBI, FMER, HNBC, MBFI, NBTB, NPBC, ONB, PRK, PVTB, SBNY, SUSQ, UBSI, UMBF, VLY, WL, WSBC and WTFC.

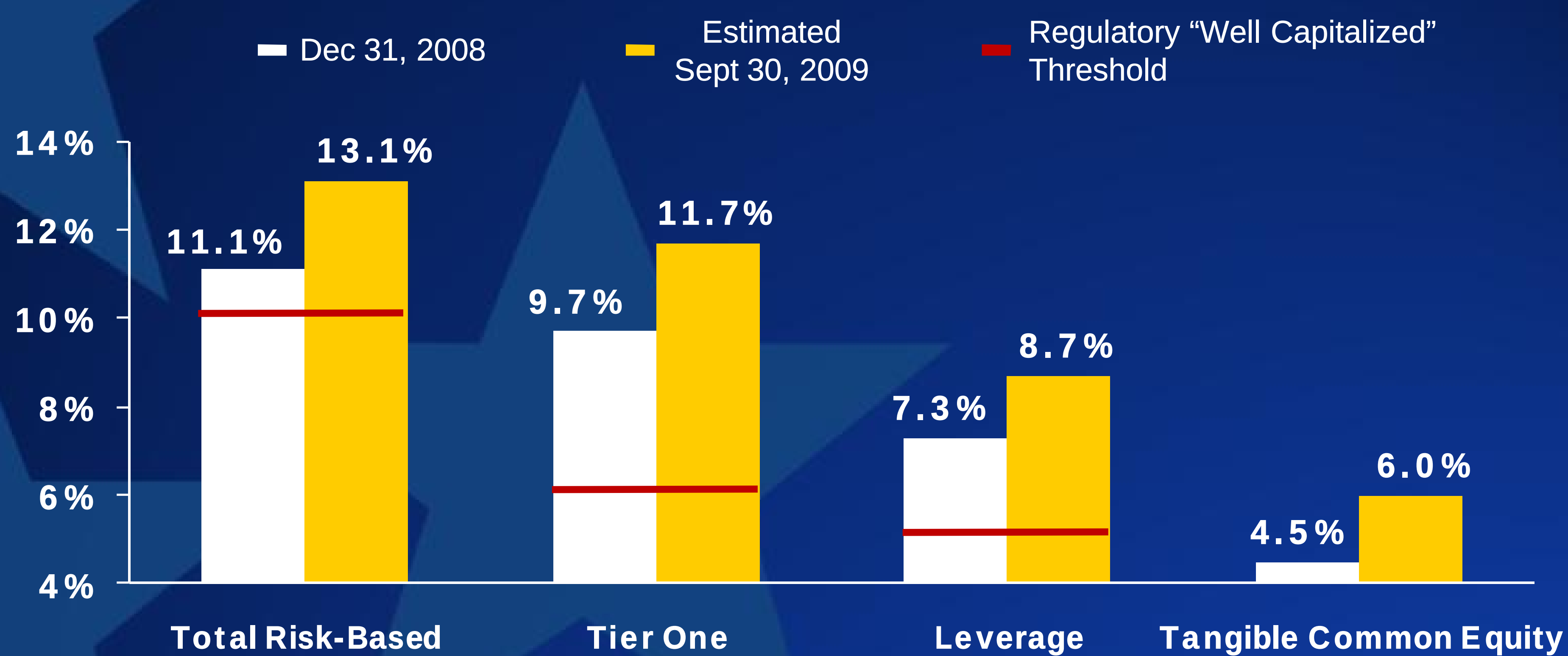
Fee Income

- Fee income was 26% of operating revenue during 3Q09



Source: Company filings; SNL Financial

Well Capitalized



- Issued $100 million in preferred stock through U.S. Treasury's CPP program in January 2009; Redeemed $100 million in September 2009.
- Raised $126 million in new common equity through issuance of 24.15 million shares in June 2009.

INVESTMENT THESIS

F.N.B. Corporation

Long-Term Investment Thesis

Targeted EPS Growth	5-6%
Expected Dividend	4-6%
Payout Ratio 60-70%	
= Total Shareholder Return	9-12%

Relative Valuation Multiples

	F.N.B. Corporation	Peer Median: Regional Banks	Peer Median: National Banks
Price/Earnings Ratio (P/E) (1)			
FY10 EPS ($0.57) (2)	12.4x	14.2x	14.1x
Current Price / 3Q09 Balance Sheet (1)			
Price-to-Tangible Common Book Ratio	1.67x	1.32x	1.27x
Dividend Yield (1)	6.78%	2.02%	1.39%

(1). Calculated using October 30, 2009 closing prices.

(2). Number in parenthesis reflects First Call consensus EPS estimate for F.N.B.

F.N.B. Corporation

Summary

- Leading market share among community banks in Central and Western PA
- Unprecedented opportunity in markets of operation to create shareholder value
- Experienced management team with proven ability to integrate acquisitions
- Diversified revenue stream

APPENDIX

Established Board of Directors

Name	Age	Director Since	Biography
Stephen J. Gurgovits	66	1981	President and Chief Executive Officer.
William B. Campbell	71	1975	Chairman of the Board.
Henry M. Ekker	70	1994	Partner with Ekker, Kuster, McConnell & Epstein, LLP.
Philip E. Gingerich	72	2008	Director of Omega from 1994 to 2008; Retired Real Estate Appraiser and Consultant.
Robert B. Goldstein	69	2003	Principal of CapGen Financial Advisors LLC since 2007; Former Chairman of Bay View Capital.
Dawne S. Hickton	51	2006	Vice Chairman and CEO of RTI International Metals, Inc. since 2007.
David J. Malone	55	2005	President and CEO of Gateway Financial since 2004.
D. Stephen Martz	67	2008	Former Director, President & COO of Omega.
Peter Mortensen	73	1974	Chairman of F.N.B. from 1988 to 2007.
Harry F. Radcliffe	58	2002	Investment Manager.
Arthur J. Rooney II	56	2006	President , Pittsburgh Steelers Sports, Inc.; of Counsel with Buchanan, Ingersoll & Rooney LLP.
John W. Rose	60	2003	Principal of CapGen Financial Advisors LLC since 2007; President of McAllen Capital Partners, Inc. since 1991.
Stanton R. Sheetz	54	2008	CEO and Director of Sheetz, Inc.; Director of Omega from 1994 to 2008; Director of Quaker Steak and Lube Restaurant, Inc.
William J. Strimbu	48	1995	President of Nick Strimbu, Inc. since 1994.
Earl K. Wahl, Jr.	68	2002	Owner, J.E.D. Corporation.

F.N.B. Corporation

GAAP to Non-GAAP Reconciliation

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2009	2008	2009	2008
Return on average tangible equity (1):				
Net income (annualized)	$40,887	$93,507	$48,874	$72,800
Amortization of intangibles, net of tax (annualized)	4,467	5,591	4,658	3,867
	45,354	99,098	53,532	76,667
Average total shareholders' equity	1,128,898	936,452	1,066,683	805,540
Less: Average intangibles	(570,705)	(550,673)	(572,444)	(438,832)
	558,192	385,779	494,239	366,708
Return on average tangible equity (1)	8.13%	25.69%	10.83%	20.91%
Return on average tangible common equity (1):				
Net income available to common shareholders (annualized)	$19,081	$93,507	$37,764	$72,800
Amortization of intangibles, net of tax (annualized)	4,467	5,591	4,658	3,867
	23,548	99,098	42,423	76,667
Average total shareholders' equity	1,128,898	936,452	1,066,683	805,540
Less: Average preferred shareholders' equity	(72,727)	0	(85,035)	0
Less: Average intangibles	(570,705)	(550,673)	(572,444)	(438,832)
	485,466	385,779	409,203	366,708
Return on average tangible common equity (1)	4.85%	25.69%	10.37%	20.91%

(1) Return on average tangible equity (common equity) is calculated by dividing net income less amortization of intangibles by average equity (common equity) less average intangibles.

GAAP to Non-GAAP Reconciliation

F.N.B. Corporation

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2009	2008	2009	2008
Return on average tangible assets (1):				
Net income (annualized)	$40,887	$93,507	$48,874	$72,800
Amortization of intangibles, net of tax (annualized)	4,467	5,591	4,658	3,867
	45,354	99,098	53,532	76,667
Average total assets	8,701,853	8,265,506	8,580,797	7,455,911
Less: Average intangibles	(570,705)	(550,673)	(572,444)	(438,832)
	8,131,147	7,714,833	8,008,353	7,017,079
Return on average tangible assets (1)	0.56%	1.28%	0.67%	1.09%
Tangible common book value per share:				
Total shareholders' equity	$1,052,589	$971,074	$1,052,589	$971,074
Less: preferred shareholders' equity	0	0	0	0
Less: intangibles	(569,579)	(577,318)	(569,579)	(577,318)
	483,010	393,755	483,010	393,755
Ending shares outstanding	113,990,095	89,634,163	113,990,095	89,634,163
Tangible common book value per share	$4.24	$4.39	$4.24	$4.39

(1) Return on average tangible assets is calculated by dividing net income less amortization of intangibles by average assets less average intangibles.

GAAP to Non-GAAP Reconciliation

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2009	2008	2009	2008
Tangible common book value per share excluding AOCI (1):				
Total shareholders' equity	$1,052,589	$971,074	$1,052,589	$971,074
Less: preferred shareholders' equity	0	0	0	0
Less: intangibles	(569,579)	(577,318)	(569,579)	(577,318)
Less: AOCI	29,529	20,934	29,529	20,934
	512,539	414,689	512,539	414,689
Ending shares outstanding	113,990,095	89,634,163	113,990,095	89,634,163
Tangible common book value per share excluding AOCI (1)	$4.50	$4.63	$4.50	$4.63
Tangible equity/tangible assets (period end):				
Total shareholders' equity	$1,052,589	$971,074	$1,052,589	$971,074
Less: intangibles	(569,579)	(577,318)	(569,579)	(577,318)
	483,010	393,755	483,010	393,755
Total assets	8,595,872	8,457,351	8,595,872	8,457,351
Less: intangibles	(569,579)	(577,318)	(569,579)	(577,318)
	8,026,293	7,880,033	8,026,293	7,880,033
Tangible equity/tangible assets (period end)	6.02%	5.00%	6.02%	5.00%

(1) Accumulated other comprehensive income (AOCI) is comprised of unrealized losses on securities, non-credit impairment losses on other-than-temporarily impaired securities and unrecognized pension and postretirement obligations.

GAAP to Non-GAAP Reconciliation

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2009	2008	2009	2008
Tangible common equity/tangible assets (period end):				
Total shareholders' equity	$1,052,589	$971,074	$1,052,589	$971,074
Less: preferred shareholders' equity	0	0	0	0
Less: intangibles	(569,579)	(577,318)	(569,579)	(577,318)
	483,010	393,755	483,010	393,755
Total assets	8,595,872	8,457,351	8,595,872	8,457,351
Less: intangibles	(569,579)	(577,318)	(569,579)	(577,318)
	8,026,293	7,880,033	8,026,293	7,880,033
Tangible common equity/tangible assets (period end)	6.02%	5.00%	6.02%	5.00%
Tangible common equity, excluding AOCI/ tangible assets (period end) (1):				
Total shareholders' equity	$1,052,589	$971,074	$1,052,589	$971,074
Less: preferred shareholders' equity	0	0	0	0
Less: intangibles	(569,579)	(577,318)	(569,579)	(577,318)
Less: AOCI	29,529	20,934	29,529	20,934
	512,539	414,689	512,539	414,689
Total assets	8,595,872	8,457,351	8,595,872	8,457,351
Less: intangibles	(569,579)	(577,318)	(569,579)	(577,318)
	8,026,293	7,880,033	8,026,293	7,880,033
Tangible common equity, excluding AOCI/ tangible assets (period end) (1)	6.39%	5.26%	6.39%	5.26%

(1) Accumulated other comprehensive income (AOCI) is comprised of unrealized losses on securities, non-credit impairment losses on other-than-temporarily impaired securities and unrecognized pension and postretirement obligations.