



F.N.B. Corporation



A Logical Market Extension

November 9, 2007

Forward Looking Statements

Certain statements in this presentation, including, without limitation, statements as to the impact of the merger, statements as to F.N.B.'s, Omega's, or their respective management's beliefs, expectations or opinions, and all other statements in this press release, other than historical facts, are forward-looking statements, as such term is defined in the Securities Exchange Act of 1934, which are intended to be covered by the safe harbors created thereby. Forward-looking statements are subject to risks and uncertainties, are subject to change at any time and may be affected by various factors that may cause actual results to differ materially from the expected or planned results. In addition to the factors discussed above, certain other factors, including without limitation, a significant increase in competitive pressures among financial institutions; changes in the interest rate environment that may reduce interest margins; changes in prepayment speeds, loan sale volumes, charge-offs and loan loss provisions; less favorable than expected general or local economic or political conditions; legislative or regulatory changes that may adversely affect the businesses in which F.N.B. or Omega is engaged; technological issues which may adversely affect F.N.B.'s or Omega's financial operations or customers; changes in the securities markets and other risks detailed from time to time in F.N.B.'s and Omega's filings with the SEC can cause actual results and developments to be materially different from those expressed or implied by such forward-looking statements. F.N.B. and Omega may not be able to complete the proposed merger on the terms summarized above or other acceptable terms, or at all, due to a number of factors, including the failure to obtain approval of their respective shareholders, regulatory approvals or to satisfy other customary closing conditions. F.N.B. and Omega disclaim any intent or obligation to publicly update or revise any forward-looking statements, regardless of whether new information becomes available, future developments occur or otherwise.

ADDITIONAL INFORMATION ABOUT THE MERGER

F.N.B. Corporation and Omega Financial Corporation will file a joint proxy statement/prospectus and other relevant documents with the SEC in connection with the merger. The joint proxy statement/prospectus will be mailed to the shareholders of F.N.B. and Omega. **SHAREHOLDERS OF F.N.B. AND OMEGA ARE ADVISED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS WHEN IT BECOMES AVAILABLE AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.**

The joint proxy statement/prospectus and other relevant materials (when they become available), and any other documents filed by F.N.B. with the SEC, may be obtained free of charge at the SEC's Web site at www.sec.gov. In addition, investors and security holders may obtain free copies of the documents filed with the SEC by F.N.B. Corporation by contacting James Orie, F.N.B. Corporation, One F.N.B. Boulevard, Hermitage, PA 16148, telephone: (724) 983-3317 and by Omega by contacting Daniel Warfel, CFO, Omega Financial Corporation, 366 Walker Drive, P.O. Box 298, State College, PA 16804-0298, telephone: (814) 231-5778.

F.N.B. and its directors, executive officers and other members of its management and employees may be deemed to be participants in the solicitation of proxies from its shareholders in connection with the proposed merger. Information concerning such participants' ownership of F.N.B. common stock is set forth in the F.N.B.'s proxy statements and Annual Reports on Form 10-K, previously filed with the SEC. Additional information about the interests of those participants may be obtained from reading the joint proxy statement/prospectus relating to the merger when it becomes available.

Omega and its directors, executive officers and other members of its management and employees may be deemed to be participants in the solicitation of proxies from its shareholders in connection with the proposed merger. Information concerning such participants' ownership of Omega common stock is set forth in the Omega's proxy statements and Annual Reports on Form 10-K, previously filed with the SEC. Additional information about the interests of those participants may be obtained from reading the joint proxy statement/prospectus relating to the merger when it becomes available. This communication does not constitute an offer of any securities for sale.

Compelling Transaction Rationale

Strengthens Position in Pennsylvania

- ✓ Logical extension of current footprint, improving market reach and penetration
- ✓ Omega provides top 5 presence in seven of their top ten MSAs
- ✓ Establishes strong #1 position in attractive State College MSA
- ✓ Consistent with FNB strategic plan

Complementary Business Mix

- ✓ Diversified revenue stream with fee income totaling 32% of revenue
- ✓ Attractive trust, brokerage, insurance and equipment leasing businesses

Low Execution Risk

- ✓ Similar markets and businesses
- ✓ Fair and balanced transaction pricing allowing for conservative assumptions
- ✓ Experienced management team focused on execution

Financially Attractive

- ✓ Accretive to cash EPS in first full year
- ✓ Immediately accretive to tangible common equity ratio and tangible book value per share
- ✓ Operating efficiencies to be realized
- ✓ Opportunity for future revenue synergies
- ✓ Adds scale while improving strategic flexibility
 - Creates franchise with \$1.3 billion market capitalization, \$8.0 billion in assets and \$5.8 billion in deposits

Leadership Position in Core Markets

Pennsylvania Geographic Footprint



● Omega Financial
● FNB

Key Highlights

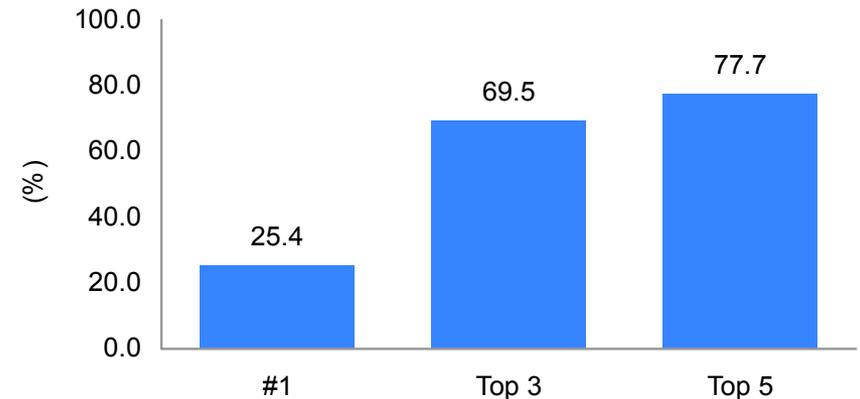
- ✓ Seven of their top ten markets have a top 5 market share rank
- ✓ 78% of deposits with top 5 market share ranks
- ✓ State College MSA amongst fastest growing markets in PA
- ✓ #1 Rank with 18% market share in attractive State College MSA

Omega Deposit Market Share by MSA

Rank	MSA	Branches	Total Deposits (\$mm)	Total Market Share (%)
1	State College, PA	18	336.3	17.9
3	Altoona, PA	11	256.7	13.7
2	Huntingdon, PA	5	119.8	24.5
3	Lewistown, PA	5	111.5	17.3
3	Selinsgrove, PA	5	96.5	18.8
20	Scranton, PA	5	89.9	0.9
7	Sunbury, PA	4	74.0	6.2
8	Williamsport, PA	5	65.7	4.2
4	Lock Haven, PA	3	62.7	18.2
5	Lewisburg, PA	3	46.6	8.0

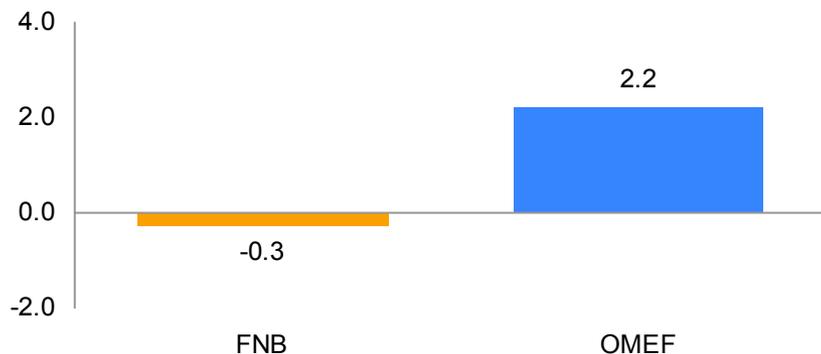
Source: SNL Financial as of June 30, 2007

Percent of Deposits by Share

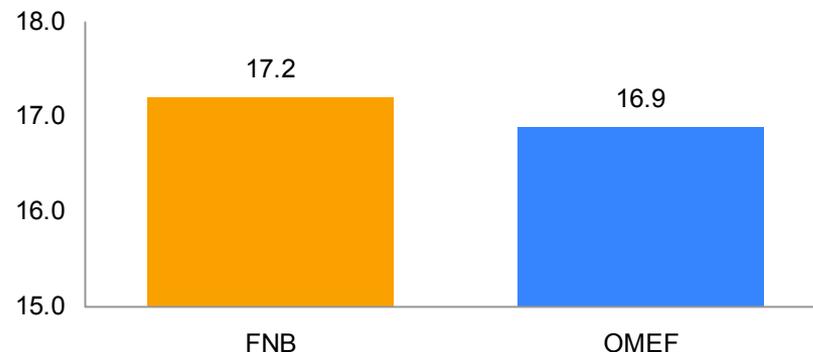


Attractive Market Characteristics and Business Mix

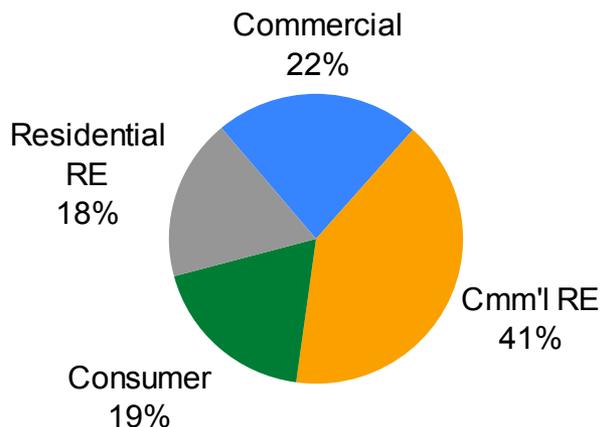
Projected Household Growth (%) ¹



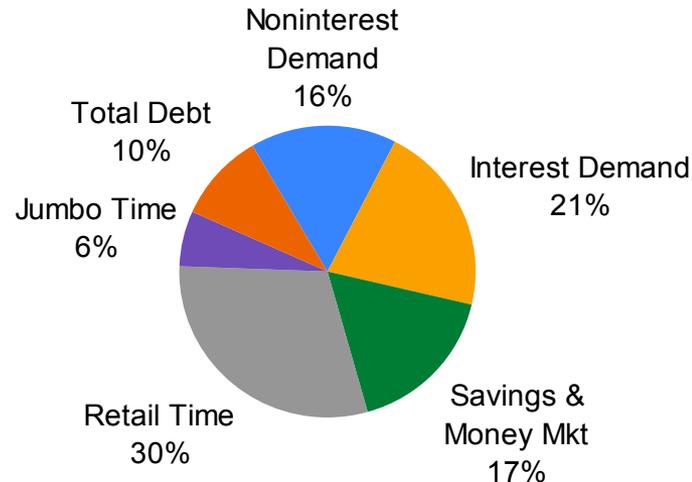
Projected Household Income Growth (%) ¹



Omega Financial Corporation – A Commercial Loan Focus ²



Omega Financial Corporation – Strong Core Deposit Funding ²



¹ Represents growth for 2007–2012, per SNL Financial

² End of period balances per June 30, 2007, Company 10Q Filing

Transaction Summary

Fixed Exchange Ratio:	2.022 shares of FNB for each share of Omega
Implied Purchase Price per Omega Share:	\$31.14 ¹
Consideration:	100% stock; tax-free exchange for Omega's shareholders
Aggregate Purchase Price:	\$393 million ²
Break-up Fee:	\$15 million
Anticipated Closing:	Early Second Quarter of 2008
Approvals:	Regulatory and shareholder approvals for both FNB and Omega
Due Diligence:	Completed
Board of Directors:	Three directors will be added from Omega
Management:	Donita Koval named President and CEO of First National Bank of Pennsylvania's new Omega Region

¹ Based on FNB's closing stock price of \$15.40 per share on November 8, 2007 and a fixed exchange ratio of 2.022x

² Based on Omega diluted common shares outstanding of 12.6 million, including net options calculated using the treasury stock method

Fair and Balanced Transaction Pricing

	FNB Stand Alone	FNB/OMEF Transaction	Comparable Acquisitions ¹
Purchase Price (\$) ²	–	31.14	–
Premium to Market (%) ²	–	18.8	33.8
Price to 2007E EPS (x) ³	13.2	18.2	20.2
Price to 2008E EPS (x) ⁴	12.5	16.1	18.6
Price to Book (x)	1.72	1.19	2.41
Price to Tangible Book (x)	3.34	2.38	2.80
Core Deposit Premium (%)	16.2	18.8	21.4
Memo:			
Price to 2008 Earnings with Cost Savings (x) ⁵	–	11.1	–
Internal Rate of Return (%) ⁶	–	14.9	–

Notes: Financial data for the quarter ended September 30, 2007

1 Represents selected median bank/thrift transactions between \$250 and \$1.15 billion since January 1, 2005

2 Based on fixed exchange ratio of 2.022x and FNB closing share price of \$15.40 on November 8, 2007

3 Based on median I/B/E/S consensus EPS estimates of \$1.17 for FNB and \$1.72 for Omega

4 Based on median I/B/E/S consensus EPS estimates of \$1.23 for FNB and \$1.93 for Omega per FNB management

5 Assumes 30% cost savings on Omega's cash non-interest expense base fully phased-in 100% in 2008

6 Assumes terminal multiple of 14.0x

Financial Assumptions

- ✓ Assumes transaction close of early second quarter of 2008
- ✓ 30% cost savings¹ phased-in 75% in 2008, 100% in 2009 and thereafter
- ✓ Potential revenue enhancements not incorporated in financial models
- ✓ Core deposit intangible equal to 4.70% of Omega's transaction accounts, amortized sum-of-the-years digits over 10 years
- ✓ \$40 million restructuring charge, pre-tax

Note:

¹ Based on Omega's cash non-interest expense base

Financial Impact to FNB

(\$ in millions, except per share amounts)	2008E	2009E	2010E
FNB Stand Alone Net Income ¹	74.6	78.7	83.0
OMEF Stand Alone Net Income ²	18.3	25.8	27.8
Pro Forma Net Income—Before Adjustments	92.9	104.5	110.8
After-Tax Cost Savings ³	6.4	11.7	12.1
Other Adjustments (After-Tax) ⁴	(3.7)	(4.9)	(4.5)
Pro Forma Net Income	95.6	111.3	118.4
Pro Forma Average Diluted Shares ⁵	79.8	86.2	86.2
Impact to FNB:			
FNB Stand Alone GAAP EPS	1.23	1.30	1.37
Pro Forma GAAP EPS	1.20	1.29	1.37
Accretion / (Dilution) to GAAP EPS (%)	(2.7)	(0.5)	0.4
FNB Stand Alone Cash EPS	1.28	1.34	1.42
Pro Forma Cash EPS	1.28	1.37	1.45
Accretion / (Dilution) to Cash EPS (%)	(0.1)	2.1	2.4

Notes:

❖ All amounts exclude restructuring and one-time charges

1 Based on I/B/E/S consensus 2008E EPS of \$1.23 grown at I/B/E/S long-term growth rate of 5.5% thereafter

2 Based on nine months of 2008E EPS of \$1.93, full year 2009E EPS of \$2.04 and full year 2010E EPS of \$2.20, per FNB management projections

3 Based on 30% net cost savings on Omega's cash non-interest expense base phased in 75% in 2008, 100% in 2009 and thereafter

4 Includes CDI amortization (net of Omega's existing CDI amortization) and funding of restructuring costs (6.00% pre-tax)

5 Based on 60.6 million diluted shares for FNB and 12.6 million diluted shares for Omega, including net options calculated using the treasury stock method

Financial Impact—Capital & Credit Quality Ratios

	FNB		Difference
	Stand Alone ¹	Pro Forma ²	
Capital Ratios:			
Tangible Common Equity/Tangible Assets	4.76	5.47	71 bps
Leverage Capital Ratio	7.43	8.09	66 bps
Dividend Payout Ratio	82.5	80.0	(2.5%)
Tangible Book Value Per Share	\$4.61	\$4.85	\$0.24
Credit Quality:			
NPLs/Total Loans	0.57	0.90	33 bps
NCOs/Average Loans	0.27	0.23	(4) bps
Reserves/Loans	1.20	1.18	(2) bps
Reserves/NPLs	210.0	131.6	(78.4%)

Note:

¹ As of the quarter ended September 30, 2007

² As of transaction close in early second quarter 2008

Conclusions—Creating Franchise Value

- ✓ Leverages the strengths of two complementary franchises
- ✓ Familiarity with Omega's core markets
- ✓ Experienced management teams
 - FNB management has successfully integrated 7 acquisitions over past 4 years
 - Omega senior management team committed to new opportunity
- ✓ Low Risk Transaction
 - Fair and balanced transaction pricing
 - Strong cultural fit
- ✓ Meaningful expense efficiencies and opportunity for revenue enhancement
- ✓ Financially compelling
 - Immediately accretive to tangible common equity ratio
 - Accretive to cash EPS in first full year
 - Enhanced capital position