

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

**Fourth Quarter 2010  
Investor Presentation**



## 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) various monetary and fiscal policies and regulations of the U.S. government 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; (8) risk factors mentioned in the reports and registration statements F.N.B. Corporation files with the Securities and Exchange Commission; (9) housing prices; (10) job market; (11) consumer confidence and spending habits; (12) estimates of fair value of certain F.N.B. Corporation assets and liabilities or (13) the effects of current, pending and future legislation, regulation and regulatory actions. 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.

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## 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](http://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 January 24, 2011 and in its periodic filings with the Securities and Exchange Commission.

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## F.N.B. Corporation

Headquarters: Hermitage, PA  
Bank Charter: 1864  
Assets: \$9.6B As of January 1, 2011 (4th largest bank in PA)  
Market Capitalization: \$1.3B at February 7, 2011

### Locations

238 Banking: 227 (PA), 11 (OH)  
64 Consumer Finance: 22 (PA), 19 (TN), 16 (OH), 7 (KY)

### Business Lines

Banking  
Wealth Management  
Insurance  
Consumer Finance  
Merchant Banking



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## Experienced Management Team

| <u>Name</u>     | <u>Position</u>                             | <u>Years of Banking Experience</u> |
|-----------------|---|------------------------------------|
| Steve Gurgovits | Chief Executive Officer                     | 49                                 |
| Vince Delie     | President<br>CEO, First National Bank of PA | 23                                 |
| Brian Lilly     | Chief Operating Officer<br>Vice Chairman    | 30                                 |
| Vince Calabrese | Chief Financial Officer                     | 22                                 |
| Gary Guerrieri  | Chief Credit Officer                        | 24                                 |

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

- 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 deposits
- Target neutral asset / liability position to manage interest rate risk
- Build fee income sources
- Maintain rigid expense controls

## Market Characteristics

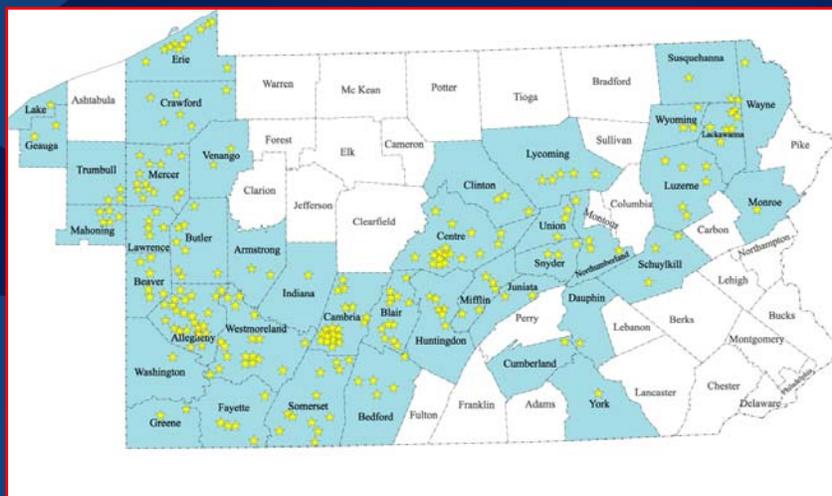
| <b>FNB Region</b> | <b>Market Size Deposits</b> | <b>FNB Deposit Ranking</b> | <b>FNB Branches</b> |
|-------------------|-----------------------------|----------------------------|---------------------|
| Pittsburgh        | \$73.9B                     | 7th                        | 71                  |
| Northwest         | \$25.5B                     | 3rd                        | 58                  |
| Capital           | \$38.0B                     | 9th                        | 47                  |
| Central Mountain  | \$11.8B                     | 1st                        | 73                  |

- Stable Markets
- Modest Growth
- #2 Ranking State College<sup>(1)</sup>
- #7 Ranking Pittsburgh
- Regional Management
- Local Advisory Boards
- Marcellus Shale Exposure

Source: SNL as of June 30, 2010, pro-forma for pending acquisitions as of February 1, 2011.

<sup>(1)</sup>MSA

## Banking Locations



■ Current First National Bank Locations

As of February 1, 2011



## Organic Growth Opportunity

Attractive market rank of #3 for counties of operation

### Counties of Operation

| Rank                 | Institution                           | Branch Count | Total Deposits in Market (\$000) | Total Market Share (%) |
|----------------------|---------------------------------------|--------------|----------------------------------|------------------------|
| 1                    | PNC Financial Services Group (PA)     | 341          | 45,093,569                       | 31.65                  |
| 2                    | Royal Bank of Scotland Group          | 216          | 9,970,789                        | 7.00                   |
| <b>3</b>             | <b>F.N.B. Corporation (PA)</b>        | <b>249</b>   | <b>7,149,088</b>                 | <b>5.02</b>            |
| 4                    | M&T Bank Corp (NY)                    | 124          | 5,667,789                        | 3.98                   |
| 5                    | Huntington Bancshares Inc. (OH)       | 104          | 5,222,586                        | 3.67                   |
| 6                    | First Commonwealth Financial (PA)     | 104          | 4,164,090                        | 2.92                   |
| 7                    | Wells Fargo & Co.                     | 46           | 3,714,419                        | 2.61                   |
| 8                    | First Niagara Financial Group (NY)    | 65           | 3,454,325                        | 2.42                   |
| 9                    | Dollar Bank Federal Savings Bank (PA) | 40           | 3,241,899                        | 2.28                   |
| 10                   | Northwest Bancshares                  | 90           | 2,970,112                        | 2.08                   |
| <b>Total (1-152)</b> |                                       | <b>2,643</b> | <b>142,471,190</b>               | <b>100.00</b>          |

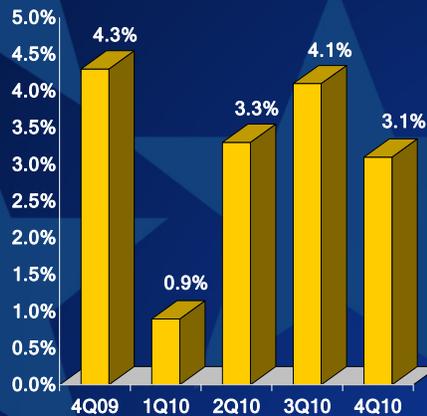
Source: SNL Financial  
Deposit data as of June 30, 2010; pro forma for pending acquisitions; updated through February 1, 2011.

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## Winning Market Share

### Total Loan Growth<sup>(1)</sup>



#### Fourth Quarter 2010

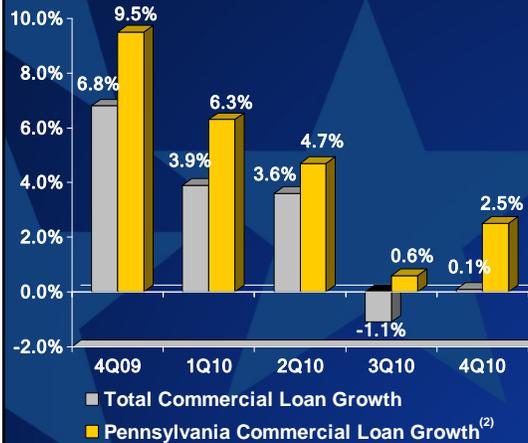
- Sixth consecutive linked-quarter growth
- Total consumer loans grew 6.0%<sup>(1)</sup>

(1) Based on average balances; percentage growth annualized and as compared to the prior quarter.

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## Winning Market Share

### Commercial Loan Growth<sup>(1)</sup>



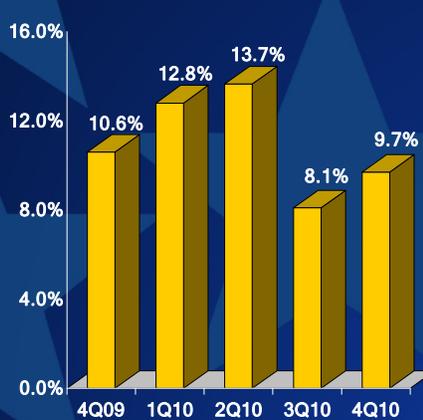
#### Fourth Quarter 2010

- Seventh consecutive linked-quarter growth for Pennsylvania commercial loans <sup>(2)</sup>
- Pennsylvania commercial loans grew 2.5%<sup>(1) (2)</sup>
- Commercial line utilization rates remain historically low

(1) Based on average balances; percentage growth annualized and as compared to the prior quarter.  
 (2) Pennsylvania commercial loan growth excluding Florida.

## Winning Market Share

### Transaction Deposit and Treasury Management Growth<sup>(1)</sup>

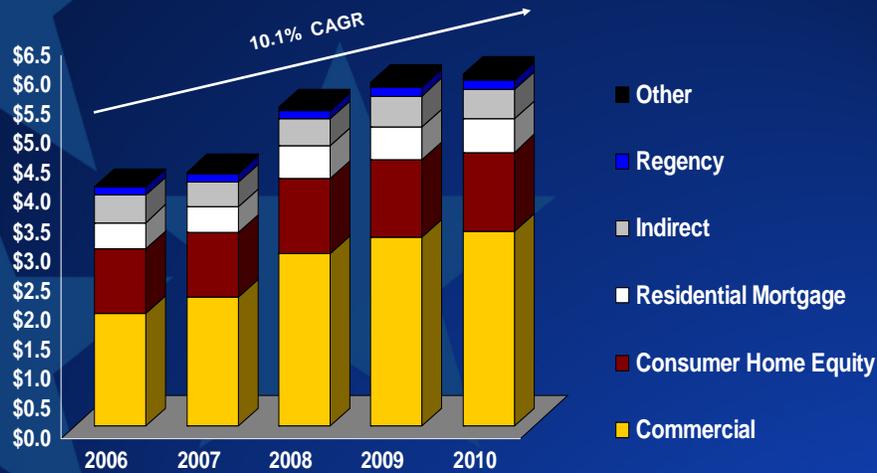


#### Fourth Quarter 2010

- Transaction deposits grew 9.1%<sup>(1)</sup>
- Treasury management balances grew 13.8%<sup>(1)</sup>

(1) Based on average balances; percentage growth annualized and as compared to the prior quarter; transaction deposits includes DDA, Savings, NOW and MMDA.

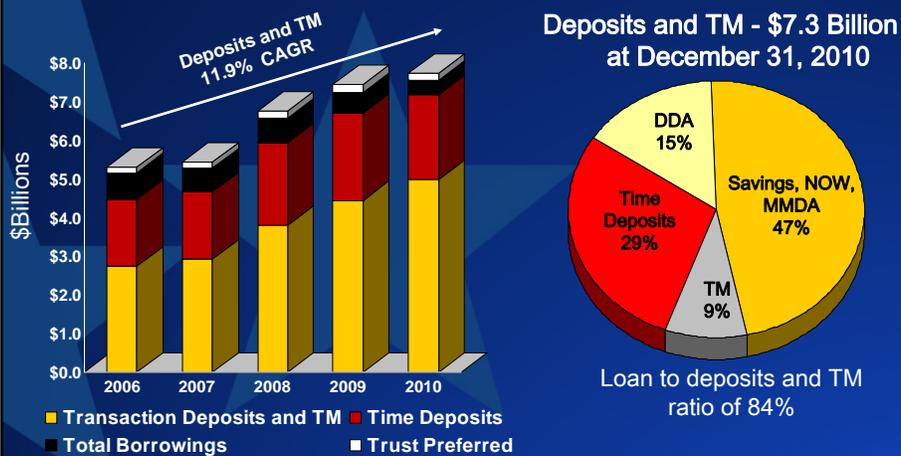
## Loan Composition



Based on average balances for each period presented.

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## Funding



Based on average balances for each period presented.

"TM" refers to Treasury Management.

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F.N.B. Corporation

# Proven Merger Integrator

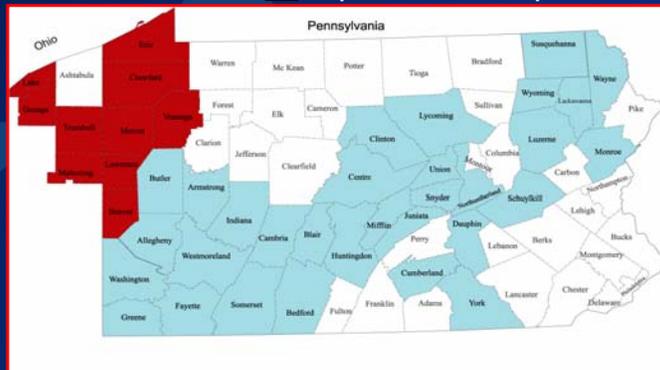


F.N.B. Corporation

# Proven Merger Integrator

- Proven significant acquisition and integration experience - since 2002, completed eight bank acquisitions (\$6.1 billion in assets), four insurance acquisitions and one consumer finance acquisition.
- Significant acquisition opportunities exist in Pennsylvania - currently over 50 Pennsylvania headquartered institutions with assets between \$300 million and \$3 billion<sup>(1)</sup>.

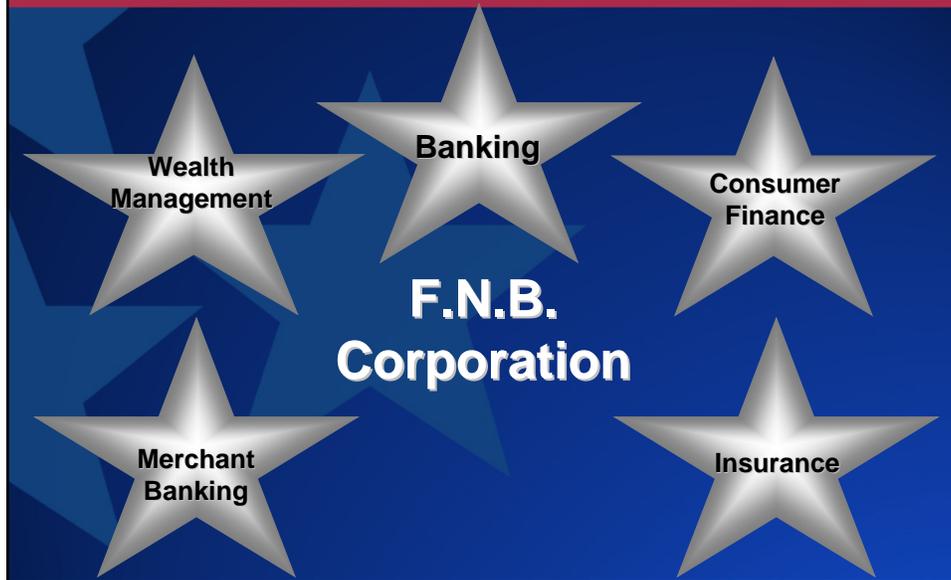
■ Pre-2002 Presence   
 ■ Acquisition Related Expansion



(1) Source: SNL. Includes all banks and thrifts headquartered in PA, excludes mutuals and MHCs.



## Well Diversified Business



## Consumer Finance

### Regency Finance Company

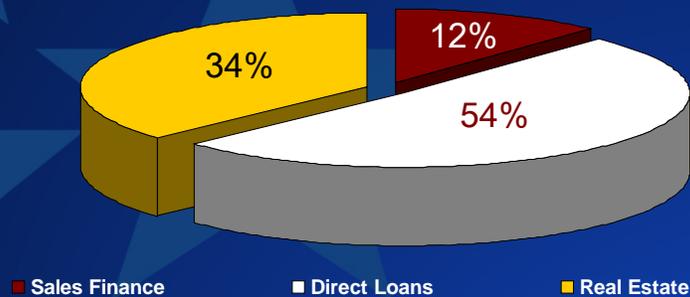
- 80 Years of Consumer Lending Experience
- 64 Offices - 7 opened since October, 2010
- High-Performing Affiliate
  - 2010 ROTCE 41.22% <sup>(1)</sup>
  - 2010 ROA 3.58%
  - 2010 ROE 36.66%



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

### Regency Finance Company Loan Portfolio – \$163 Million

87% of Real Estate Loans are First Mortgages



As of December 31, 2010

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### Wealth Management

- Trust, Fiduciary and Institutional Investment Services
  - Over 70 Years Managing Wealth
  - \$2.3 Billion Under Management at December 31, 2010
- Individual Investment Services
  - Brokerage, Mutual Funds and Annuities
  - Life and Long-Term Care Insurance Planning

### Insurance

- Property, Casualty, Life and Employee Benefits
- Risk Management, Risk Transfer and Cost Containment Services
- Eight offices, located in Central and Western PA
- 80% Commercial; 20% Personal
  - 78% Property and Casualty
  - 22% Life and Benefits
- Annual premiums of \$98 Million

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## Merchant Banking

- Junior capital provider offering flexible financing solutions
  - Mezzanine debt, subordinated notes, equity capital
  - Growth or expansion capital, buyouts and ownership transition financing
  - No early stage or real estate financing
  - Typical investment between \$1 million and \$7 million
- Total outstandings of \$22 million as of December 31, 2010
- Successfully harvested two relationships in 2010 contributing \$2.3 million to fee revenue
- Founded in 2005

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## Pennsylvania Marcellus Shale





## Pennsylvania Marcellus Shale

### The Future: Economic Opportunity 2010 Economic Impact Study - Update

|                    | 2011           | 2015           | 2020           |
|--------------------|----------------|----------------|----------------|
| Economic Value:    | \$10.1 Billion | \$14.4 Billion | \$18.8 Billion |
| State/Local Taxes: | \$987 Million  | \$1.4 Billion  | \$1.87 Billion |
| <b>Total Jobs:</b> | <b>111,413</b> | <b>160,205</b> | <b>211,909</b> |

Source: "The Economic Impacts of the Pennsylvania Marcellus Shale Natural Gas Play: An Update", May 24, 2010, Penn State

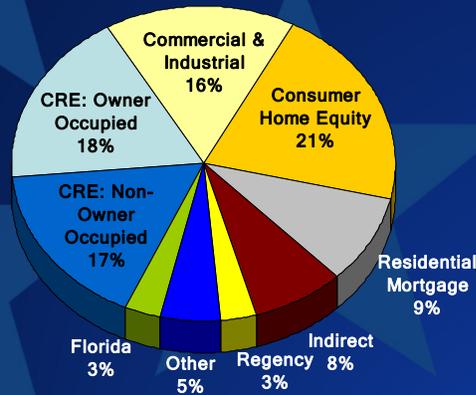
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## LOAN COMPOSITION & CREDIT QUALITY

## Diversified Loan Portfolio

\$6.1 Billion Outstanding as of December 31, 2010

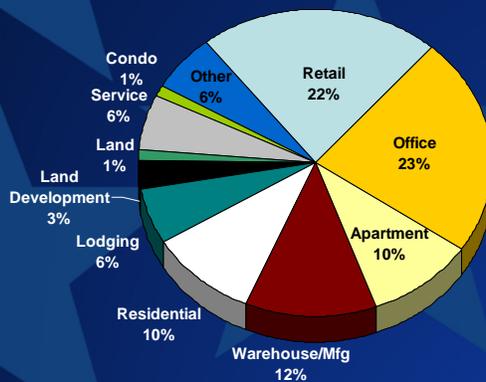


- Shared National Credits
  - 4.0% of total loan portfolio
  - In market customers and prospects
- Avoided subprime and Alt-A mortgages
- Construction and land development total only 3.3% and 0.7%, respectively, of FNB's total loan portfolio

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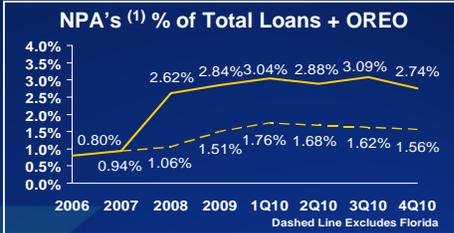
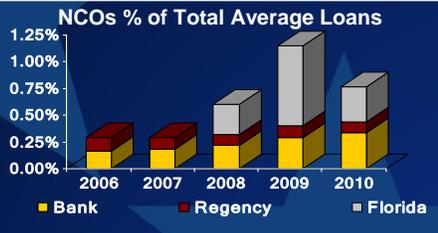
## Commercial Real Estate Portfolio

\$1.1 Billion in CRE Non-Owner Occupied as of December 31, 2010 (excluding Florida)

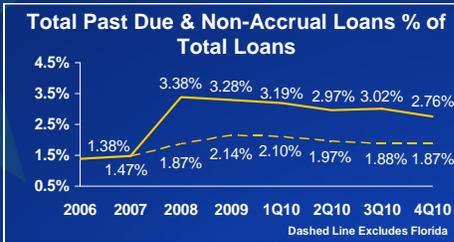
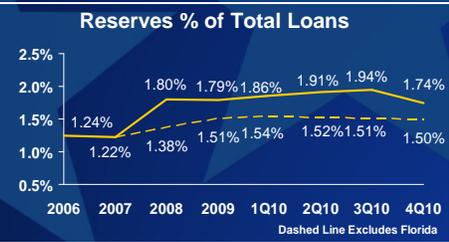


- Diverse Portfolio
- Solid Credit Quality Results
  - 2.15% Total delinquency
  - 2.14% Non-performing loans + OREO/Total loans + OREO

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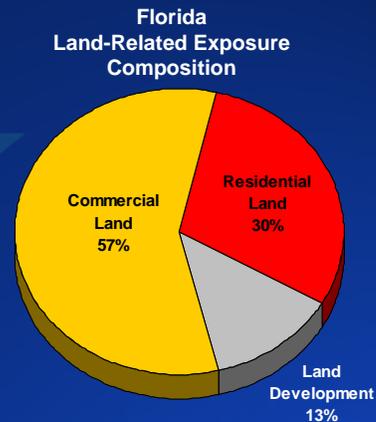


<sup>(1)</sup> Excludes non-performing investments



**\$78 Million in Florida Land-Related Exposure as of December 31, 2010 <sup>(1)</sup>**

- **Florida Land-Related Exposure**
  - Loans of \$63 million represent only 1.0% of total loan portfolio
  - OREO of \$15 million
  - Total 2010 year-over-year exposure reduction of \$25 million, or 24%
- **Total Florida Portfolio**
  - Loans of \$195 million represent only 3.2% of total loan portfolio
  - Total 2010 year-over-year exposure reduction of \$38 million, or 15%



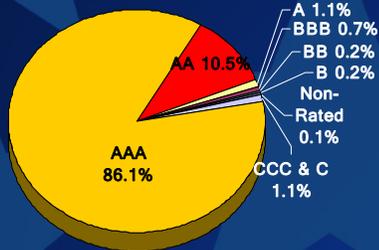
<sup>(1)</sup> Exposure refers to period-end loans plus OREO

# FINANCIALS

## Earning Assets - Investments

### Investment Portfolio Ratings as of December 31, 2010

% of Total \$1.7 Billion Portfolio



| Investment                     | Ratings By Investment - %                              | Amount <sup>(1)</sup> (in \$ millions) |
|--------------------------------|--|--|
| Agency - MBS                   | AAA  | \$900                                  |
| Agency - Senior Notes          | AAA  | \$305                                  |
| CMO - Agency                   | AAA  | \$219                                  |
| Municipals                     | AAA - 1%<br>AA - 88%<br>A - 8%<br>BBB - 3%             | \$196                                  |
| Short-Term                     | AAA  | \$16                                   |
| CMO - Private Label            | AAA - 43%<br>AA - 22%<br>CCC - 35%                     | \$34                                   |
| Trust Preferred <sup>(2)</sup> | A - 14%<br>BBB - 27%<br>BB - 15%<br>B - 17%<br>C - 27% | \$22                                   |
| Bank Stocks                    | Non-Rated  | \$2                                    |
| <b>Total</b>                   |  | <b>\$1,694</b>                         |

(1) Amounts shown reflect GAAP

(2) Original cost of \$55 million; adjusted cost of \$37 million; fair value of \$21 million



## Fourth Quarter Results

|   | 4Q10    | 3Q10    | 4Q09    |
|---|---------|---------|---------|
| <b>Profitability</b>                                  |         |         |         |
| Earnings per Common Share                             | \$ 0.21 | \$ 0.15 | \$ 0.04 |
| Return on Tangible Common Equity <sup>(1)</sup>       | 19.28%  | 14.56%  | 4.66%   |
| Return on Tangible Assets <sup>(2)</sup>              | 1.15%   | 0.87%   | 0.28%   |
| <b>Operating</b>                                      |         |         |         |
| Loan Growth <sup>(3)</sup>                            | 3.1%    | 4.1%    | 4.3%    |
| Deposit and TM Growth <sup>(3) (4)</sup>              | 4.5%    | 4.6%    | 6.1%    |
| Transaction Deposits and TM Growth <sup>(3) (4)</sup> | 9.7%    | 8.1%    | 10.6%   |
| Net Interest Margin                                   | 3.77%   | 3.78%   | 3.77%   |
| Efficiency Ratio                                      | 54.46%  | 61.54%  | 66.28%  |

(1) Calculated by dividing net income less amortization of intangibles by average common equity less average intangibles.

(2) Calculated by dividing net income less amortization of intangibles by average assets less average intangibles.

(3) Annualized linked-quarter data, based on average balances.

(4) TM = Treasury Management

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## Full Year Results

|   | 2010    | 2009    |
|---|---------|---------|
| <b>Profitability</b>                                  |         |         |
| Earnings per Common Share                             | \$ 0.65 | \$ 0.32 |
| Return on Tangible Common Equity <sup>(1)</sup>       | 16.02%  | 8.74%   |
| Return on Tangible Assets <sup>(2)</sup>              | 0.95%   | 0.57%   |
| <b>Operating</b>                                      |         |         |
| Loan Growth <sup>(3)</sup>                            | 4.1%    | 0.5%    |
| Pennsylvania Commercial Loan Growth                   | 5.1%    | 3.9%    |
| Deposit and TM Growth <sup>(3) (4)</sup>              | 4.9%    | 6.9%    |
| Transaction Deposits and TM Growth <sup>(3) (4)</sup> | 8.8%    | 13.5%   |
| Net Interest Margin                                   | 3.77%   | 3.65%   |
| Efficiency Ratio                                      | 59.96%  | 65.52%  |

(1) Calculated by dividing net income less amortization of intangibles by average common equity less average intangibles.

(2) Calculated by dividing net income less amortization of intangibles by average assets less average intangibles.

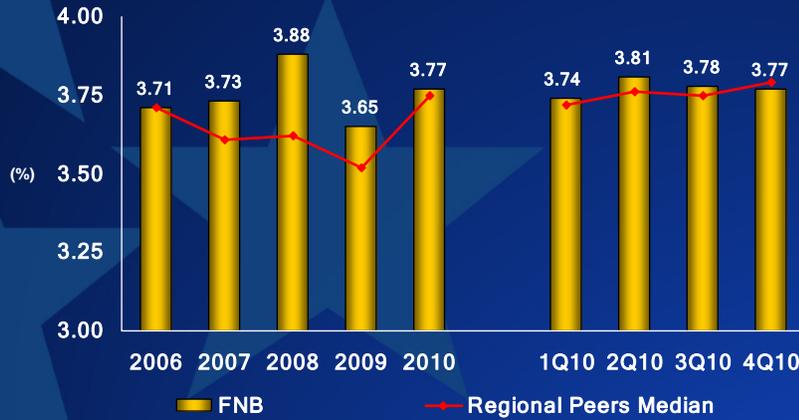
(3) Year-over-year growth, based on period-end balances.

(4) TM = Treasury Management

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## Stable Margin

### Stable Net Interest Margin



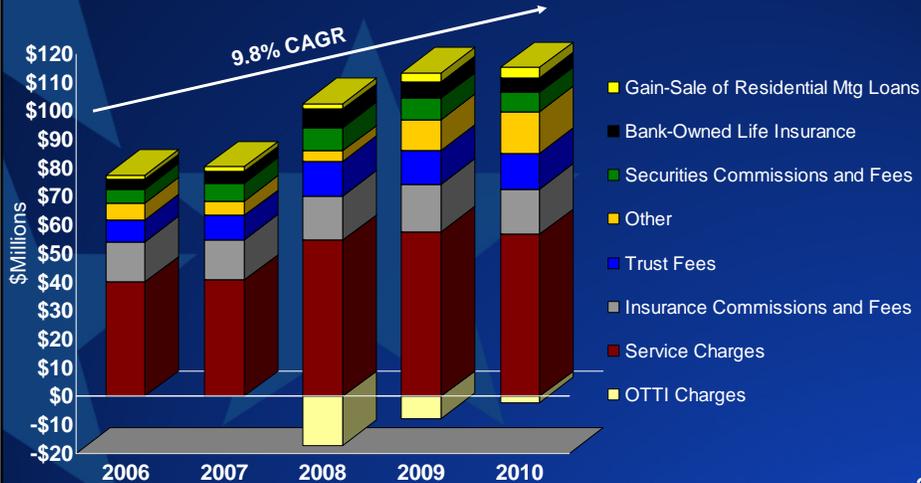
Source: SNL Financial

Regional peers include: CSE, CBC, CBSH, CHFC, CBU, CRBC, FCF, FFBC, FMBI, FMER, FULT, HTLF, MBFI, NBTB, NPBC, ONB, PRK, PVTB, SBNY, SRCE, STBA, SUSQ, TAYC, TCB, UBSI, UMBF, VLY, WL, WSBC, WL and WTFC

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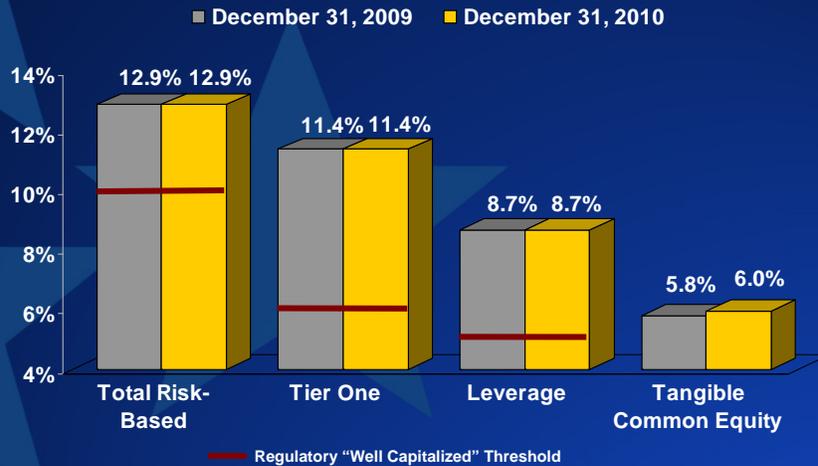
## Fee Income

### 2010 Fee Income as Percentage of Operating Revenue 28%<sup>(1)</sup>



(1) Excludes securities gains and other-than-temporary impairment charges

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- Completed January 1, 2011
- Natural market extension into northeastern Pennsylvania
- Opportunity to leverage core strengths in commercial and consumer banking
- Financial Highlights
  - Assets of \$620 million
  - Loans of \$445 million<sup>(1)</sup>
  - Deposits of \$560 million<sup>(1)</sup>
  - Projected 2011 EPS accretion of approximately 2%<sup>(2)</sup>



● F.N.B. Corporation Pre-Acquisition  
● Acquired Comm Bancorp, Inc

(1) Prior to purchase accounting adjustments.  
(2) Excluding projected one-time merger costs of \$5.0 million.

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# INVESTMENT THESIS

## Long-Term Investment Thesis

Targeted EPS Growth 5-6%

Expected Dividend Yield 4-6%  
(Payout Ratio 60-70%)

= Total Shareholder Return 9-12%

*2010 Total Shareholder Return = 53.4%*

## Relative Valuation Multiples

|  | F.N.B.<br>Corporation | Peer Median       |                   |
|--|-----------------------|-------------------|-------------------|
|  |                       | Regional<br>Banks | National<br>Banks |
| <b>Price<sup>(1)</sup>/Earnings Ratio</b>                              |                       |                   |                   |
| FY11 Consensus EPS (F.N.B.=\$0.70)                                     | 14.93x                | 16.52x            | 16.55x            |
| FY12 Consensus EPS (F.N.B.=\$0.83)                                     | 12.59x                | 12.90x            | 13.82x            |
| <b>Price<sup>(1)</sup>-to-Tangible Common Book Value<sup>(2)</sup></b> | <b>2.38x</b>          | 1.49x             | 1.52x             |
| <b>Dividend Yield<sup>(1)</sup></b>                                    | <b>4.59%</b>          | 1.83%             | 1.63%             |

(1) Based on February 7, 2011 closing prices (F.N.B.=\$10.45)

(2) Represents total common equity less intangibles

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## Summary

- Leading market share among community banks in Central and Western PA
- Executing organic growth strategy and capitalizing on opportunities presented in markets of operation
- Experienced management team with proven ability to integrate acquisitions
- Diversified revenue stream

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## APPENDIX

- Loan Risk Profile
- Established Board of Directors
- GAAP to Non-GAAP Reconciliations
- Fourth Quarter 2010 Earnings Release (January 24, 2011)

## Loan Risk Profile

### Loan Risk Profile as of December 31, 2010

|                              | Balance <sup>(1)</sup> | % of Loans    | YTD Net Charge-Offs/Loans <sup>(2)</sup> | Total Past Due / Loans | NPL/Loans    |
|------------------------------|------------------------|---------------|--|------------------------|--------------|
| CRE Owner Occupied           | 1,115,723              | 18%           | 0.20%                                    | 3.12%                  | 2.15%        |
| CRE Non-Owner Occupied       | 1,055,973              | 17%           | 0.38%                                    | 2.15%                  | 1.83%        |
| Commercial & Industrial      | 971,015                | 16%           | 0.40%                                    | 1.19%                  | 1.01%        |
| Home Equity & Other Consumer | 1,405,638              | 23%           | 0.43%                                    | 0.95%                  | 0.73%        |
| Residential Mortgage         | 567,523                | 9%            | 0.12%                                    | 2.02%                  | 1.21%        |
| Indirect Consumer            | 497,251                | 8%            | 0.45%                                    | 1.30%                  | 0.15%        |
| Florida                      | 195,281                | 3%            | 8.83%                                    | 29.56%                 | 28.28%       |
| Regency Finance              | 162,805                | 3%            | 3.83%                                    | 4.22%                  | 4.98%        |
| Other                        | 116,946                | 2%            | 1.08%                                    | 2.16%                  | 0.83%        |
| <b>Total</b>                 | <b>6,088,155</b>       | <b>100.0%</b> | <b>0.77%</b>                             | <b>2.76%</b>           | <b>2.22%</b> |

(1) Period end balances, in \$ millions

(2) Annualized



## Established Board of Directors

| <u>Name</u>          | <u>Age</u> | <u>Director Since</u> | <u>Biography</u>   |
|----------------------|------------|-----------------------|--|
| Stephen J. Gurgovits | 67         | 1981                  | President and Chief Executive Officer  |
| William B. Campbell  | 72         | 1975                  | Chairman of the Board  |
| Henry M. Ekker       | 71         | 1994                  | Partner with Ekker, Kuster, McConnell & Epstein, LLP   |
| Phillip E. Gingerich | 73         | 2008                  | Director of Omega from 1994 to 2008; Retired Real Estate Appraiser and Consultant  |
| Robert B. Goldstein  | 70         | 2003                  | Principal of CapGen Financial Advisors LLC since 2007; Former Chairman of Bay View Capital                               |
| Dawne S. Hickton     | 53         | 2006                  | Vice Chairman and CEO of RTI International Metals, Inc. since 2007   |
| David J. Malone      | 56         | 2005                  | President and CEO of Gateway Financial since 2004  |
| D. Stephen Martz     | 68         | 2008                  | Former Director, President & COO of Omega  |
| Peter Mortensen      | 75         | 1974                  | Chairman of F.N.B. from 1988 to 2007   |
| Harry F. Radcliffe   | 60         | 2002                  | Investment Manager   |
| Arthur J. Rooney II  | 58         | 2006                  | President, Pittsburgh Steelers Sports, Inc.; of Counsel with Buchanan, Ingersoll & Rooney LLP                            |
| John W. Rose         | 61         | 2003                  | Principal of CapGen Financial Advisors LLC since 2007; President of McAllen Capital Partners, Inc. since 1991            |
| Stanton R. Sheetz    | 55         | 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   | 49         | 1995                  | President of Nick Strimbu, Inc. since 1994   |
| Earl K. Wahl, Jr.    | 70         | 2002                  | Owner, J.E.D. Corporation  |

Appendix



## GAAP to Non-GAAP Reconciliation

|  | 2010           |               | 2009           | For the Year Ended December 31 |           |
|--|----------------|---------------|----------------|--------------------------------|-----------|
|  | Fourth Quarter | Third Quarter | Fourth Quarter | 2010                           | 2009      |
| <b>Return on average tangible equity (1):</b>        |                |               |                |                                |           |
| Net income (annualized)                              | \$93,364       | \$68,308      | \$18,077       | \$74,652                       | \$32,803  |
| Amortization of intangibles, net of tax (annualized) | 4,315          | 4,319         | 4,457          | 4,364                          | 4,607     |
|  | 97,679         | 72,627        | 22,534         | 79,016                         | 37,410    |
| Average total shareholders' equity                   | 1,068,468      | 1,062,512     | 1,052,483      | 1,057,732                      | 1,063,104 |
| Less: Average preferred shareholders' equity         |                |               |                | 0                              | (63,602)  |
| Less: Average intangibles                            | (561,946)      | (563,631)     | (568,666)      | (564,448)                      | (571,492) |
|  | 506,522        | 498,881       | 483,817        | 493,284                        | 428,010   |
| Return on average tangible equity (1)                | 19.28%         | 14.56%        | 4.66%          | 16.02%                         | 8.74%     |
| <b>Return on average tangible assets (2):</b>        |                |               |                |                                |           |
| Net income (annualized)                              | \$93,364       | \$68,308      | \$18,077       | \$74,652                       | \$41,111  |
| Amortization of intangibles, net of tax (annualized) | 4,315          | 4,319         | 4,457          | 4,364                          | 4,607     |
|  | 97,679         | 72,627        | 22,534         | 79,016                         | 45,718    |
| Average total assets                                 | 9,044,812      | 8,958,692     | 8,681,532      | 8,906,734                      | 8,606,188 |
| Less: Average intangibles                            | (561,946)      | (563,631)     | (568,666)      | (564,448)                      | (571,492) |
|  | 8,482,866      | 8,395,061     | 8,112,866      | 8,342,286                      | 8,034,696 |
| Return on average tangible assets (2)                | 1.15%          | 0.87%         | 0.28%          | 0.95%                          | 0.57%     |

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

Appendix



## GAAP to Non-GAAP Reconciliation

|  | 2010              |                  | 2009              | For the Year<br>Ended December 31, |             |
|--|-------------------|------------------|-------------------|------------------------------------|-------------|
|  | Fourth<br>Quarter | Third<br>Quarter | Fourth<br>Quarter | 2010                               | 2009        |
| <b>Tangible book value per share:</b>                    |                   |                  |                   |                                    |             |
| Total shareholders' equity                               | \$1,066,124       | \$1,064,846      | \$1,043,302       | \$1,066,124                        | \$1,043,302 |
| Less: intangibles  | (561,149)         | (562,820)        | (567,851)         | (561,149)                          | (567,851)   |
|  | 504,975           | 502,026          | 475,451           | 504,975                            | 475,451     |
| Ending shares outstanding                                | 114,747,085       | 114,632,850      | 114,111,695       | 114,747,085                        | 114,111,695 |
| Tangible book value per share                            | \$4.40            | \$4.38           | \$4.17            | \$4.40                             | \$4.17      |
| <b>Tangible book value per share excluding AOCI (3):</b> |                   |                  |                   |                                    |             |
| Total shareholders' equity                               | \$1,066,124       | \$1,064,846      | \$1,043,302       | \$1,066,124                        | \$1,043,302 |
| Less: intangibles  | (561,149)         | (562,820)        | (567,851)         | (561,149)                          | (567,851)   |
| Less: AOCI   | 33,732            | 23,481           | 30,633            | 33,732                             | 30,633      |
|  | 538,707           | 525,507          | 506,084           | 538,707                            | 506,084     |
| Ending shares outstanding                                | 114,747,085       | 114,632,850      | 114,111,695       | 114,747,085                        | 114,111,695 |
| Tangible book value per share excluding AOCI (3)         | \$4.69            | \$4.58           | \$4.43            | \$4.69                             | \$4.43      |

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

Appendix



## GAAP to Non-GAAP Reconciliation

|  | 2010              |                  | 2009              |
|--|-------------------|------------------|-------------------|
|  | Fourth<br>Quarter | Third<br>Quarter | Fourth<br>Quarter |
| <b>Tangible equity / tangible assets (period end):</b>                     |                   |                  |                   |
| Total shareholders' equity   | \$1,066,124       | \$1,064,846      | \$1,043,302       |
| Less: intangibles  | (561,149)         | (562,820)        | (567,851)         |
|  | 504,975           | 502,026          | 475,451           |
| Total assets   | 8,959,915         | 8,993,043        | 8,709,077         |
| Less: intangibles  | (561,149)         | (562,820)        | (567,851)         |
|  | 8,398,766         | 8,430,223        | 8,141,226         |
| Tangible equity / tangible assets (period end)                             | 6.01%             | 5.96%            | 5.84%             |
| <b>Tangible equity, excluding AOCI / tangible assets (period end) (3):</b> |                   |                  |                   |
| Total shareholders' equity   | \$1,066,124       | \$1,064,846      | \$1,043,302       |
| Less: intangibles  | (561,149)         | (562,820)        | (567,851)         |
| Less: AOCI   | 33,732            | 23,481           | 30,633            |
|  | 538,707           | 525,507          | 506,084           |
| Total assets   | 8,959,915         | 8,993,043        | 8,709,077         |
| Less: intangibles  | (561,149)         | (562,820)        | (567,851)         |
|  | 8,398,766         | 8,430,223        | 8,141,226         |
| Tangible equity, excluding AOCI / tangible assets (period end) (3)         | 6.41%             | 6.23%            | 6.22%             |

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

Appendix