

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

## **Third Quarter 2011 Investor Presentation**

Dated: November 21, 2011



# 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.



# Forward-Looking Statements

## **ADDITIONAL INFORMATION ABOUT THE MERGER**

F.N.B. Corporation and Parkvale Financial Corporation have filed a proxy statement/prospectus and other relevant documents with the SEC in connection with the merger.

SHAREHOLDERS OF PARKVALE FINANCIAL CORPORATION ARE ADVISED TO READ THE PROXY STATEMENT/PROSPECTUS 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 proxy statement/prospectus and other relevant materials (when they become available), and any other documents F.N.B. Corporation has filed with the SEC, may be obtained free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov). In addition, investors and security holders may obtain free copies of the documents F.N.B. Corporation has filed with the SEC by contacting James Orie, Chief Legal Officer, F.N.B. Corporation, One F.N.B. Boulevard, Hermitage, PA 16148, telephone: (724) 983-3317 or Parkvale Financial Corporation by contacting Gilbert A. Riazzi, Chief Financial Officer, 4220 William Penn Highway, Monroeville, PA 15146, telephone: (412) 373-4804.

Parkvale Financial Corporation 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 Parkvale Financial Corporation common stock will be set forth in the proxy statement/prospectus relating to the merger when it becomes available. This communication does not constitute an offer of any securities for sale.



# 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 October 19, 2011 and in its periodic filings with the Securities and Exchange Commission.



# F.N.B. Corporation

Headquarters: Hermitage, PA

Bank Charter: 1864

Assets: \$9.95B (4th largest bank in PA)

Market Capitalization: \$1.4B at November 21, 2011

## Current Locations

234 Banking: 223 (PA), 11 (OH)

66 Consumer Finance: 22 (PA), 19 (TN), 17 (OH), 8 (KY)

## Business Lines

Banking

Wealth Management

Insurance

Consumer Finance

Merchant Banking





# Experienced Management Team

<u>Name</u>	<u>Position</u>	<u>Years of Banking Experience</u>
Steve Gurgovits	Chief Executive Officer	50
Vince Delie	President CEO, First National Bank of PA	24
Brian Lilly	Chief Operating Officer Vice Chairman	30
Vince Calabrese	Chief Financial Officer	23
Gary Guerrieri	Chief Credit Officer	24

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



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



# Market Characteristics

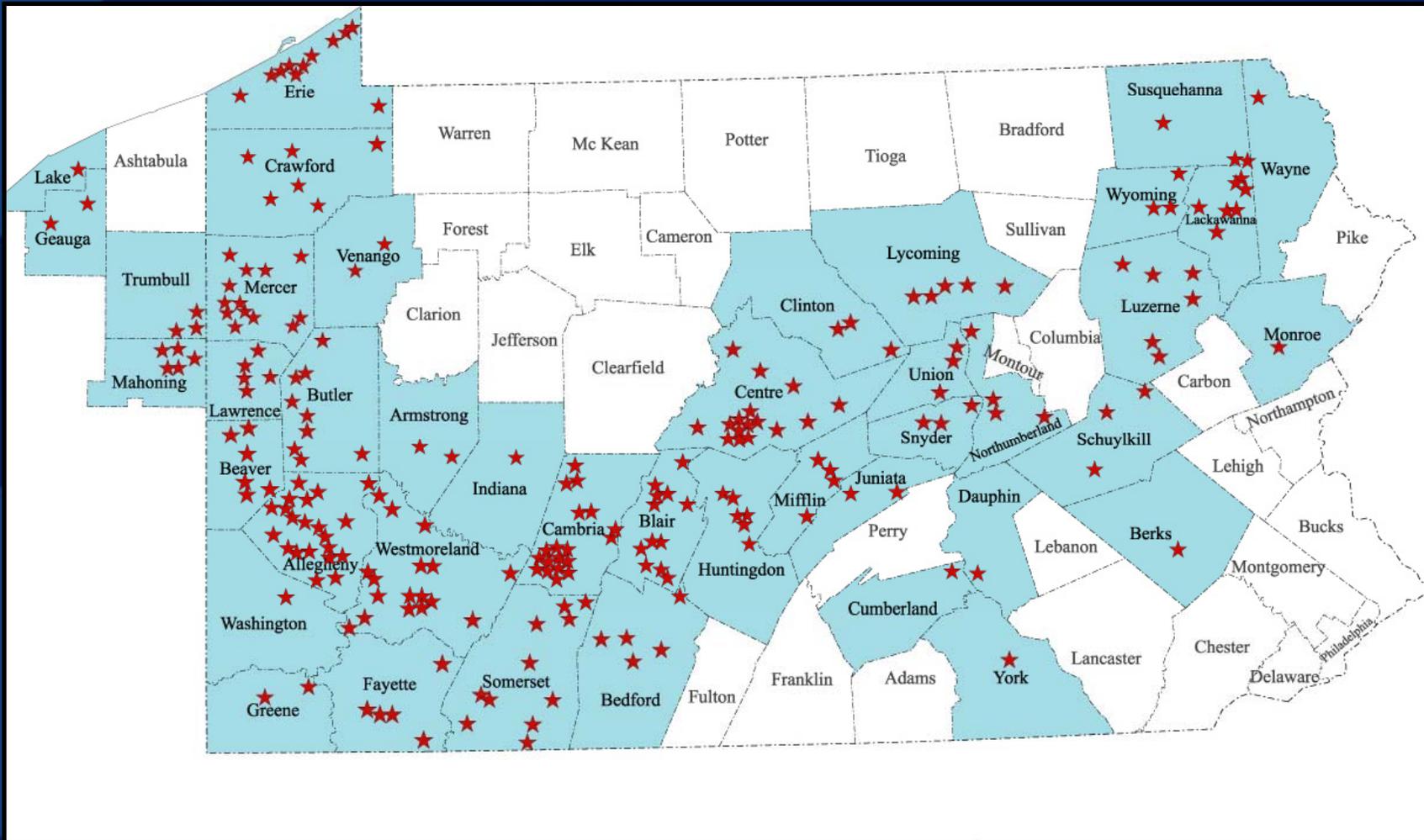
<u>FNB Region</u>	<u>Market Size Deposits</u>	<u>FNB Deposit Ranking</u>	<u>FNB Branches</u>
Pittsburgh	\$82.3B	3 <sup>rd</sup>	114
Northwest	\$25.8B	3 <sup>rd</sup>	54
Capital	\$38.7B	9 <sup>th</sup>	42
Central Mountain	\$12.0B	1 <sup>st</sup>	71

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

Source: SNL, company data; based on June 30, 2011 deposit data, Pittsburgh excludes custodian bank, pro-forma ownership as of October 26, 2011.

<sup>(1)</sup>MSA

# Banking Locations



★ 234 First National Bank Locations  
As of November 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 Inc.	347	48,728,203	32.46
2	Royal Bank of Scotland Group Plc	217	9,888,594	6.59
<b>3</b>	<b>F.N.B. Corp.</b>	<b>281</b>	<b>8,901,081</b>	<b>5.93</b>
4	Huntington Bancshares Inc.	127	5,838,885	3.89
5	M&T Bank Corp.	122	5,807,858	3.87
6	First Commonwealth Financial Corp.	101	4,010,036	2.67
7	Wells Fargo & Co.	47	3,655,698	2.43
8	Dollar Bank Federal Savings Bank	40	3,415,130	2.27
9	First Niagara Financial Group Inc.	66	3,266,697	2.18
10	Northwest Bancshares Inc.	90	3,012,483	2.01
	<b>Total (1-159)</b>	<b>2,716</b>	<b>150,135,522</b>	<b>100.00</b>

Source: SNL Financial

Deposit data as of June 30, 2011; excludes custodian bank, pro-forma ownership as of October 26, 2011.

# Third Quarter Highlights

## Solid Financial Results

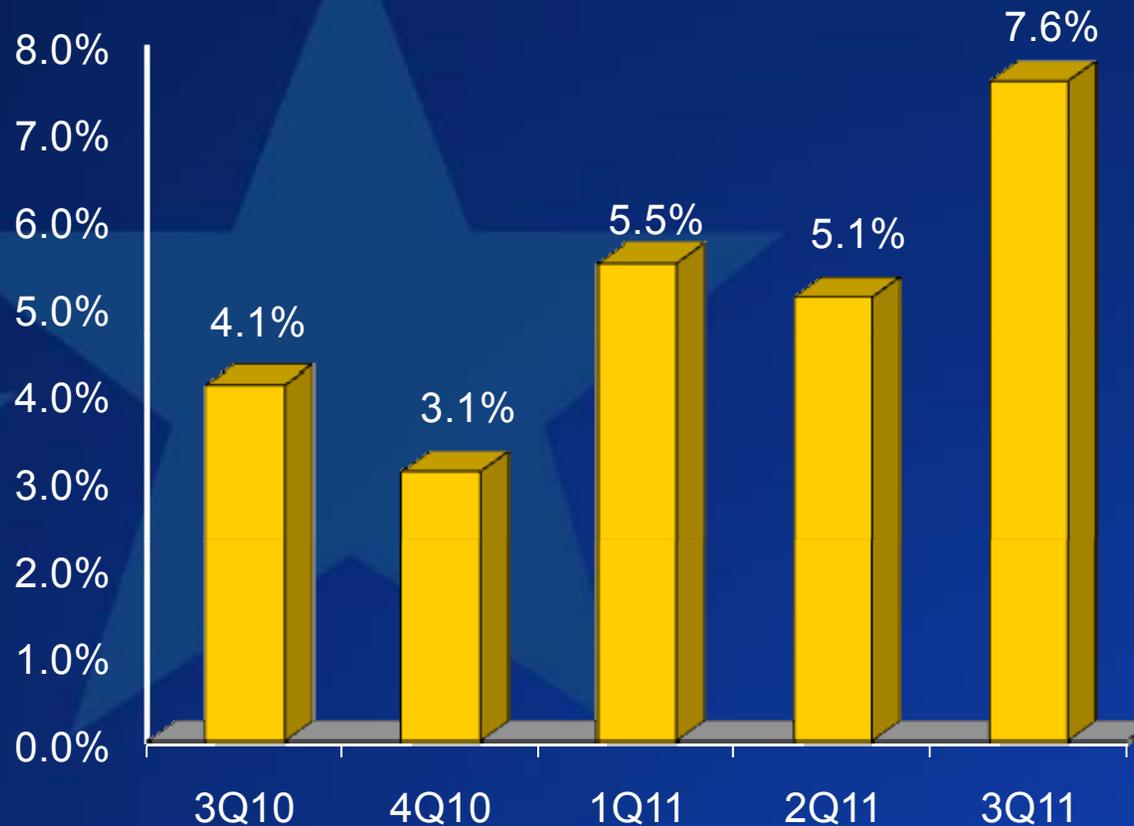
- ✓ EPS of \$0.19 per diluted share, improving from \$0.18 in the prior quarter and \$0.15 in the year-ago quarter.
- ✓ Eighth consecutive quarter of revenue growth
- ✓ Ninth consecutive quarter of total loan growth
- ✓ Continued strong transaction deposits and customer repo growth
- ✓ Stable net interest margin
- ✓ Continued good credit quality results

## Other Highlights

- ✓ Parkvale acquisition preparations proceeding as expected, with a targeted closing date in early January 2012.
- ✓ Notable recognitions received:
  - FNB named to Sandler O'Neill's 2011 Bank & Thrift Sm-All Stars
  - First National Bank named as one of "Pittsburgh's Top Workplaces 2011" by *The Pittsburgh Post-Gazette*.
  - First National Bank named as "One of the Best Places to Work" by the *Pittsburgh Business Times*.

# Winning Market Share

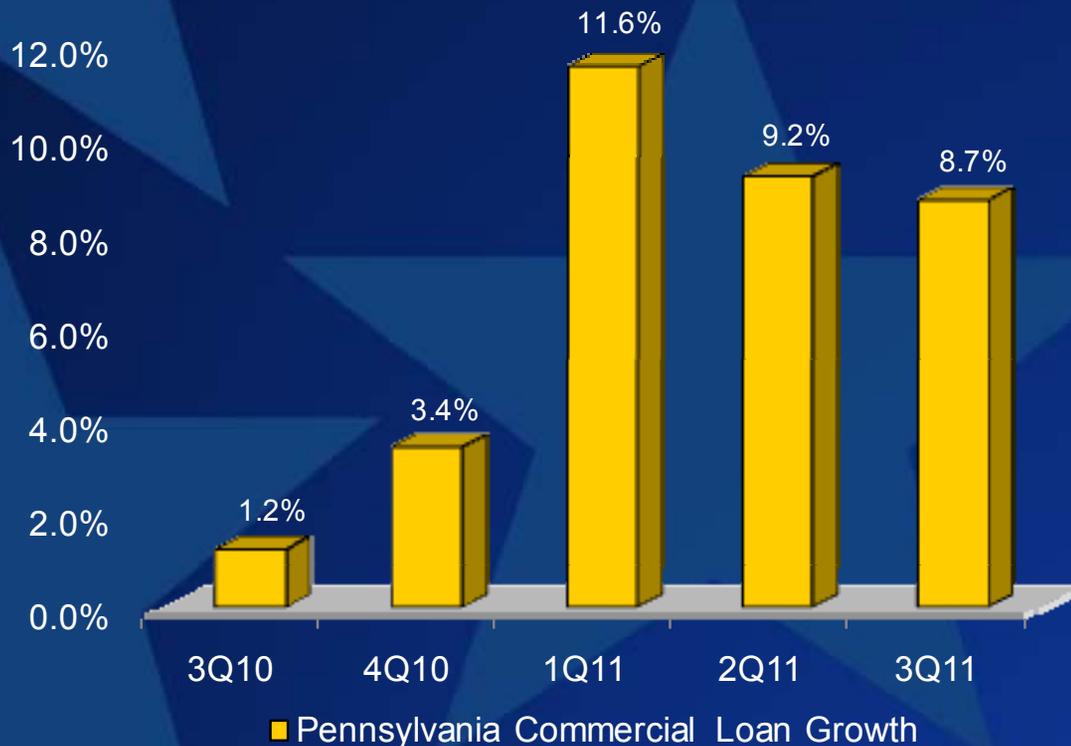
## Total Organic Loan Growth<sup>(1)</sup> Ninth Consecutive Quarter of Organic Growth



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

# Winning Market Share

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



### Third Quarter 2011

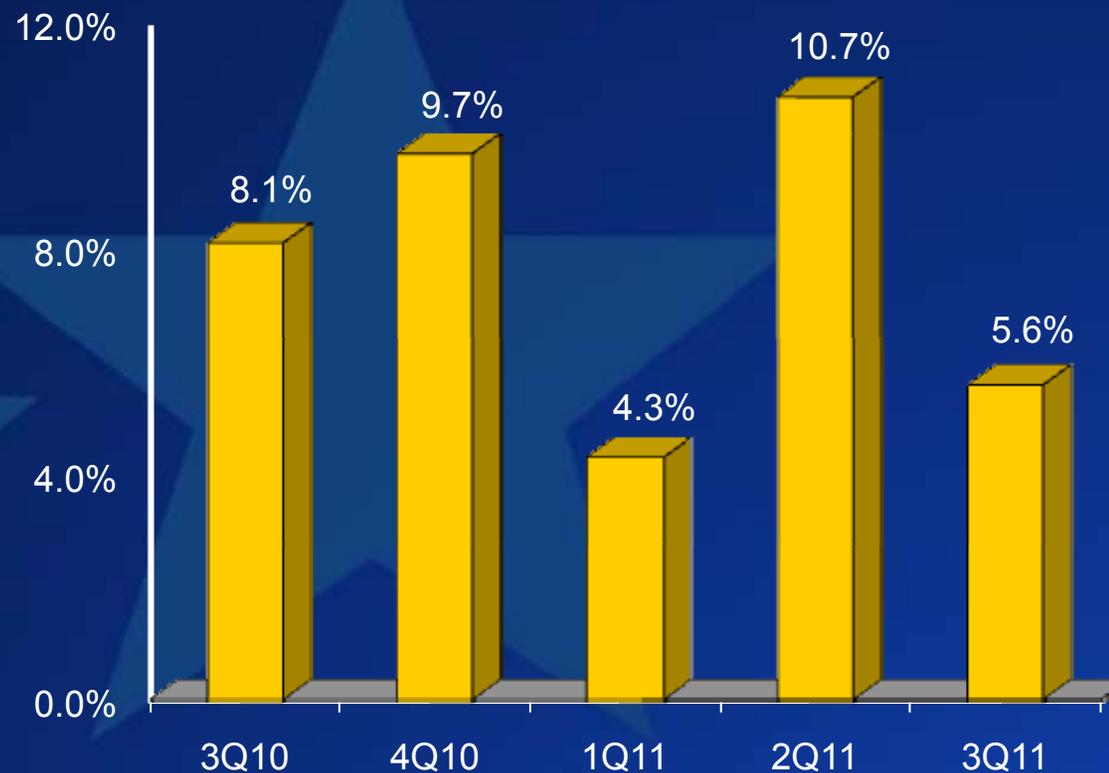
- Tenth consecutive linked-quarter organic growth for Pennsylvania commercial loans <sup>(2)</sup>
- Commercial line utilization rates remained stable at historically low levels

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

(2) Pennsylvania commercial portfolio organic loan growth, excludes Florida.

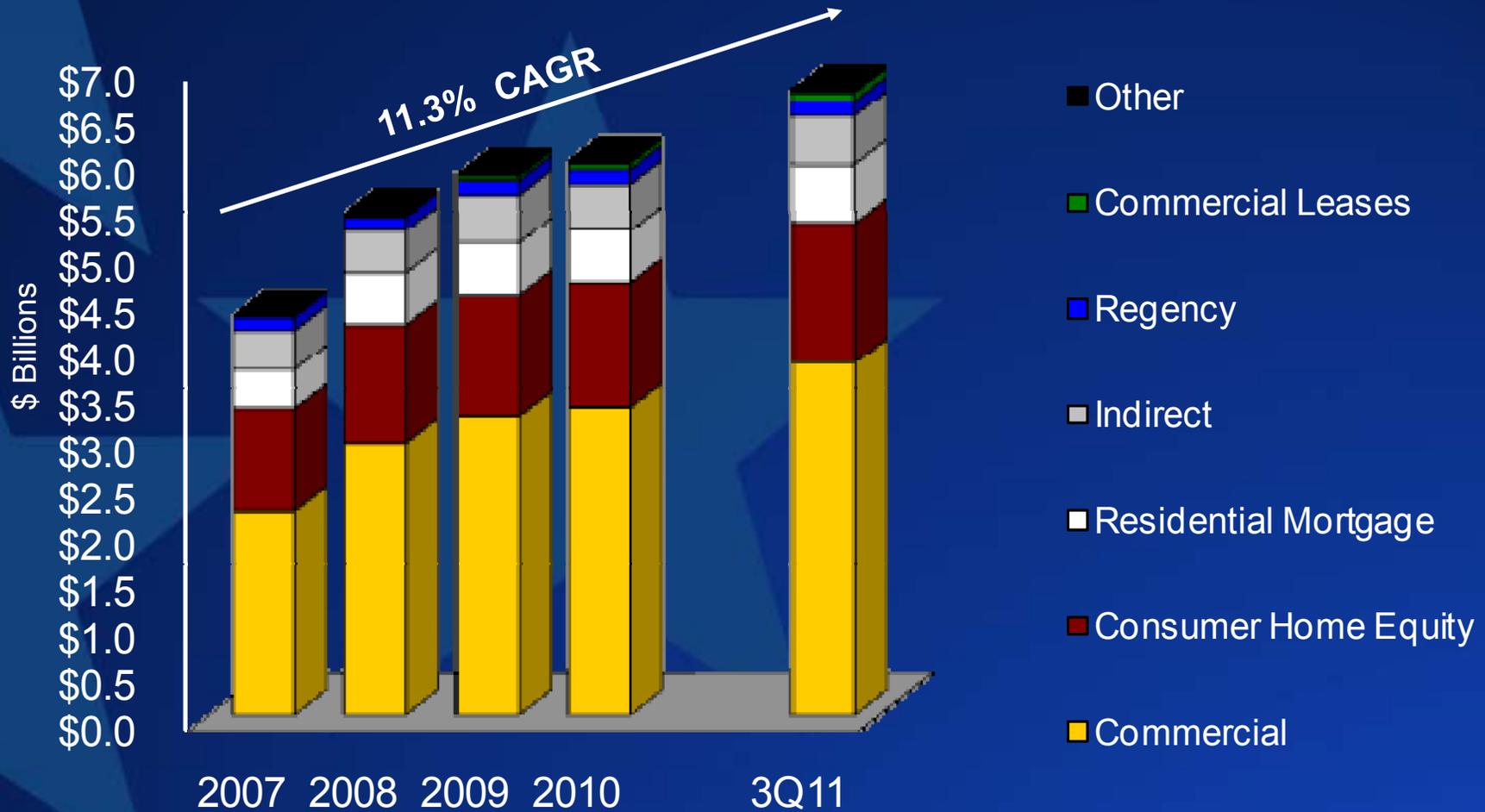
# Winning Market Share

## Transaction Deposit and Customer Repurchase Agreements Organic Growth<sup>(1)</sup>



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

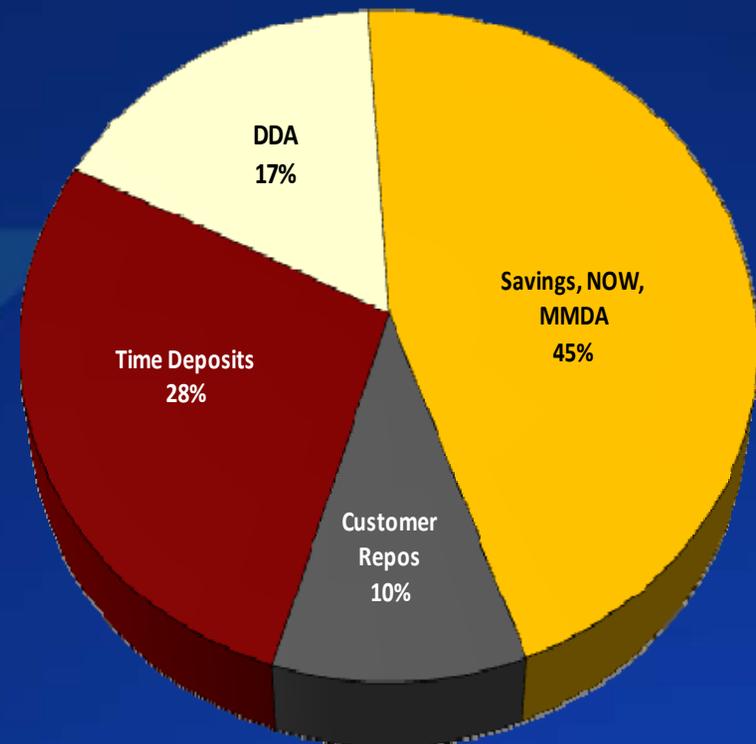
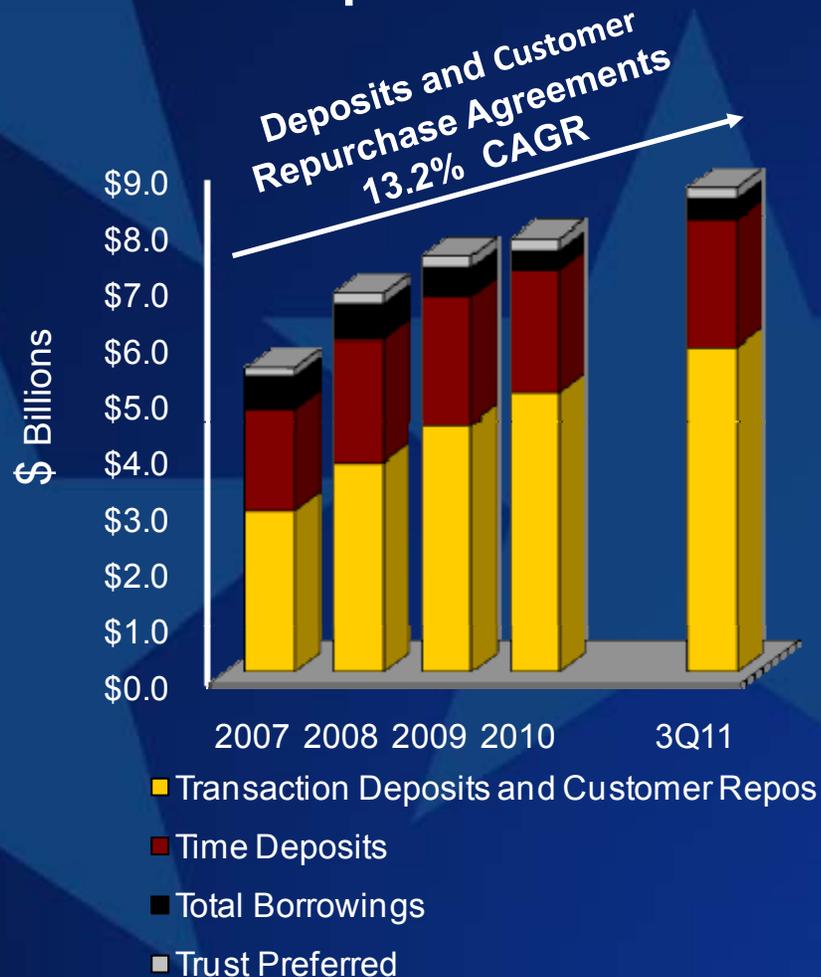
# Loan Composition



Based on average balances for each period presented.

## Customer Based Funding = 96% of Total Deposits and Borrowings

## Deposits and Customer Repurchase Agreements – \$8.0 Billion at September 30, 2011



Loans to deposits and customer repurchase agreements ratio of 84%

Based on average balances for each period presented.

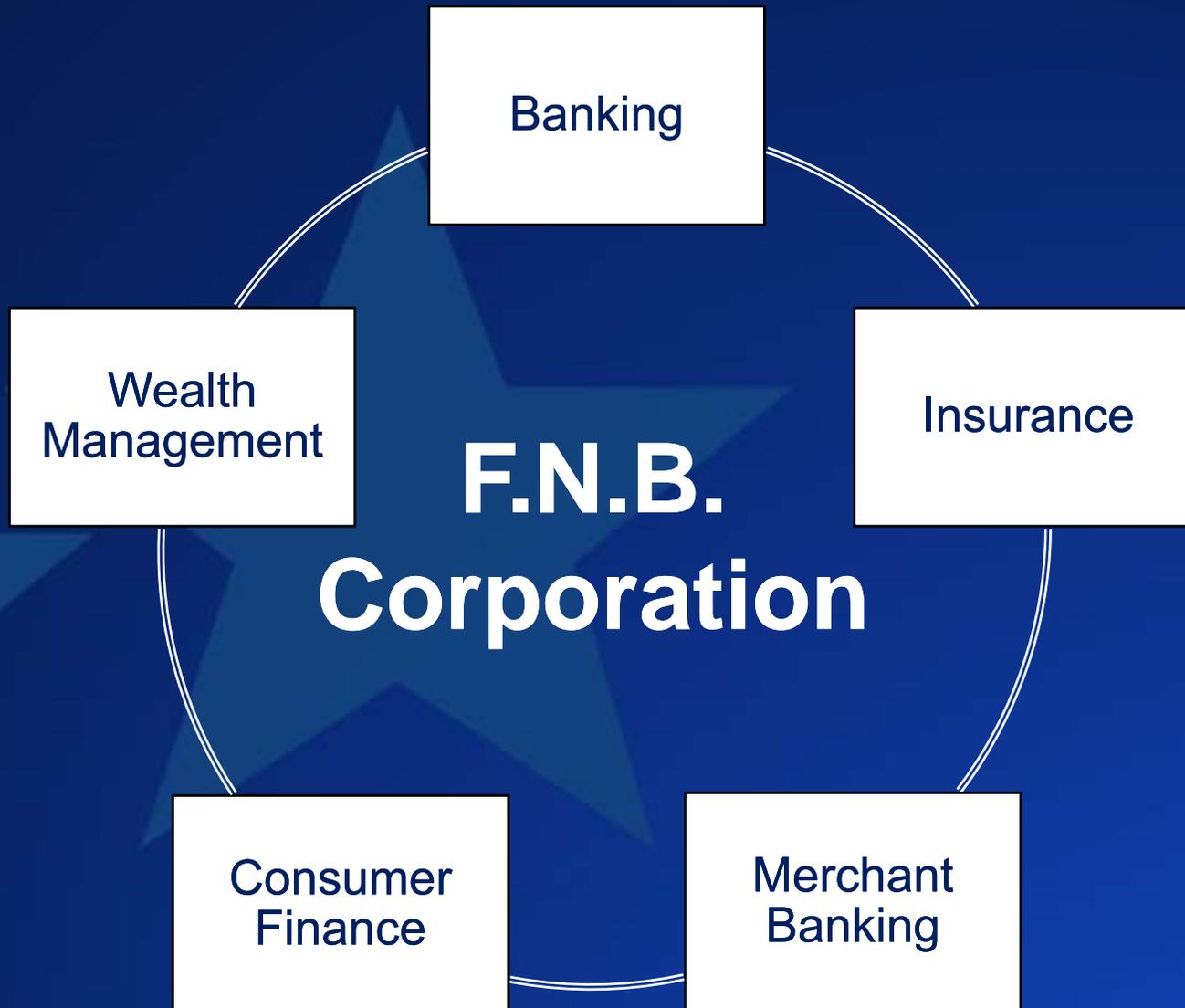


F.N.B. Corporation

Proven Merger Integrator



# Well Diversified Business





# Diversified Financial Services

Banking	Wealth Management	Insurance	Merchant Banking
<ul style="list-style-type: none"> <li>➤ Business Banking               <ul style="list-style-type: none"> <li>• Commercial Financing</li> <li>• Investment Real Estate Financing</li> <li>• Asset Based Lending</li> <li>• Lease Financing</li> <li>• Treasury Management Services</li> <li>• Swaps/Derivatives</li> </ul> </li> <li>➤ Personal Banking               <ul style="list-style-type: none"> <li>• Retail Banking</li> <li>• Private Banking</li> <li>• Workplace Banking</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>➤ Trust, Fiduciary and Institutional Investment Services               <ul style="list-style-type: none"> <li>• \$2.3 Billion Under Administration at September 30, 2011</li> <li>• Over 70 Years Managing Wealth</li> </ul> </li> <li>➤ Individual Investment Services               <ul style="list-style-type: none"> <li>• Brokerage, Mutual Funds, Annuities</li> <li>• Life and Long-Term Care Insurance Planning</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>➤ Property, Casualty, Life, Employee Benefits</li> <li>➤ Risk Management, Risk Transfer and Cost Containment Services</li> <li>➤ 80% Commercial; 20% Personal               <ul style="list-style-type: none"> <li>• 78% Property &amp; Casualty</li> <li>• 22% Life &amp; Benefits</li> </ul> </li> <li>➤ Premiums of \$95 million annually</li> </ul>	<ul style="list-style-type: none"> <li>➤ Mezzanine Debt, Subordinated Debt, Equity Capital</li> <li>➤ Total Outstandings of \$21 million at September 30, 2011</li> <li>➤ Founded in 2005</li> </ul>

## Regency Finance Company

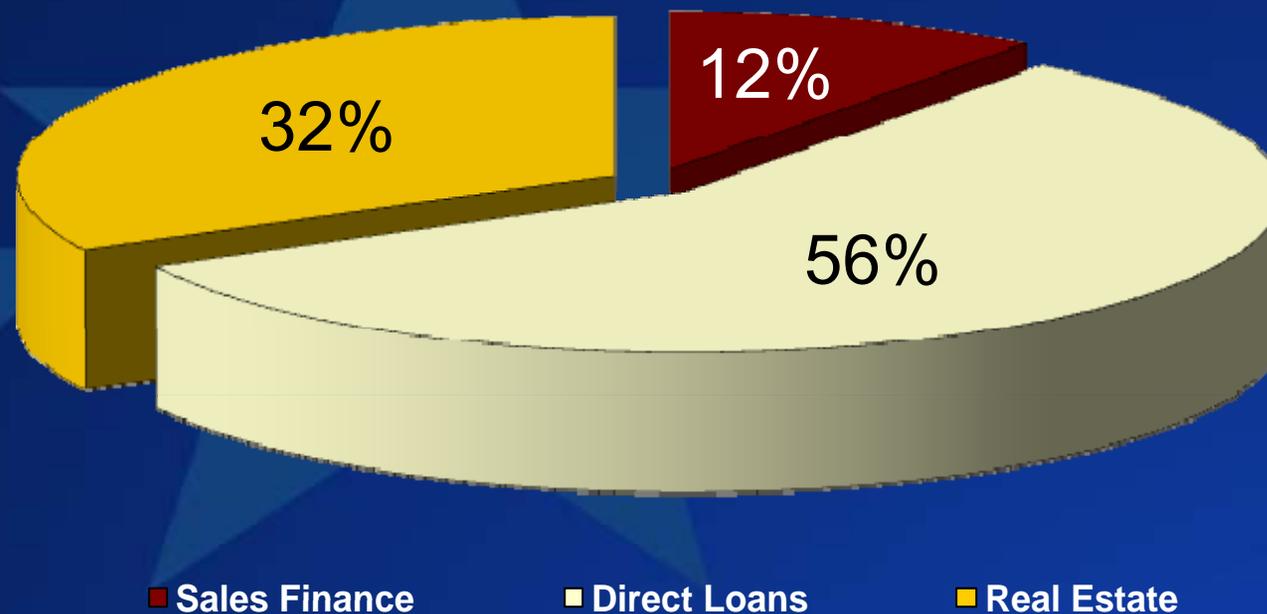
- Over 80 years of consumer lending experience
- 66 Offices - 10 opened since October, 2010
- High-Performing Affiliate
  - 3Q2011 YTD ROTCE 34.17% <sup>(1)</sup>
  - 3Q2011 YTD ROA 2.99%
  - 3Q2011 ROE 30.43%



<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 – \$162 Million

87% of Real Estate Loans are First Mortgages



As of September 30, 2011



# Parkvale Financial Corporation Transaction Highlights

Announce Date: June 15, 2011

# Parkvale Financial Corporation

## *Key Events*

*June 15, 2011:*  
Announce  
Date

*September 20, 2011:*  
Regulatory  
Approval  
Application  
Filed

*November 7, 2011:*  
SEC Form  
S-4 Effective

*December 15, 2011:*  
Expected  
PVSA  
Shareholder  
Meeting

*Early January 2012:*  
Expected  
Close

*Mid-February 2012:*  
Expected  
Conversion



# Parkvale Financial

## Compelling Strategic Rationale

### Strengthens FNB's Leading Pittsburgh Position

- ✓ Solidifies FNB's leading status in the Pittsburgh market
  - Pittsburgh MSA market rank moves significantly from #7 to #3
- ✓ Significantly enhances distribution capabilities and scale
- ✓ One of few meaningful opportunities left in the market

### Low Execution Risk

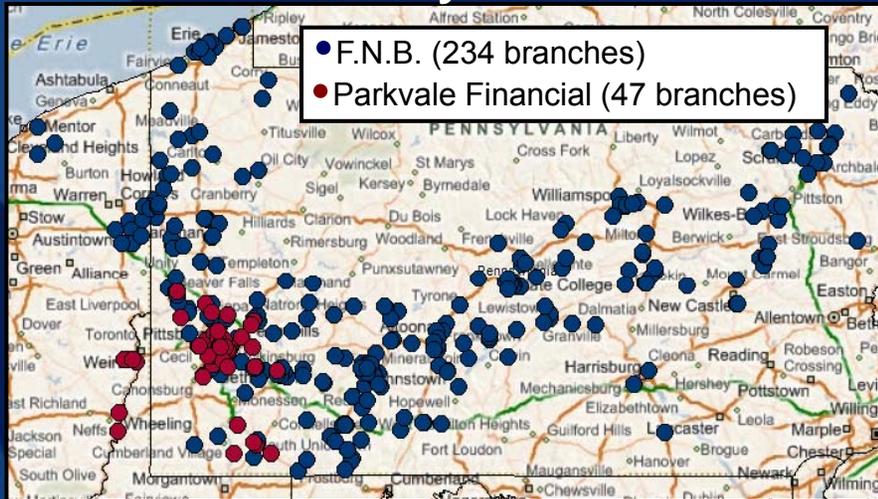
- ✓ In-market transaction
- ✓ Leverages experienced Pittsburgh-market management team
- ✓ FNB is a proven merger integrator – completed eight bank acquisitions since 2002 (\$6.1 billion in assets)

### Financially Attractive

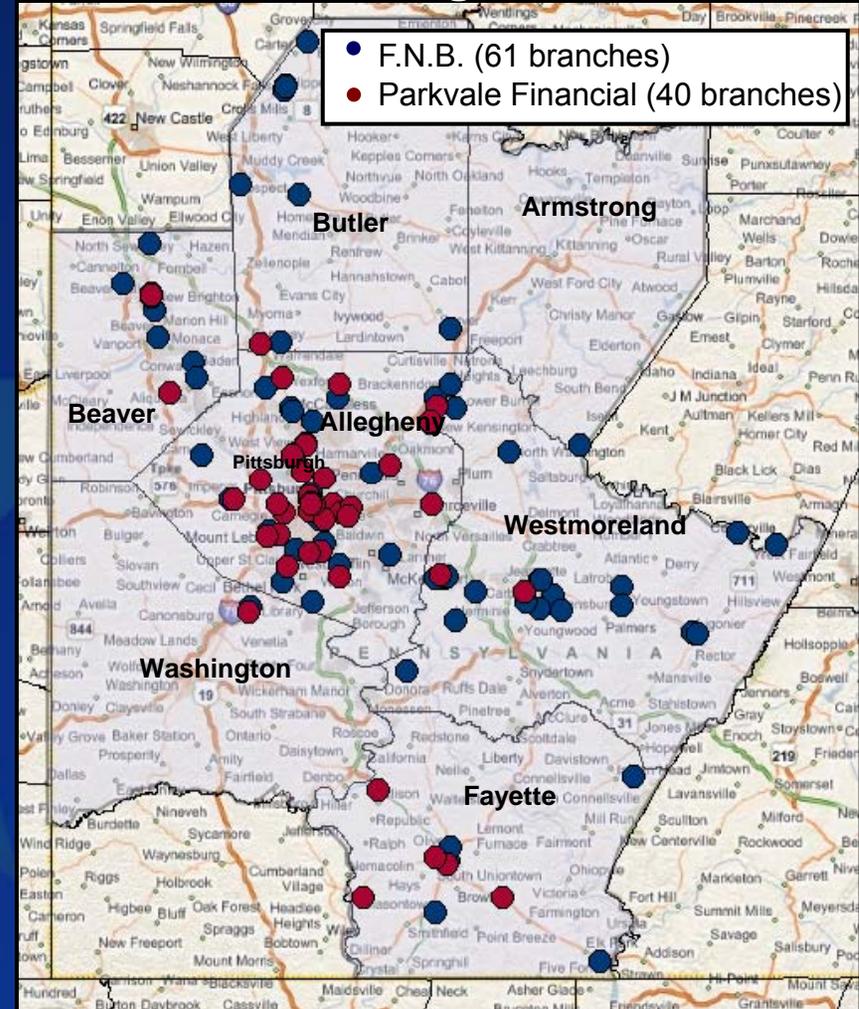
- ✓ Effective deployment of capital
  - EPS accretion of 6%
  - IRR  $\approx$  20%
- ✓ Significant operating efficiencies – 35% cost savings
- ✓ Neutral to tangible book value per share, after recent capital raise
  - Accretive to March 31, 2011 tangible book value per share (pre-capital raise)

# Leadership Position Pittsburgh MSA

## Pennsylvania



## Pittsburgh MSA



- Strong # 3 pro forma market share position (FNB currently #7) <sup>(1)</sup>
- #1 community bank in the market
- Leverages existing strengths to build on momentum in market
- FNB/Parkvale branch overlap – 19 branches, or 40%, within 1 mile

Source: SNL Financial.

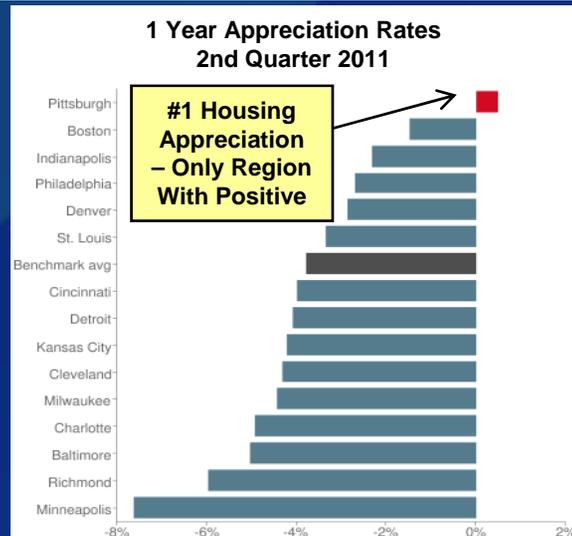
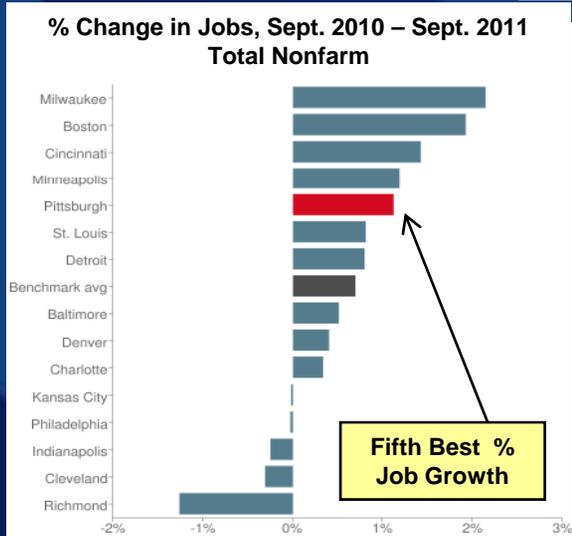
(1) Excludes custodian banks.

# Attractive Pittsburgh Market

## Pittsburgh Commercial Market – Continued Opportunity



## Pittsburgh MSA Economic Indicators



Source: PittsburghTODAY.org derived from Bureau of Labor Statistics, RealtyTrac and FHFA.



# Transaction Overview

<b>Consideration:</b>	\$22.48 <sup>(1)</sup> per Parkvale Financial share Fixed 2.178x exchange ratio 100% stock
<b>Deal Value:</b>	Approximately \$130 million <sup>(1)</sup>
<b>Detailed Due Diligence:</b>	Completed
<b>Required Approvals:</b>	Customary regulatory and Parkvale shareholders
<b>Expected Closing:</b>	Early January 2012
<b>TARP Repayment:</b>	Parkvale intends to redeem its \$32 million of TARP prior to closing, subject to Treasury approval.
<b>Board Seats:</b>	Robert J. McCarthy, Jr. will join the Board of Directors of F.N.B. Corporation, and one Parkvale board member, as mutually agreed, will become a director of First National Bank of Pennsylvania.

(1) Based on FNB stock price as of announcement date, Wednesday, June 15, 2011, \$10.32.



F.N.B. Corporation

# Pennsylvania Marcellus Shale







# Pennsylvania Marcellus Shale

## ➤ Penn State Study Update: *2011 Status, Economic Impacts and Future Potential* <sup>(1)</sup>:

	2011	2015	2020
Economic Value:	\$12.8 Billion	\$17.2 Billion	\$20.2 Billion
State/Local Taxes:	\$1.2 Billion	\$1.7 Billion	\$2.0 Billion
Total Jobs:	156,695	215,979	256,420

## ➤ Other:

- Marcellus and Utica Shale-related deals continue
  - During third quarter 2011, there were four Marcellus Shale deals totaling \$3.6 billion and four Utica Shale deals totaling \$3.1 billion, increased from \$2.3 billion in second quarter 2011 and \$325 million in first quarter 2011.<sup>(2)</sup>
- Lease and bonus payments to landowners totaled \$2.1 billion in 2010<sup>(1)</sup>
- Utica Shale gaining momentum - e.g. Chesapeake Energy Corp. has leased 1.25 million Utica acres.

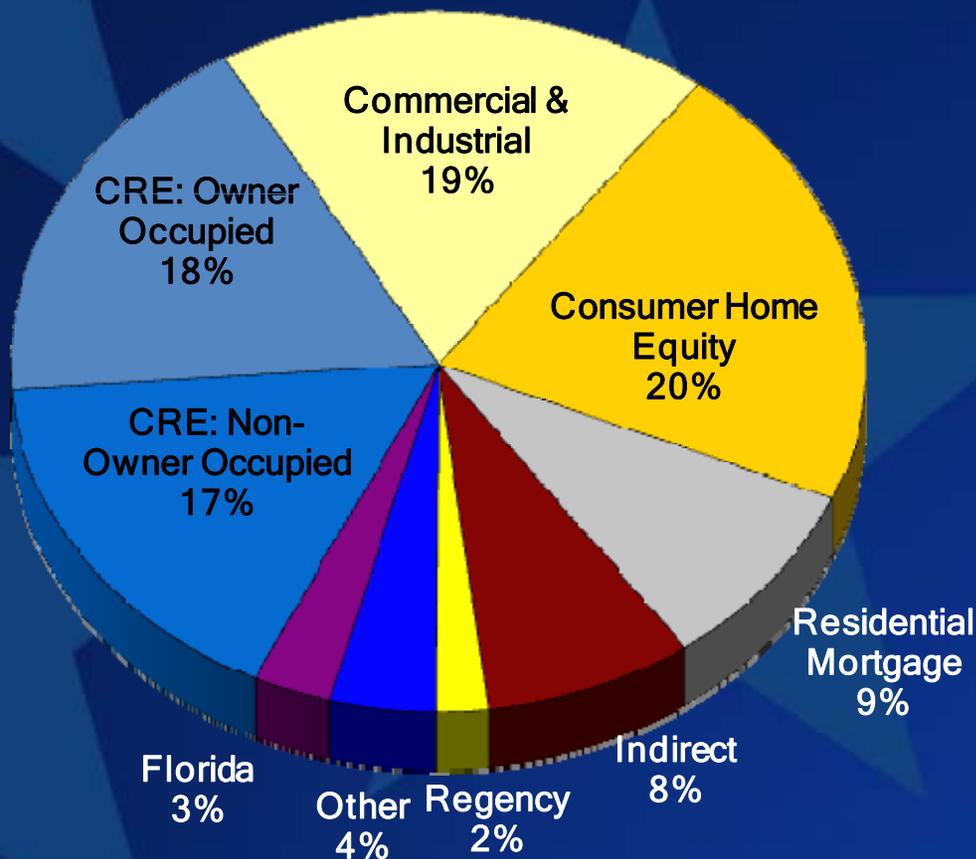
(1) Source: "The Pennsylvania Marcellus Shale Natural Gas Industry: Status, Economic Impacts and Future Potential", July 20, 2011, Penn State; (2) Source: *Pittsburgh Business Times*



# LOAN COMPOSITION & CREDIT QUALITY

# Diversified Loan Portfolio

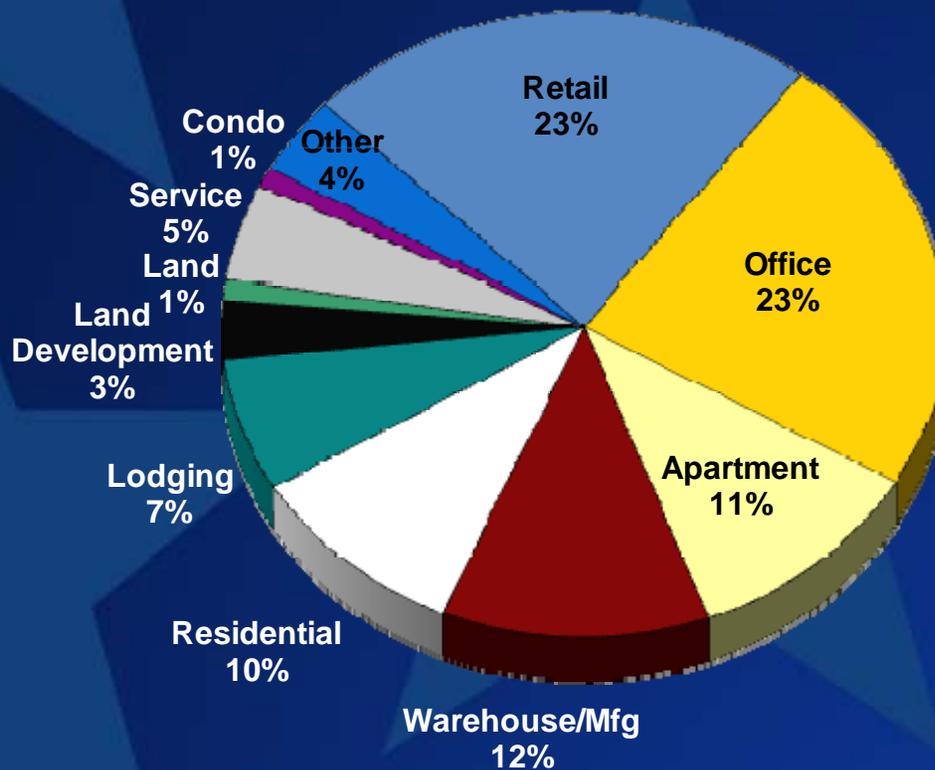
**\$6.8 Billion Outstanding as of September 30, 2011**



- Shared National Credits
  - 3.9% of total loan portfolio
  - In-market customers and prospects
- Avoided subprime and Alt-A mortgages
- Construction and land development total only 2.9% and 0.5%, respectively, of FNB's total loan portfolio

# Commercial Real Estate Portfolio

**\$1.2 Billion in CRE Non-Owner Occupied  
as of September 30, 2011 (excluding Florida)**

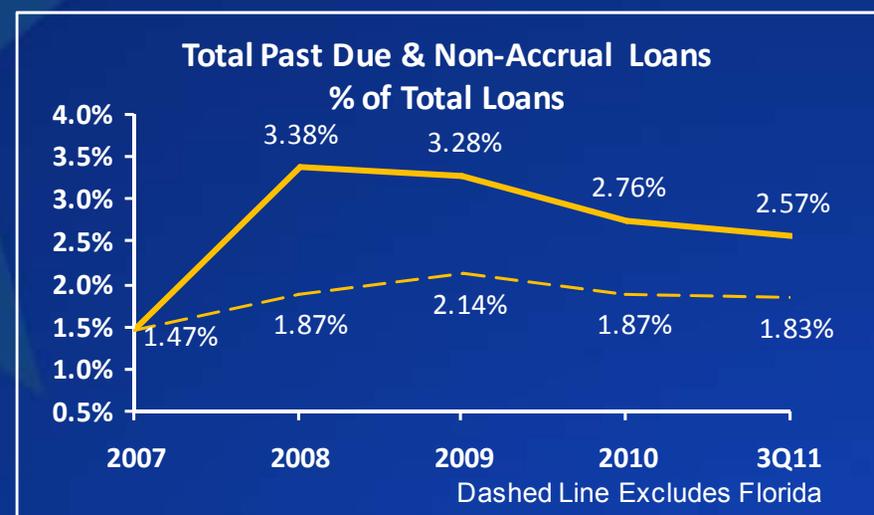
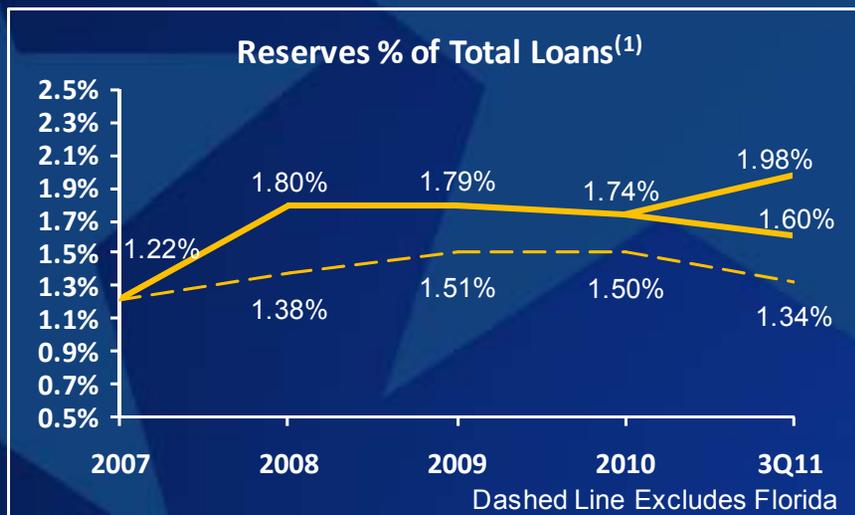
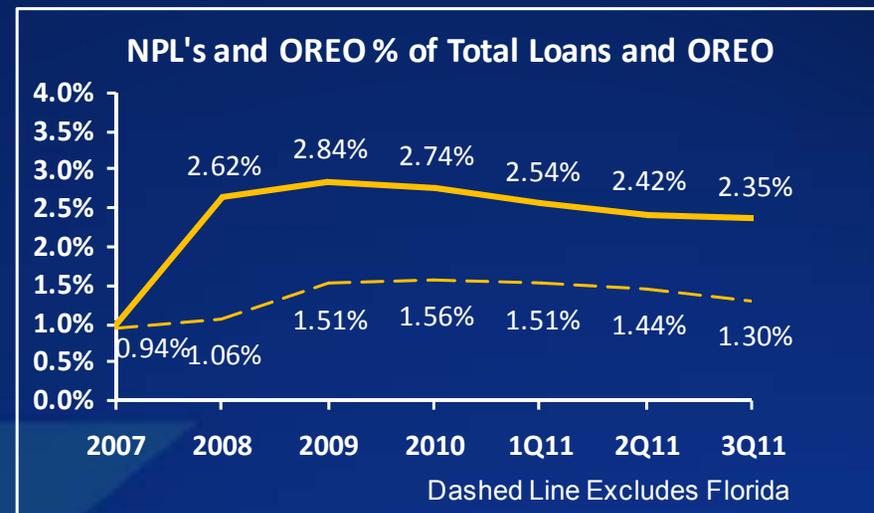
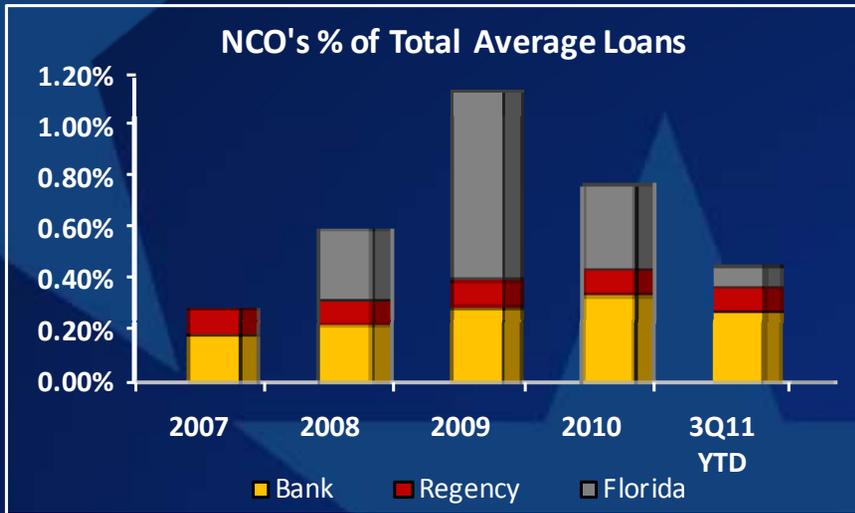


➤ Diverse Portfolio

➤ Solid Credit Quality Results

- 2.11% Total delinquency
- 1.80% Non-performing loans + OREO/Total loans + OREO

# Credit Quality



<sup>(1)</sup> 1.98% when including credit mark in both reserve for loan losses and total loans, refer to non-GAAP reconciliation in Appendix

# Florida Focus: Land-Related Exposure

\$70 Million in Florida Land-Related Exposure as of September 30, 2011 <sup>(1)</sup>

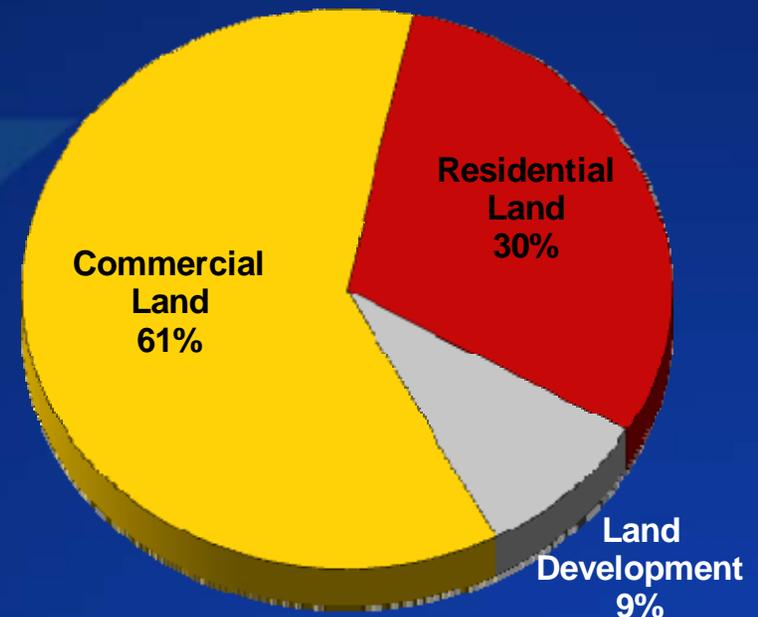
➤ **Florida Land-Related Exposure**

- Loans of \$50 million represent under 0.8% of total loan portfolio
- OREO of \$20 million
- Year-over-year exposure reduction of \$24 million, or 26%

➤ **Total Florida Portfolio**

- Loans of \$177 million represent only 2.6% of total loan portfolio
- Year-over-year exposure reduction of \$38 million, or 16%

**Florida  
Land-Related Exposure  
Composition**



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



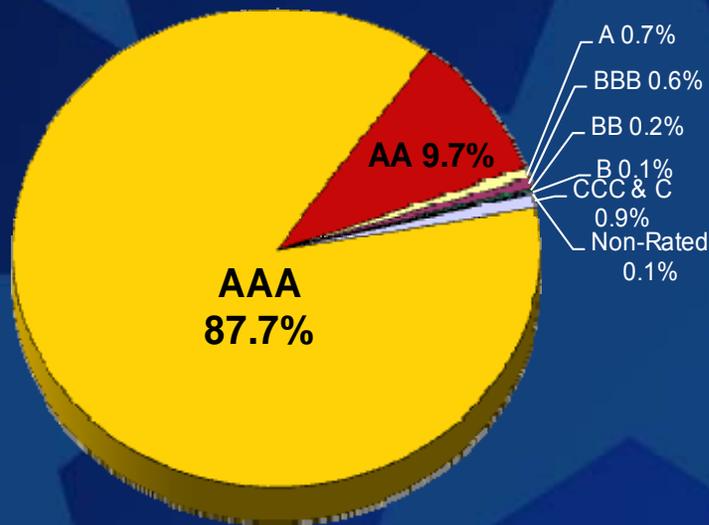
F.N.B. Corporation

# FINANCIALS

# Earning Assets - Investments

## Investment Portfolio Ratings as of September 30, 2011

% of Total \$1.8 Billion Portfolio



Investment	Ratings By Investment - %	Amount <sup>(1)</sup> (in \$ millions)
Agency - MBS	AAA	\$973
Agency - Senior Notes	AAA	\$313
CMO - Agency	AAA	\$265
Municipals	AAA - 2% AA - 92% A - 6%	\$192
Short-Term	AAA	\$35
CMO - Private Label	AAA - 29% AA - 9% A - 4% BBB - 20% CC - 24% CCC - 14%	\$27
Trust Preferred <sup>(2)</sup>	BBB - 28% BB - 21% B - 12% C - 39%	\$15
Bank Stocks	Non-Rated	\$2
<b>Total</b>		<b>\$1,822</b>

(1) Amounts shown reflect GAAP

(2) Original cost of \$48 million; adjusted cost of \$30 million; fair value of \$14 million



# Third Quarter Results

	<u>3Q11</u>	<u>2Q11</u>	<u>3Q10</u>
<b>Profitability</b>			
Earnings per Common Share	\$ 0.19	\$ 0.18	\$ 0.15
Return on Tangible Equity <sup>(1)</sup>	16.23%	16.77%	14.56%
Return on Tangible Assets <sup>(2)</sup>	1.06%	1.02%	0.87%
<b>Operating</b>			
Loan Growth <sup>(3)</sup>	7.6%	5.1%	4.1%
Total Deposit and Customer Repurchase Agreements Growth <sup>(3)</sup>	1.0%	6.3%	4.6%
Transaction Deposits and Customer Repurchase Agreements Growth <sup>(3)</sup>	5.6%	10.7%	8.1%
Net Interest Margin	3.79%	3.78%	3.78%
Efficiency Ratio	59.01%	58.32%	59.78%

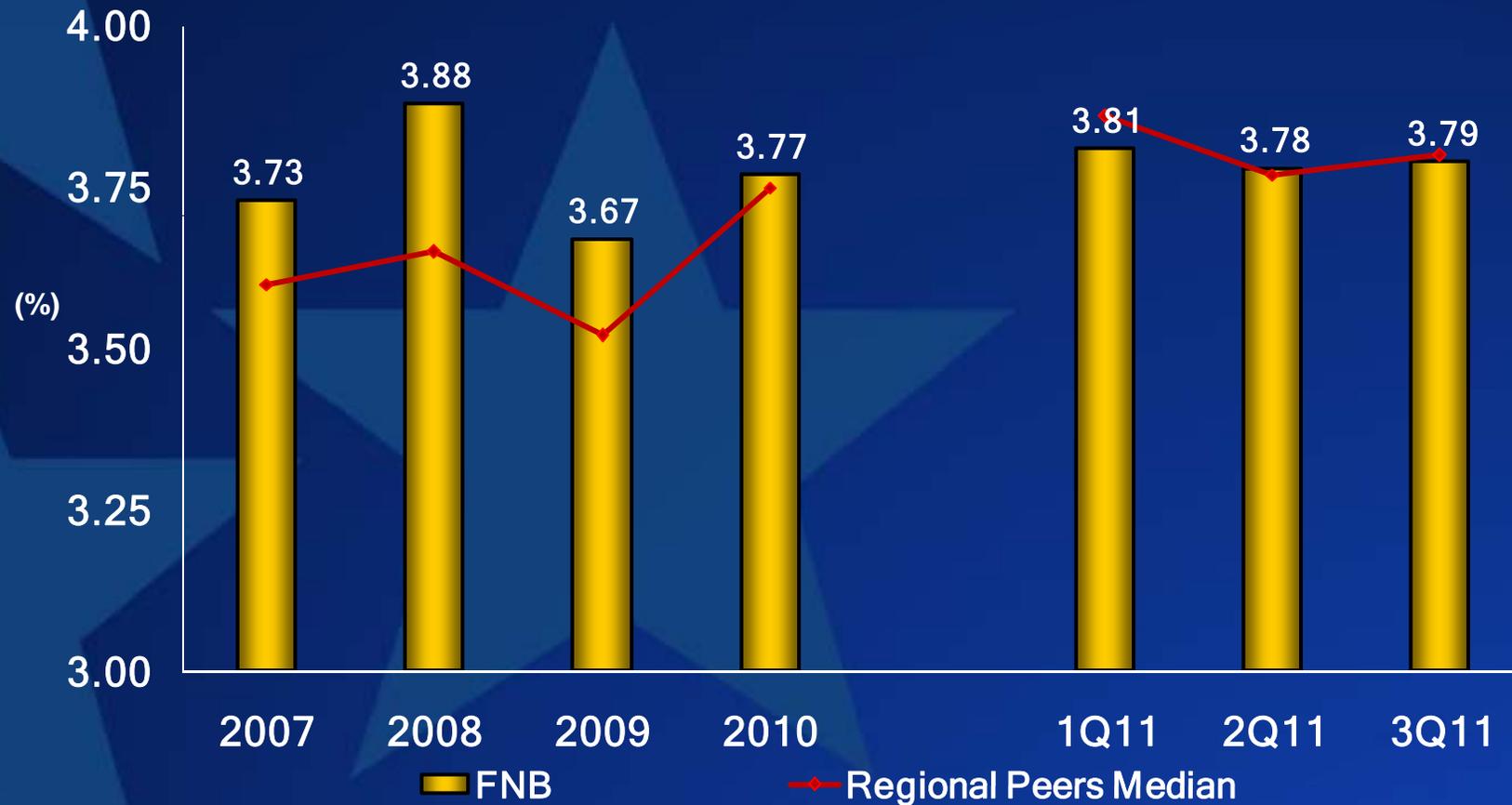
(1) Calculated by dividing net income less amortization of intangibles by average common equity less average intangibles.

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

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



# Stable Net Interest Margin

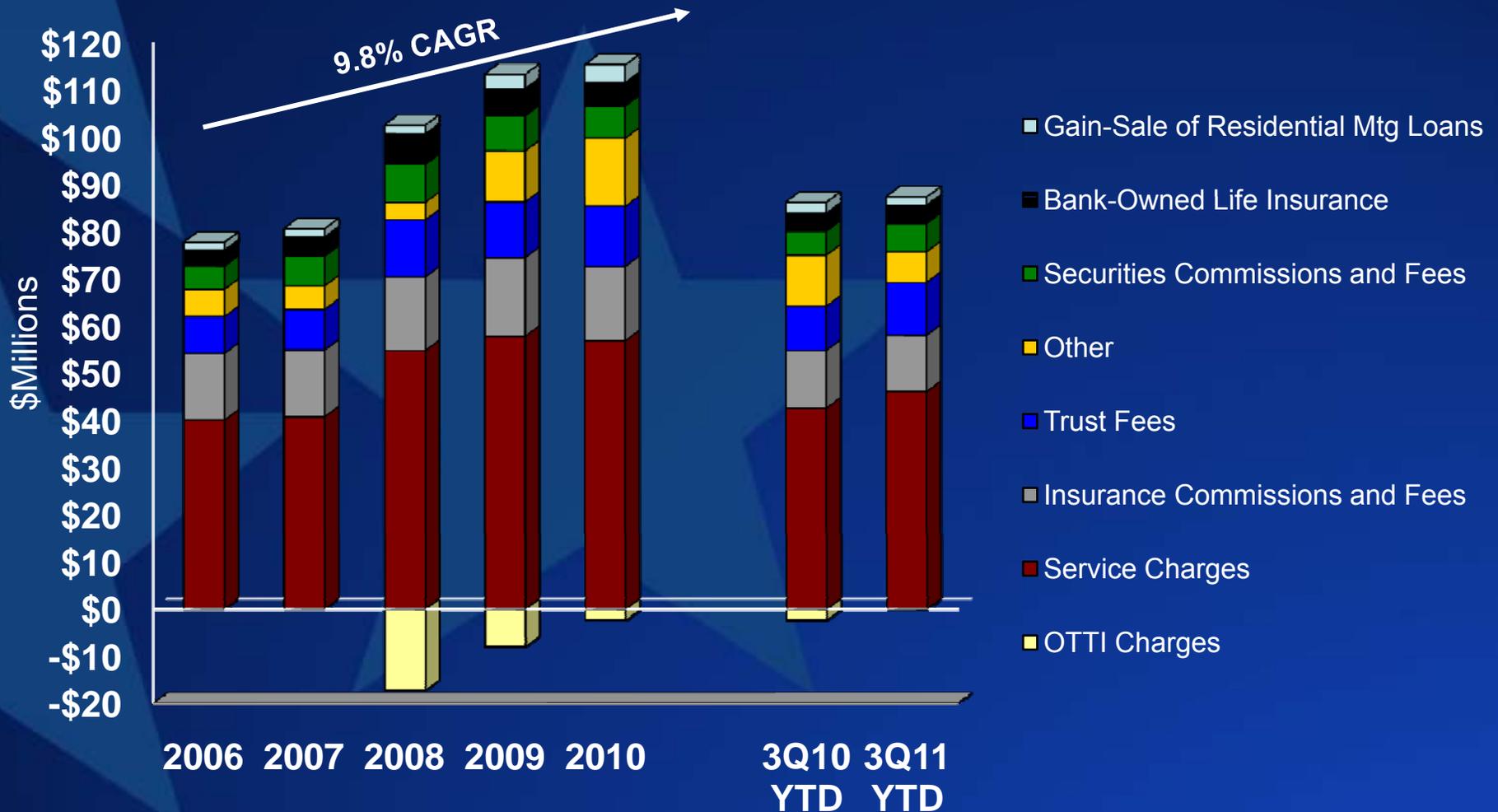


Source: SNL Financial

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

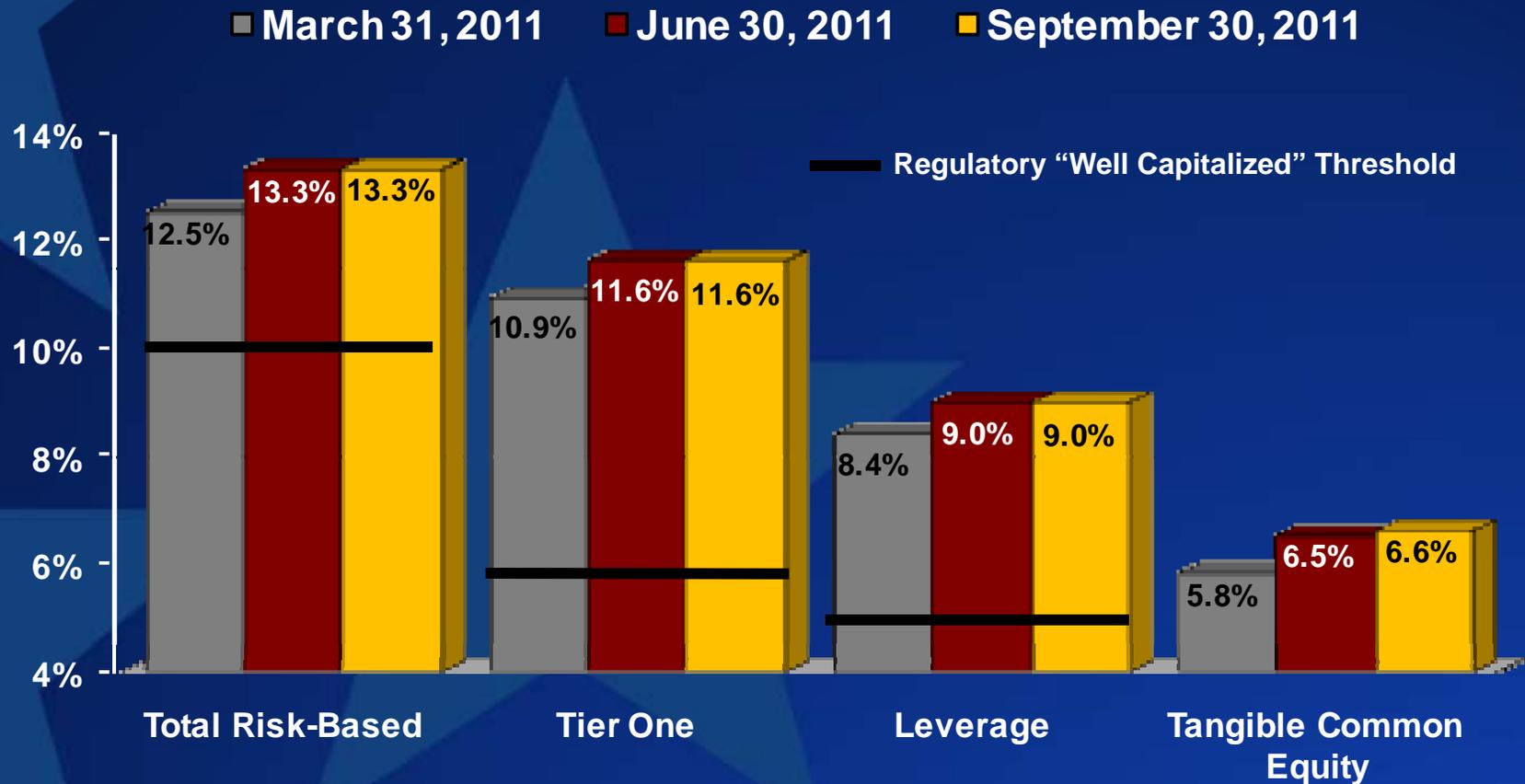
# Fee Income

## 3Q11 YTD Fee Income as Percentage of Operating Revenue -- 27%



Excludes securities gains.

# Well Capitalized



Capital ratios at September 30 and June 30 reflect the offering completed May 18, 2011 of 6.0 million shares of common stock with net proceeds of \$63 million.



F.N.B. Corporation

# 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%



# Relative Valuation Multiples

	<b>F.N.B. Corporation</b>	<b>Peer Median</b>	
		<b>Regional Banks</b>	<b>National Banks</b>
<b>Price<sup>(1)</sup>/Earnings Ratio</b>			
FY11 Consensus EPS (F.N.B.=\$0.70)	<b>15.39x</b>	14.25x	14.25x
FY12 Consensus EPS (F.N.B.=\$0.83)	<b>12.98x</b>	12.19x	12.37x
<b>Price<sup>(1)</sup>-to-Tangible Common Book Value<sup>(2)</sup></b>	<b>2.23x</b>	1.38x	1.33x
<b>Dividend Yield<sup>(1)</sup></b>	<b>4.46%</b>	2.16%	2.01%
<b>YTD Total Shareholder Return</b>	<b>13.80%</b>	-10.34%	-10.89%

(1) Based on November 18, 2011 closing prices (FNB=\$10.77)

(2) Represents total common equity less intangibles

- 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

# APPENDIX

- Loan Risk Profile
- Established Board of Directors
- GAAP to Non-GAAP Reconciliations
- Third Quarter 2011 Earnings Release (October 19, 2011)



# Loan Risk Profile

## Loan Risk Profile as of September 30, 2011

	Balance <sup>(1)</sup>	% of Loans	YTD Net Charge-Offs/Loans <sup>(2)</sup>	Total Past Due / Loans	NPL/Loans
CRE Owner Occupied	1,200,514	18%	0.21%	3.53%	2.20%
CRE Non-Owner Occupied	1,183,110	17%	0.33%	2.11%	1.45%
Commercial & Industrial	1,259,603	19%	0.30%	0.73%	0.63%
Home Equity & Other Consumer	1,519,619	22%	0.28%	0.97%	0.51%
Residential Mortgage	622,570	9%	0.04%	2.64%	0.68%
Indirect Consumer	522,599	8%	0.44%	0.89%	0.17%
Florida	176,578	3%	3.54%	30.16%	30.16%
Regency Finance	161,832	2%	3.64%	3.79%	3.99%
Other	142,114	2%	0.96%	1.68%	0.95%
<b>Total</b>	<b>6,788,540</b>	<b>100.0%</b>	<b>0.46%</b>	<b>2.57%</b>	<b>1.85%</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	68	1981	President and Chief Executive Officer
William B. Campbell	73	1975	Chairman of the Board
Philip E. Gingerich	74	2008	Director of Omega from 1994 to 2008; Retired Real Estate Appraiser and Consultant
Robert B. Goldstein	71	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	57	2005	President and CEO of Gateway Financial since 2004
D. Stephen Martz	69	2008	Former Director, President and COO of Omega
Harry F. Radcliffe	60	2002	Investment Manager
Arthur J. Rooney II	59	2006	President, Pittsburgh Steelers Sports, Inc.; of Counsel with Buchanan, Ingersoll & Rooney LLP
John W. Rose	62	2003	Principal of CapGen Financial Advisors LLC since 2007; President of McAllen Capital Partners, Inc. since 1991
Stanton R. Sheetz	56	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	50	1995	President of Nick Strimbu, Inc. since 1994
Earl K. Wahl, Jr.	70	2002	Owner, J.E.D. Corporation



# GAAP to Non-GAAP Reconciliation

	2011		2010
	Third Quarter	Second Quarter	Third Quarter
<b><u>Return on average tangible equity (1):</u></b>			
Net income (annualized)	\$94,315	\$89,695	\$68,308
Amortization of intangibles, net of tax (annualized)	4,663	4,707	4,319
	<u>98,978</u>	<u>94,402</u>	<u>72,627</u>
Average total shareholders' equity	1,210,953	1,166,305	1,062,512
Less: Average intangibles	<u>(601,010)</u>	<u>(603,552)</u>	<u>(563,631)</u>
	609,943	562,753	498,881
Return on average tangible equity (1)	<u>16.23%</u>	<u>16.78%</u>	<u>14.56%</u>
<b><u>Return on average tangible assets (2):</u></b>			
Net income (annualized)	\$94,315	\$89,695	\$68,308
Amortization of intangibles, net of tax (annualized)	4,663	4,707	4,319
	<u>98,978</u>	<u>94,402</u>	<u>72,627</u>
Average total assets	9,971,847	9,866,025	8,958,692
Less: Average intangibles	<u>(601,010)</u>	<u>(603,552)</u>	<u>(563,631)</u>
	9,370,837	9,262,473	8,395,061
Return on average tangible assets (2)	<u>1.06%</u>	<u>1.02%</u>	<u>0.87%</u>



# GAAP to Non-GAAP Reconciliation

	2011		2010
	Third Quarter	Second Quarter	Third Quarter
<b><u>Tangible book value per share:</u></b>			
Total shareholders' equity	\$1,214,491	\$1,203,150	\$1,064,846
Less: intangibles	(600,283)	(601,958)	(562,820)
	<u>614,208</u>	<u>601,192</u>	<u>502,026</u>
Ending shares outstanding	127,127,599	127,024,899	114,632,850
Tangible book value per share	<u>\$4.83</u>	<u>\$4.73</u>	<u>\$4.38</u>
<b><u>Tangible equity / tangible assets (period end):</u></b>			
Total shareholders' equity	\$1,214,491	\$1,203,150	\$1,064,846
Less: intangibles	(600,283)	(601,958)	(562,820)
	<u>614,208</u>	<u>601,192</u>	<u>502,026</u>
Total assets	9,951,344	9,857,163	8,993,043
Less: intangibles	(600,283)	(601,958)	(562,820)
	<u>9,351,061</u>	<u>9,255,205</u>	<u>8,430,223</u>
Tangible equity / tangible assets (period end)	<u>6.57%</u>	<u>6.50%</u>	<u>5.96%</u>



# GAAP to Non-GAAP Reconciliation

	2011	
	Third Quarter	Second Quarter
<b><u>Allowance for loan losses + credit marks / total loans + credit marks:</u></b>		
Allowance for loan losses	\$108,813	\$109,224
Credit marks	25,932	26,622
	<u>134,745</u>	<u>135,846</u>
Total loans	6,788,540	6,702,595
Credit marks	25,932	26,622
	<u>6,814,472</u>	<u>6,729,217</u>
Allowance for loan losses + credit marks / total loans + credit marks	<u>1.98%</u>	<u>2.02%</u>

- (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.