

FNB CORP/FL/
Form 10-Q
August 05, 2010

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q**

(Mark One)

**Quarterly Report Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934
For the quarterly period ended June 30, 2010**

**Transition Report Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934
For the transition period from _____ to _____**

Commission file number 001-31940

F.N.B. CORPORATION

(Exact name of registrant as specified in its charter)

Florida

25-1255406

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

One F.N.B. Boulevard, Hermitage, PA

16148

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **724-981-6000**

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No
Indicate by check mark whether the registrant has submitted electronically and posted on its Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer

Accelerated Filer

Non-accelerated Filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

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Class
Common Stock, \$0.01 Par Value

Outstanding at July 31, 2010
114,532,890 Shares

F.N.B. CORPORATION
FORM 10-Q
June 30, 2010
INDEX

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Table of Contents**F.N.B. CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS**

Dollars in thousands, except par value

| | June 30, 2010 | December 31, 2009 |
|---|--------------------------|----------------------------------|
| | (Unaudited) | |
| Assets | | |
| Cash and due from banks | \$ 140,629 | \$ 160,845 |
| Interest bearing deposits with banks | 60,238 | 149,705 |
| Cash and Cash Equivalents | 200,867 | 310,550 |
| Securities available for sale | 758,325 | 715,349 |
| Securities held to maturity (fair value of \$888,290 and \$796,537) | 853,698 | 775,281 |
| Residential mortgage loans held for sale | 7,232 | 12,754 |
| Loans, net of unearned income of \$39,574 and \$38,173 | 5,967,570 | 5,849,361 |
| Allowance for loan losses | (114,040) | (104,655) |
| Net Loans | 5,853,530 | 5,744,706 |
| Premises and equipment, net | 115,323 | 117,921 |
| Goodwill | 528,720 | 528,710 |
| Core deposit and other intangible assets, net | 35,775 | 39,141 |
| Bank owned life insurance | 207,093 | 205,447 |
| Other assets | 272,497 | 259,218 |
| Total Assets | \$ 8,833,060 | \$ 8,709,077 |
| Liabilities | | |
| Deposits: | | |
| Non-interest bearing demand | \$ 1,039,630 | \$ 992,298 |
| Savings and NOW | 3,280,076 | 3,182,909 |
| Certificates and other time deposits | 2,214,952 | 2,205,016 |
| Total Deposits | 6,534,658 | 6,380,223 |
| Other liabilities | 94,749 | 86,797 |
| Short-term borrowings | 735,442 | 669,167 |
| Long-term debt | 205,834 | 324,877 |
| Junior subordinated debt | 204,373 | 204,711 |
| Total Liabilities | 7,775,056 | 7,665,775 |
| Stockholders Equity | | |
| Common stock \$0.01 par value | | |
| Authorized 500,000,000 shares | | |
| Issued 114,684,308 and 114,214,951 shares | 1,141 | 1,138 |
| Additional paid-in capital | 1,091,253 | 1,087,369 |
| Retained earnings | (6,515) | (12,833) |

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| | | |
|---|---------------------|---------------------|
| Accumulated other comprehensive loss | (25,358) | (30,633) |
| Treasury stock 151,418 and 103,256 shares at cost | (2,517) | (1,739) |
| Total Stockholders Equity | 1,058,004 | 1,043,302 |
| Total Liabilities and Stockholders Equity | \$ 8,833,060 | \$ 8,709,077 |

See accompanying Notes to Consolidated Financial Statements

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Table of Contents**F.N.B. CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME**

Dollars in thousands, except per share data

Unaudited

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--|--|---------------|--------------------------------------|----------------|
| | 2010 | 2009 | 2010 | 2009 |
| Interest Income | | | | |
| Loans, including fees | \$ 81,092 | \$ 82,674 | \$ 160,378 | \$ 165,914 |
| Securities: | | | | |
| Taxable | 11,323 | 12,546 | 22,576 | 25,577 |
| Nontaxable | 1,819 | 1,659 | 3,710 | 3,428 |
| Dividends | 18 | 42 | 37 | 87 |
| Other | 109 | 113 | 206 | 130 |
| Total Interest Income | 94,361 | 97,034 | 186,907 | 195,136 |
| Interest Expense | | | | |
| Deposits | 16,776 | 22,533 | 34,330 | 46,772 |
| Short-term borrowings | 2,031 | 2,011 | 4,162 | 4,297 |
| Long-term debt | 2,091 | 4,564 | 4,637 | 9,412 |
| Junior subordinated debt | 1,982 | 2,594 | 3,892 | 5,241 |
| Total Interest Expense | 22,880 | 31,702 | 47,021 | 65,722 |
| Net Interest Income | 71,481 | 65,332 | 139,886 | 129,414 |
| Provision for loan losses | 12,239 | 13,909 | 24,203 | 24,423 |
| Net Interest Income After Provision for Loan Losses | 59,242 | 51,423 | 115,683 | 104,991 |
| Non-Interest Income | | | | |
| Impairment losses on securities | (1,313) | (1,429) | (9,539) | (1,632) |
| Non-credit related losses on securities not expected to be sold (recognized in other comprehensive income) | 711 | 689 | 7,251 | 689 |
| Net impairment losses on securities | (602) | (740) | (2,288) | (943) |
| Service charges | 14,662 | 14,596 | 28,384 | 28,195 |
| Insurance commissions and fees | 3,849 | 3,837 | 8,173 | 8,918 |
| Securities commissions and fees | 1,771 | 2,008 | 3,328 | 3,796 |
| Trust fees | 3,188 | 3,013 | 6,346 | 5,930 |
| Gain on sale of securities | 47 | 66 | 2,437 | 344 |
| Gain on sale of residential mortgage loans | 808 | 1,139 | 1,375 | 1,675 |
| Bank owned life insurance | 1,247 | 1,444 | 2,312 | 3,046 |
| Other | 3,473 | 3,087 | 8,651 | 5,668 |
| Total Non-Interest Income | 28,443 | 28,450 | 58,718 | 56,629 |

| | | | | |
|---|------------------|-----------------|------------------|------------------|
| Non-Interest Expense | | | | |
| Salaries and employee benefits | 33,392 | 31,617 | 66,517 | 63,719 |
| Net occupancy | 4,840 | 5,051 | 10,378 | 10,777 |
| Equipment | 4,606 | 4,406 | 9,139 | 8,771 |
| Amortization of intangibles | 1,679 | 1,813 | 3,366 | 3,628 |
| Outside services | 5,885 | 6,415 | 11,407 | 11,819 |
| FDIC insurance | 2,641 | 6,643 | 5,263 | 8,588 |
| Other | 10,041 | 10,320 | 22,457 | 19,935 |
| Total Non-Interest Expense | 63,084 | 66,265 | 128,527 | 127,237 |
| Income Before Income Taxes | 24,601 | 13,608 | 45,874 | 34,383 |
| Income taxes | 6,679 | 3,010 | 11,972 | 8,134 |
| Net Income | 17,922 | 10,598 | 33,902 | 26,249 |
| Preferred stock dividends and discount amortization | | 1,469 | | 2,812 |
| Net Income Available to Common Stockholders | \$ 17,922 | \$ 9,129 | \$ 33,902 | \$ 23,437 |

Table of Contents**F.N.B. CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME (continued)**

Dollars in thousands, except per share data

Unaudited

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|--|-------------|--------------------------------------|-------------|
| | 2010 | 2009 | 2010 | 2009 |
| Net Income per Common Share | | | | |
| Basic | \$ 0.16 | \$ 0.10 | \$ 0.30 | \$ 0.26 |
| Diluted | 0.16 | 0.10 | 0.30 | 0.26 |
| Cash Dividends per Common Share | 0.12 | 0.12 | 0.24 | 0.24 |
| See accompanying Notes to Consolidated Financial Statements | | | | |

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CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY**

Dollars in thousands

Unaudited

| | Compre- hensive Income | Preferred Stock | Common Stock | Additional Paid-In Capital | Retained Earnings | Accumulated Other Comprehensive Loss | Treasury Stock | Total |
|--|------------------------------|--------------------|-----------------|----------------------------------|----------------------|---|-------------------|--------------|
| Balance at January 1, 2010 | | \$ | \$ 1,138 | \$ 1,087,369 | \$ (12,833) | \$ (30,633) | \$ (1,739) | \$ 1,043,302 |
| Net income | \$ 33,902 | | | | 33,902 | | | 33,902 |
| Change in other comprehensive income, net of tax | 5,275 | | | | | 5,275 | | 5,275 |
| Comprehensive income | \$ 39,177 | | | | | | | |
| Common stock dividends (\$0.24/share) | | | | | (27,584) | | | (27,584) |
| Issuance of common stock | | | 3 | 2,671 | | | (778) | 1,896 |
| Restricted stock compensation | | | | 1,418 | | | | 1,418 |
| Tax expense of stock-based compensation | | | | (205) | | | | (205) |
| Balance at June 30, 2010 | | \$ | \$ 1,141 | \$ 1,091,253 | \$ (6,515) | \$ (25,358) | \$ (2,517) | \$ 1,058,004 |
| Balance at January 1, 2009 | | \$ | \$ 894 | \$ 953,200 | \$ (1,143) | \$ (26,505) | \$ (462) | \$ 925,984 |
| Net income | \$ 26,249 | | | | 26,249 | | | 26,249 |
| Change in other comprehensive income, net of tax | (8,243) | | | | | (8,243) | | (8,243) |
| Comprehensive income | \$ 18,006 | | | | | | | |
| Common stock dividends (\$0.24/share) | | | | | (21,595) | | | (21,595) |
| Preferred stock dividends and | | 437 | | | (2,812) | | | (2,375) |

| | | | | | | | |
|--|-----------|----------|--------------|----------|-------------|------------|--------------|
| amortization of discount | | | | | | | |
| Issuance of preferred stock and common stock warrant | 95,025 | | 4,723 | | | | 99,748 |
| Issuance of common stock | | 243 | 126,745 | | (1,151) | | 125,837 |
| Restricted stock compensation | | | 1,137 | | | | 1,137 |
| Tax expense of stock-based compensation | | | (158) | | | | (158) |
| Cumulative effect of applying FSP 115-2 and 124-2 | | | | 4,563 | | | 4,563 |
| Balance at June 30, 2009 | \$ 95,462 | \$ 1,137 | \$ 1,085,647 | \$ 5,262 | \$ (34,748) | \$ (1,613) | \$ 1,151,147 |

See accompanying Notes to Consolidated Financial Statements

Table of Contents**F.N.B. CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS**

Dollars in thousands

Unaudited

| | Six Months Ended June 30, | |
|---|--------------------------------------|-------------|
| | 2010 | 2009 |
| Operating Activities | | |
| Net income | \$ 33,902 | \$ 26,249 |
| Adjustments to reconcile net income to net cash flows provided by operating activities: | | |
| Depreciation, amortization and accretion | 15,238 | 14,340 |
| Provision for loan losses | 24,203 | 24,423 |
| Deferred taxes | (1,457) | (11,570) |
| Gain on sale of securities | (2,437) | (344) |
| Other-than-temporary impairment losses on securities | 2,288 | 943 |
| Tax expense of stock-based compensation | 205 | 158 |
| Net change in: | | |
| Interest receivable | 866 | 1,625 |
| Interest payable | (923) | (1,380) |
| Residential mortgage loans held for sale | 5,522 | (15,999) |
| Bank owned life insurance | (1,624) | (453) |
| Other, net | 4,735 | 18,084 |
| Net cash flows provided by operating activities | 80,518 | 56,076 |
| Investing Activities | | |
| Net change in: | | |
| Federal funds sold | | |
| Loans | (145,861) | 10,343 |
| Securities available for sale: | | |
| Purchases | (261,012) | (334,496) |
| Sales | 59,455 | 272 |
| Maturities | 163,233 | 172,741 |
| Securities held to maturity: | | |
| Purchases | (195,733) | (53,066) |
| Maturities | 116,277 | 129,873 |
| Purchase of bank owned life insurance | (22) | (8) |
| Withdrawal/surrender of bank owned life insurance | | 13,700 |
| Increase in premises and equipment | (3,393) | (4,375) |
| Acquisitions, net of cash acquired | | 11 |
| Net cash flows used in investing activities | (267,056) | (65,005) |
| Financing Activities | | |
| Net change in: | | |

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| | | |
|---|-------------------|-------------------|
| Non-interest bearing deposits, savings and NOW accounts | 144,500 | 289,849 |
| Time deposits | 9,936 | (55,779) |
| Short-term borrowings | 66,275 | (55,690) |
| Increase in long-term debt | 64,795 | 16,596 |
| Decrease in long-term debt | (183,838) | (70,251) |
| Decrease in junior subordinated debt | (338) | (338) |
| Issuance of preferred stock and common stock warrant | | 99,748 |
| Net proceeds from issuance of common stock | 3,314 | 131,198 |
| Tax expense of stock-based compensation | (205) | (158) |
| Cash dividends paid | (27,584) | (23,970) |
| Net cash flows provided by financing activities | 76,855 | 331,205 |
| Net Increase in Cash and Cash Equivalents | (109,683) | 322,276 |
| Cash and cash equivalents at beginning of period | 310,550 | 172,203 |
| Cash and Cash Equivalents at End of Period | \$ 200,867 | \$ 494,479 |

See accompanying Notes to Consolidated Financial Statements

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**F.N.B. CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)**

June 30, 2010

BUSINESS

F.N.B. Corporation (the Corporation) is a diversified financial services company headquartered in Hermitage, Pennsylvania. Its primary businesses include community banking, consumer finance, wealth management and insurance. The Corporation also conducts leasing and merchant banking activities. The Corporation operates its community banking business through a full service branch network in Pennsylvania and Ohio. The Corporation operates its wealth management and insurance businesses within the existing branch network. It also conducts selected consumer finance business in Pennsylvania, Ohio and Tennessee.

BASIS OF PRESENTATION

The Corporation's accompanying consolidated financial statements and these notes to the financial statements include subsidiaries in which the Corporation has a controlling financial interest. The Corporation owns and operates First National Bank of Pennsylvania (FNBPA), First National Trust Company, First National Investment Services Company, LLC, F.N.B. Investment Advisors, Inc., First National Insurance Agency, LLC, Regency Finance Company (Regency), F.N.B. Capital Corporation, LLC and Bank Capital Services, LLC, and includes results for each of these entities in the accompanying consolidated financial statements.

The accompanying consolidated financial statements include all adjustments that are necessary, in the opinion of management, to fairly reflect the Corporation's financial position and results of operations. All significant intercompany balances and transactions have been eliminated. Certain prior period amounts have been reclassified to conform to the current period presentation. Events occurring subsequent to the date of the balance sheet have been evaluated for potential recognition or disclosure in the consolidated financial statements through the date of the filing of the consolidated financial statements with the Securities and Exchange Commission (SEC).

Certain information and note disclosures normally included in consolidated financial statements prepared in accordance with U.S. generally accepted accounting principles (GAAP) have been condensed or omitted pursuant to the rules and regulations of the SEC. The interim operating results are not necessarily indicative of operating results the Corporation expects for the full year. These interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Corporation's Annual Report on Form 10-K filed with the SEC on February 26, 2010.

USE OF ESTIMATES

The accounting and reporting policies of the Corporation conform with GAAP. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could materially differ from those estimates. Material estimates that are particularly susceptible to significant changes include the allowance for loan losses, securities valuations, goodwill and other intangible assets and income taxes.

CAPITAL

On January 9, 2009, in conjunction with the U.S. Department of the Treasury (UST) Capital Purchase Program (CPP), the Corporation issued to the UST 100,000 shares of Fixed Rate Cumulative Perpetual Preferred Stock, Series C (Series C Preferred Stock) and a warrant to purchase up to 1,302,083 shares of the Corporation's common stock for an aggregate purchase price of \$100.0 million. The warrant has a ten-year term and an exercise price of \$11.52 per share.

On June 16, 2009, the Corporation completed a public offering of 24,150,000 shares of common stock at a price of \$5.50 per share. The net proceeds of the offering after deducting underwriting discounts and commissions and offering expenses were \$125.8 million. As a result of the completion of the public stock offering, the number of shares of the Corporation's common stock purchasable upon exercise of the warrant issued to the UST has been reduced in half to 651,042 shares and the exercise price was unchanged.

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On September 9, 2009, the Corporation utilized a portion of the proceeds of its public offering to redeem all of the Series C Preferred Stock issued to the UST under the CPP and to pay the related final accrued dividend. Since receiving the CPP funds on January 9, 2009, the Corporation paid the UST \$3.3 million in cash dividends. Upon redemption, the remaining difference of \$4.3 million between the Series C Preferred Stock redemption amount and the recorded amount was charged to retained earnings as non-cash deemed preferred stock dividends. The non-cash deemed preferred stock dividends had no impact on total equity, but reduced earnings per diluted common share by \$0.04.

The remaining offering proceeds were used for general corporate purposes and to enhance capital levels.

NEW ACCOUNTING STANDARDS*Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses*

In July 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2010-20, *Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses*, to provide financial statement users with greater transparency about credit quality of financing receivables and allowance for credit losses. This update requires additional disclosures as of the end of a reporting period and additional disclosures about activity that occurs during a reporting period that will assist financial statement users in assessing credit risk exposures and evaluating the adequacy of the allowance for credit losses.

The additional disclosures are required to be provided on a disaggregated basis. ASU No. 2010-20 defines two levels of disaggregation and provides additional implementation guidance to determine the appropriate level of disaggregation of information. The disclosures should facilitate evaluation of the nature of the credit risk inherent in a portfolio of financing receivables, how that risk is analyzed and assessed in arriving at the allowance for credit losses, and the changes and reasons for those changes in the allowance for credit losses.

The disclosures as of the end of a reporting period are effective for interim and annual reporting periods ending on or after December 15, 2010. The disclosures about activity that occurs during a reporting period are effective for interim and annual reporting periods beginning on or after December 15, 2010. The adoption of this standard is not anticipated to have a material effect on the financial statements, results of operations or liquidity of the Corporation.

Modification of a Loan That is Part of a Pool That is Accounted for as a Single Asset

In April 2010, the FASB issued ASU No. 2010-18, *Effect of a Loan Modification When the Loan is Part of a Pool That is Accounted for as a Single Asset*. ASU No. 2010-18 provides that modifications of acquired loans with deteriorated credit quality that are accounted for within a pool do not result in removal of those loans from the pool even if the modification of those loans would otherwise be considered a troubled asset restructuring. ASU No. 2010-18 is effective for modifications occurring in the first interim or annual reporting period ending on or after July 15, 2010. The adoption of this standard is not anticipated to have a material effect on the financial statements, results of operations or liquidity of the Corporation.

Fair Value Disclosures

In January 2010, the FASB issued ASU No. 2010-06, *Improving Disclosures about Fair Value Measurements*. The ASU clarifies existing disclosure requirements and requires additional disclosures regarding fair value measurements. This standard clarifies that an entity should provide fair value disclosures by class rather than major category of assets and liabilities, resulting in a greater level of disaggregated information presented in all fair value disclosures. ASU 2010-06 also clarifies that, for fair value measurements using significant other observable inputs (Level 2) and significant unobservable inputs (Level 3), an entity is required to describe valuation techniques and the inputs used in determining the fair values of each class of assets and liabilities and to disclose a change in valuation technique and the reason for making that change. Additionally, the ASU requires an entity to discuss the reasons for transfers in or out of Level 3 and, if significant, to disclose these transfers on a gross basis, to disclose on a gross basis the amounts and reasons for significant transfers between Level 2 and Level 3 of the fair value hierarchy, and to disclose its policy for determining when transfers between Levels are recognized. This standard is effective for interim and annual reporting periods that begin after December 15, 2009. The adoption of this standard did not have a material effect on the financial statements, results of operations or liquidity of the Corporation.

Table of Contents*Accounting Standards Codification (the Codification or ASC)*

In June 2009, the FASB issued an accounting standard which established the Codification as the sole source of authoritative GAAP recognized by the FASB to be applied to nongovernmental entities, with the exception of guidance issued by the SEC and its staff. Adoption of this standard as of September 30, 2009 had no impact on the Corporation's consolidated financial position or results of operations as it does not alter existing GAAP.

Transfers and Servicing of Financial Assets and Extinguishments of Liabilities

In June 2009, the FASB issued an accounting standard which amends current GAAP related to the accounting for transfers and servicing of financial assets and extinguishments of liabilities, including the removal of the concept of a qualifying special-purpose entity from GAAP. This accounting standard also clarifies that a transferor must evaluate whether it has maintained effective control of a financial asset by considering its continuing involvement with the transferred financial asset. This accounting standard is effective for interim and annual reporting periods that begin after November 15, 2009. The adoption of this standard did not have a material effect on the financial condition, results of operations or liquidity of the Corporation.

Variable Interest Entities

In June 2009, the FASB issued an accounting standard which requires a qualitative rather than a quantitative analysis to establish the primary beneficiary for determining whether the consolidation of a variable interest entity (VIE) is required. The primary beneficiary of a VIE is the enterprise that has: (a) the power to direct the activities of the VIE that most significantly impact its economic performance, and (b) the obligation to absorb losses of the VIE that could potentially be significant to the VIE or the right to receive benefits of the VIE that could potentially be significant to the VIE. This accounting standard is effective for interim and annual reporting periods that begin after November 15, 2009. The adoption of this standard did not have a material effect on the financial condition, results of operations or liquidity of the Corporation.

SECURITIES

The amortized cost and fair value of securities are as follows (in thousands):
Securities Available For Sale:

| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|---|-------------------|------------------------------|-------------------------------|---------------|
| June 30, 2010 | | | | |
| U.S. Treasury and other U.S. government agencies and corporations | \$ 285,273 | \$ 2,147 | \$ | \$ 287,420 |
| Residential mortgage-backed securities: | | | | |
| Agency mortgage-backed securities | 235,085 | 6,013 | | 241,098 |
| Agency collateralized mortgage obligations | 148,090 | 1,182 | (367) | 148,905 |
| Non-agency collateralized mortgage obligations | 40 | 1 | | 41 |
| States of the U.S. and political subdivisions | 60,897 | 1,927 | (4) | 62,820 |
| Collateralized debt obligations | 19,288 | | (14,627) | 4,661 |
| Other debt securities | 12,994 | 174 | (1,868) | 11,300 |
| Total debt securities | 761,667 | 11,444 | (16,866) | 756,245 |
| Equity securities | 1,921 | 240 | (81) | 2,080 |
| | \$ 763,588 | \$ 11,684 | \$ (16,947) | \$ 758,325 |

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| | Amortized | Gross Unrealized | Gross Unrealized | Fair Value |
|---|------------------|-----------------------------|-----------------------------|-----------------------|
| | Cost | Gains | Losses | |
| December 31, 2009 | | | | |
| U.S. Treasury and other U.S. government agencies and corporations | \$ 251,192 | \$ 1,563 | \$ (299) | \$ 252,456 |
| Residential mortgage-backed securities: | | | | |
| Agency mortgage-backed securities | 319,902 | 6,035 | (166) | 325,771 |
| Agency collateralized mortgage obligations | 43,985 | 54 | (531) | 43,508 |
| Non-agency collateralized mortgage obligations | 47 | | (2) | 45 |
| States of the U.S. and political subdivisions | 74,177 | 1,495 | (89) | 75,583 |
| Collateralized debt obligations | 21,590 | | (16,766) | 4,824 |
| Other debt securities | 12,999 | | (2,569) | 10,430 |
| Total debt securities | 723,892 | 9,147 | (20,422) | 712,617 |
| Equity securities | 2,656 | 224 | (148) | 2,732 |
| | \$ 726,548 | \$ 9,371 | \$ (20,570) | \$ 715,349 |

Securities Held To Maturity:

| | Amortized | Gross Unrealized | Gross Unrealized | Fair Value |
|---|------------------|-----------------------------|-----------------------------|-----------------------|
| | Cost | Gains | Losses | |
| June 30, 2010 | | | | |
| U.S. Treasury and other U.S. government agencies and corporations | \$ 5,033 | \$ 198 | \$ | \$ 5,231 |
| Residential mortgage-backed securities: | | | | |
| Agency mortgage-backed securities | 644,967 | 32,981 | | 677,948 |
| Agency collateralized mortgage obligations | 38,192 | 540 | | 38,732 |
| Non-agency collateralized mortgage obligations | 42,013 | 205 | (1,615) | 40,603 |
| States of the U.S. and political subdivisions | 118,413 | 3,296 | (271) | 121,438 |
| Collateralized debt obligations | 3,477 | | (747) | 2,730 |
| Other debt securities | 1,603 | 22 | (17) | 1,608 |
| | \$ 853,698 | \$ 37,242 | \$ (2,650) | \$ 888,290 |

December 31, 2009

| | | | | |
|---|----------|--------|---------|----------|
| U.S. Treasury and other U.S. government agencies and corporations | \$ 5,386 | \$ 81 | \$ | \$ 5,467 |
| Residential mortgage-backed securities: | | | | |
| Agency mortgage-backed securities | 566,876 | 23,141 | (261) | 589,756 |
| Agency collateralized mortgage obligations | 27,263 | 406 | | 27,669 |
| Non-agency collateralized mortgage obligations | 49,000 | | (3,245) | 45,755 |
| States of the U.S. and political subdivisions | 121,548 | 2,477 | (399) | 123,626 |

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| | | | | |
|---------------------------------|------------|-----------|------------|------------|
| Collateralized debt obligations | 3,590 | | (812) | 2,778 |
| Other debt securities | 1,618 | 11 | (143) | 1,486 |
| | \$ 775,281 | \$ 26,116 | \$ (4,860) | \$ 796,537 |

The Corporation classifies securities as trading securities when management intends to resell such securities in the near term and are carried at fair value, with unrealized gains (losses) reflected through the consolidated statement of income. As of June 30, 2010 and December 31, 2009, the Corporation did not hold any trading securities.

The Corporation recognized a gain of \$2.3 million for the six months ended June 30, 2010 relating to the sale of a \$6.0 million U.S. government agency security and \$53.8 million of mortgage backed securities. These securities were sold to better position the balance sheet for the remainder of 2010. Additionally, the Corporation recognized a gain of \$0.1 million for the six months ended June 30, 2010 relating to other securities sold during the first half of 2010. The Corporation recognized a gain of \$0.2 million for the six months ended June 30, 2009 relating to the acquisition of a company in which the Corporation owned stock. Also, the Corporation sold \$0.2 million of securities at a gain of \$0.1 million for the six months ended June 30, 2009. No security sales were at a loss.

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Gross gains and gross losses were realized on sales of securities as follows (in thousands):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--------------|--------------------------------|-------|------------------------------|--------|
| | 2010 | 2009 | 2010 | 2009 |
| Gross gains | \$ 47 | \$ 66 | \$ 2,437 | \$ 344 |
| Gross losses | | | | |
| | \$ 47 | \$ 66 | \$ 2,437 | \$ 344 |

As of June 30, 2010, the amortized cost and fair value of securities, by contractual maturities, were as follows (in thousands):

| | Available for Sale | | Held to Maturity | |
|--|--------------------|---------------|-------------------|---------------|
| | Amortized Cost | Fair Value | Amortized Cost | Fair Value |
| Due in one year or less | \$ 12,969 | \$ 12,989 | \$ 6,916 | \$ 6,977 |
| Due from one to five years | 269,737 | 271,981 | 22,944 | 23,914 |
| Due from five to ten years | 18,148 | 18,827 | 22,041 | 22,696 |
| Due after ten years | 77,598 | 62,404 | 76,625 | 77,420 |
| | 378,452 | 366,201 | 128,526 | 131,007 |
| Residential mortgage-backed securities: | | | | |
| Agency mortgage-backed securities | 235,085 | 241,098 | 644,967 | 677,948 |
| Agency collateralized mortgage obligations | 148,090 | 148,905 | 38,192 | 38,732 |
| Non-agency collateralized mortgage obligations | 40 | 41 | 42,013 | 40,603 |
| Equity securities | 1,921 | 2,080 | | |
| | \$ 763,588 | \$ 758,325 | \$ 853,698 | \$ 888,290 |

Maturities may differ from contractual terms because borrowers may have the right to call or prepay obligations with or without penalties. Periodic payments are received on mortgage-backed securities based on the payment patterns of the underlying collateral.

At June 30, 2010 and December 31, 2009, securities with a carrying value of \$651.5 million and \$598.1 million, respectively, were pledged to secure public deposits, trust deposits and for other purposes as required by law. Securities with a carrying value of \$686.2 million and \$616.0 million at June 30, 2010 and December 31, 2009, respectively, were pledged as collateral for short-term borrowings.

Following are summaries of the fair values and unrealized losses of securities, segregated by length of impairment (in thousands):

Securities available for sale:

| | Less than 12 Months | | Greater than 12 Months | | Total | |
|--|---------------------|----------------------|---------------------------|----------------------|---------------|----------------------|
| | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses |
| June 30, 2010 | | | | | | |
| Residential mortgage-backed securities: | \$ 14,612 | \$ (367) | \$ | \$ | \$ 14,612 | \$ (367) |

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| | | | | | | |
|--|-----------|----------|-----------|-------------|-----------|-------------|
| Agency collateralized mortgage obligations States of the U.S. and political subdivisions | | | 1,190 | (4) | 1,190 | (4) |
| Collateralized debt obligations | | | 4,661 | (14,627) | 4,661 | (14,627) |
| Other debt securities | | | 7,035 | (1,868) | 7,035 | (1,868) |
| Equity securities | 153 | (42) | 704 | (39) | 857 | (81) |
| | \$ 14,765 | \$ (409) | \$ 13,590 | \$ (16,538) | \$ 28,355 | \$ (16,947) |

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| | Less than 12 Months | | Greater than 12 Months | | Total | |
|---|---------------------|-------------------|------------------------|-------------------|------------|-------------------|
| | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses |
| December 31, 2009 | | | | | | |
| U.S. Treasury and other U.S. government agencies and corporations | \$ 46,501 | \$ (299) | \$ | \$ | \$ 46,501 | \$ (299) |
| Residential mortgage-backed securities: | | | | | | |
| Agency mortgage-backed securities | 68,313 | (166) | | | 68,313 | (166) |
| Agency collateralized mortgage obligations | 29,516 | (531) | | | 29,516 | (531) |
| Non-agency collateralized mortgage obligations | 45 | (2) | | | 45 | (2) |
| States of the U.S. and political subdivisions | 12,357 | (89) | | | 12,357 | (89) |
| Collateralized debt obligations | 3,755 | (12,023) | 1,069 | (4,743) | 4,824 | (16,766) |
| Other debt securities | | | 10,430 | (2,569) | 10,430 | (2,569) |
| Equity securities | 789 | (99) | 721 | (49) | 1,510 | (148) |
| | \$ 161,276 | \$ (13,209) | \$ 12,220 | \$ (7,361) | \$ 173,496 | \$ (20,570) |

Securities held to maturity:

| | Less than 12 Months | | Greater than 12 Months | | Total | |
|--|---------------------|-------------------|------------------------|-------------------|------------|-------------------|
| | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses |
| June 30, 2010 | | | | | | |
| Residential mortgage-backed securities: | | | | | | |
| Non-agency collateralized mortgage obligations | \$ 8,036 | \$ (240) | \$ 14,405 | \$ (1,375) | \$ 22,441 | \$ (1,615) |
| States of the U.S. and political subdivisions | 9,025 | (267) | 2,001 | (4) | 11,026 | (271) |
| Collateralized debt obligations | | | 2,730 | (747) | 2,730 | (747) |
| Other debt securities | | | 1,316 | (17) | 1,316 | (17) |
| | \$ 17,061 | \$ (507) | \$ 20,452 | \$ (2,143) | \$ 37,513 | \$ (2,650) |

December 31, 2009

| | | | | | | |
|--|-----------|----------|-----------|------------|-----------|------------|
| Residential mortgage-backed securities: | | | | | | |
| Agency mortgage-backed securities | \$ 20,650 | \$ (261) | \$ | \$ | \$ 20,650 | \$ (261) |
| Non-agency collateralized mortgage obligations | 15,534 | (80) | 30,221 | (3,165) | 45,755 | (3,245) |
| States of the U.S. and political subdivisions | 13,055 | (362) | 1,968 | (37) | 15,023 | (399) |
| Collateralized debt obligations | | | 2,778 | (812) | 2,778 | (812) |
| Other debt securities | | | 1,192 | (143) | 1,192 | (143) |
| | \$ 49,239 | \$ (703) | \$ 36,159 | \$ (4,157) | \$ 85,398 | \$ (4,860) |

As of June 30, 2010, securities with unrealized losses for less than 12 months include 3 investments in residential mortgage-backed securities (1 investment in agency collateralized mortgage obligations (CMOs) and 2 investments in non-agency CMOs), 5 investments in states of the U.S. and political subdivision securities and 4 investments in equity securities. Securities with unrealized losses of greater than 12 months include 3 investments in residential mortgage-backed securities (non-agency CMOs), 4 investments in states of the U.S. and political subdivisions, 13 investments in collateralized debt obligations (CDOs), 6 investments in other debt securities and 2 investments in equity securities. The unrealized losses relating to the residential mortgage-backed securities and states of the U.S. and political subdivisions are considered temporary resulting primarily from changes in interest rates.

The Corporation's unrealized losses on CDOs primarily relate to investments in trust preferred securities (TPS). The Corporation's portfolio of TPS consists of single-issuer and pooled securities. The single-issuer securities are primarily from money-center and large regional banks. The pooled securities consist of securities issued primarily by banks, with some of the pools including a limited number of insurance companies. The non-credit portion of unrealized losses on investments in TPS is attributable to temporary illiquidity and the uncertainty affecting these markets, as well as changes in interest rates.

Table of Contents*Other-Than-Temporary Impairment*

The Corporation evaluates its investment securities portfolio for other-than-temporary impairment (OTTI) on a quarterly basis. Impairment is assessed at the individual security level. The Corporation considers an investment security impaired if the fair value of the security is less than its cost or amortized cost basis.

When impairment of an equity security is considered to be other-than-temporary, the security is written down to its fair value and an impairment loss is recorded as a loss within non-interest income in the consolidated statement of income. When impairment of a debt security is considered to be other-than-temporary, the amount of the OTTI recorded as a loss within non-interest income and thereby recognized in earnings depends on whether the entity intends to sell the security or whether it is more likely than not that the entity will be required to sell the security before recovery of its amortized cost basis.

If the Corporation intends to sell the debt security or if it is more likely than not that the Corporation will be required to sell the security before recovery of its amortized cost basis, OTTI shall be recognized in earnings equal to the entire difference between the investment's amortized cost basis and its fair value.

If the Corporation does not intend to sell the debt security and it is not more likely than not the Corporation will be required to sell the security before recovery of its amortized cost basis, OTTI shall be separated into the amount representing credit loss and the amount related to all other market factors. The amount related to credit loss shall be recognized in earnings. The amount related to other market factors shall be recognized in other comprehensive income, net of applicable taxes.

The Corporation performs its OTTI evaluation process in a consistent and systematic manner and includes an evaluation of all available evidence. Documentation of the process is as extensive as necessary to support a conclusion as to whether a decline in fair value below cost or amortized cost is other-than-temporary and includes documentation supporting both observable and unobservable inputs and a rationale for the conclusions reached. In making these determinations for pooled TPS, the Corporation consults with third-party advisory firms to provide additional valuation assistance.

This process considers factors such as the severity, length of time and anticipated recovery period of the impairment, recoveries or additional declines in fair value subsequent to the balance sheet date, recent events specific to the issuer, including investment downgrades by rating agencies and economic conditions of its industry, and the issuer's financial condition, repayment capacity, capital strength and near-term prospects.

For debt securities, the Corporation also considers the payment structure of the debt security, the likelihood of the issuer being able to make future payments, failure of the issuer of the security to make scheduled interest and principal payments, whether the Corporation has made a decision to sell the security and whether the Corporation's cash or working capital requirements or contractual or regulatory obligations indicate that the debt security will be required to be sold before a forecasted recovery occurs. For equity securities, the Corporation also considers its intent and ability to retain the security for a period of time sufficient to allow for a recovery in fair value. Among the factors that are considered in determining the Corporation's intent and ability to retain the security is a review of its capital adequacy, interest rate risk position and liquidity. The assessment of a security's ability to recover any decline in fair value, the ability of the issuer to meet contractual obligations, the Corporation's intent and ability to retain the security, and whether it is more likely than not the Corporation will be required to sell the security before recovery of its amortized cost basis require considerable judgment.

Debt securities with credit ratings below AA at the time of purchase that are repayment-sensitive securities are evaluated using the guidance of ASC Topic 325, *Investments - Other*. All other debt securities are required to be evaluated under ASC Topic 320, *Investments - Debt Securities*.

The Corporation invested in TPS issued by special purpose vehicles (SPVs) which hold pools of collateral consisting of trust preferred and subordinated debt securities issued by banks, bank holding companies and insurance companies. The securities issued by the SPVs are generally segregated into several classes known as tranches. Typically, the structure includes senior, mezzanine and equity tranches. The equity tranche represents the first loss position. The Corporation generally holds interests in mezzanine tranches. Interest and principal collected from the collateral held by the SPVs are distributed with a priority that provides the highest level of protection to the senior-most

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tranches. In order to provide a high level of protection to the senior tranches, cash flows are diverted to higher-level tranches if the principal and interest coverage tests are not met.

The Corporation prices its holdings of TPS using Level 3 inputs in accordance with ASC Topic 820, *Fair Value Measurements and Disclosures*, and guidance issued by the SEC. In this regard, the Corporation evaluates current available information in estimating the future cash flows of these securities and determines whether there have been favorable or adverse changes in estimated cash flows from the cash flows previously projected. The Corporation considers the structure and term of the pool and the financial condition of the underlying issuers. Specifically, the evaluation incorporates factors such as over-collateralization and interest coverage tests, interest rates and appropriate risk premiums, the timing and amount of interest and principal payments and the allocation of payments to the various tranches. Current estimates of cash flows are based on the most recent trustee reports, announcements of deferrals or defaults, and assumptions regarding expected future default rates, prepayment and recovery rates and other relevant information. In constructing these assumptions, the Corporation considers the following:

that current defaults would have no recovery;

that some individually analyzed deferrals will cure at a 50% rate after five years, while others are expected to exhibit minimal recovery;

recent historical performance metrics, including profitability, capital ratios, loan charge-offs and loan reserve ratios, for the underlying institutions that would indicate a higher probability of default by the institution;

that institutions identified as possessing a higher probability of default would recover at a rate of 10% for banks and 15% for insurance companies;

that financial performance of the financial sector continues to be affected by the economic environment resulting in an expectation of additional deferrals and defaults in the future;

whether the security is currently deferring interest; and

the external rating of the security and recent changes to its external rating.

The primary evidence utilized by the Corporation is the level of current deferrals and defaults, the level of excess subordination that allows for receipt of full principal and interest, the credit rating for each security and the likelihood that future deferrals and defaults will occur at a level that will fully erode the excess subordination based on an assessment of the underlying collateral. The Corporation combines the results of these factors considered in estimating the future cash flows of these securities to determine whether there has been an adverse change in estimated cash flows from the cash flows previously projected.

The Corporation's portfolio of trust preferred CDOs consists of 13 pooled issues and seven single issue securities. One of the pooled issues is a senior tranche; the remaining 12 are mezzanine tranches. At June 30, 2010, the 13 pooled TPS had an estimated fair value of \$7.4 million while the single-issuer TPS had an estimated fair value of \$12.6 million. The Corporation has concluded from the analysis performed at June 30, 2010 that it is probable that the Corporation will collect all contractual principal and interest payments on all of its single-issuer and pooled TPS, except for those on which OTTI was recognized.

Upon adoption of ASC Topic 320, the Corporation determined that \$7.0 million of OTTI charges previously recorded were non-credit related. As such, a \$4.6 million (net of \$2.4 million of taxes) increase to retained earnings and a corresponding decrease to accumulated other comprehensive income were recorded as the cumulative effect of adopting ASC Topic 320 as of April 1, 2009.

The Corporation recognized net impairment losses on securities of \$2.3 million and \$0.9 million for the six months ended June 30, 2010 and 2009, respectively, due to the write-down of securities that the Corporation deemed to be other-than-temporarily impaired. Impairment losses related to bank stocks for the six months ended June 30, 2009 amounted to \$0.6 million. The Corporation did not recognize any material impairment losses related to bank

stocks for the six months ended June 30, 2010. For the six months ended June 30, 2010, impairment losses on pooled

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TPS amounted to \$9.5 million, which includes \$7.2 million (\$4.7 million, net of tax) for non-credit related impairment losses recognized directly in other comprehensive income and \$2.3 million of credit-related impairment losses recognized in earnings.

The \$0.6 million in impairment losses on bank stocks during the first six months of 2009 relate to securities that were in an unrealized loss position for an extended period of time or the percentage of unrealized loss was such that management believes it would be unlikely to recover in the near term. In accordance with GAAP, management has deemed these impairments to be other-than-temporary given the low likelihood that they will recover in value in the foreseeable future. At June 30, 2010, the Corporation held 15 bank stocks with an adjusted cost basis of \$1.9 million and fair value of \$2.1 million.

At June 30, 2010, all 12 of the pooled trust preferred security investments on which OTTI has been recognized are classified as non-performing investments.

The following table presents a summary of the cumulative credit-related OTTI charges recognized as components of earnings for securities for which a portion of an OTTI is recognized in other comprehensive income (in thousands):

| | June 30, 2010 | December 31, 2009 |
|---|--------------------------|----------------------------------|
| Beginning balance of the amount related to credit loss for which a portion of OTTI was recognized in other comprehensive income | \$ (16,051) | \$ |
| Amount of OTTI related to credit loss on April 1, 2009 (1) | | (8,953) |
| Additions related to credit loss for securities with previously recognized OTTI | (2,235) | (2,315) |
| Additions related to credit loss for securities with initial OTTI | (46) | (4,783) |
| Ending balance of the amount related to credit loss for which a portion of OTTI was recognized in other comprehensive income | \$ (18,332) | \$ (16,051) |

(1) Amount represents the OTTI charges recorded for pooled trust preferred securities, net of the Corporation's cumulative effect adjustment upon adoption of ASC Topic 320, effective April 1, 2009.

TPS continue to experience price volatility as the secondary market for such securities remains limited. Write-downs were based on the individual securities' credit performance and its ability to make its contractual principal and interest payments. Should credit quality deteriorate to a greater extent than projected, it is possible that additional write-downs may be required. The Corporation monitors actual deferrals and defaults as well as expected future deferrals and defaults to determine if there is a high probability for expected losses and contractual shortfalls of interest or principal, which could warrant further impairment. The Corporation evaluates its entire portfolio each

quarter to determine if additional write-downs are warranted.

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The following table provides information relating to the Corporation's TPS as of June 30, 2010 (dollars in thousands):

| Deal Name | Class | Current Par Value | Amortized Cost | Fair Value | Unrealized Loss | Lowest Credit Rating | Issuers Currently Performing | Actual | Actual | Projected | Expected Defaults |
|---------------------------|-------|-------------------------|-------------------|-----------------|--------------------|----------------------------|------------------------------------|--------------------------|--------------------|--------------------|----------------------|
| | | | | | | | | Number of Defaults | of a percent | of a percent | |
| Pooled TPS: | | | | | | | | | | | |
| P1 | C1 | \$ 5,500 | \$ 2,266 | \$ 535 | \$ (1,731) | C | 47 | 19% | 14% | 29% | 13% |
| P2 | C1 | 4,889 | 2,746 | 446 | (2,300) | C | 44 | 14 | 16 | 35 | 15 |
| P3 | C1 | 5,561 | 4,218 | 1,158 | (3,060) | C | 55 | 11 | 7 | 15 | 16 |
| P4 | C1 | 3,994 | 2,852 | 552 | (2,300) | C | 53 | 14 | 11 | 28 | 16 |
| P5 | MEZ | 483 | 358 | 219 | (139) | C | 26 | 15 | 8 | 58 | 13 |
| P6 | MEZ | 1,909 | 1,087 | 530 | (557) | C | 24 | 17 | 14 | 38 | 12 |
| P7 | B3 | 2,000 | 726 | 208 | (518) | C | 23 | 28 | 9 | 60 | 14 |
| P8 | B1 | 3,028 | 2,386 | 658 | (1,728) | C | 55 | 12 | 15 | 28 | 16 |
| P9 | C | 5,048 | 756 | 45 | (711) | C | 39 | 13 | 22 | 21 | 15 |
| P10 | C | 507 | 461 | 75 | (386) | C | 53 | 12 | 11 | 24 | 14 |
| P11 | C | 2,011 | 787 | 163 | (624) | C | 49 | 14 | 13 | 16 | 14 |
| P12 | A4L | 2,000 | 645 | 72 | (573) | C | 28 | 13 | 20 | 32 | 16 |
| <i>Total OTTI</i> | | 36,930 | 19,288 | 4,661 | (14,627) | | 496 | 15 | 13 | 29 | 15 |
| P13 (3) | SNR | 3,304 | 3,477 | 2,730 | (747) | A3 | 21 | 7 | 14 | 37 | 13 |
| <i>Total Not OTTI</i> | | 3,304 | 3,477 | 2,730 | (747) | | 21 | 7 | 14 | 37 | 13 |
| Total Pooled TPS | | \$40,234 | \$22,765 | \$ 7,391 | \$(15,374) | | 517 | 14% | 13% | 29% | 15% |
| Single Issuer TPS: | | | | | | | | | | | |
| S1 | | \$ 2,000 | \$ 1,945 | \$ 1,368 | \$ (577) | BB | 1 | | | | |
| S2 | | 2,000 | 1,906 | 1,455 | (451) | BBB+ | 1 | | | | |
| S3 | | 2,000 | 2,053 | 1,931 | (122) | B+ | 1 | | | | |
| S4 | | 2,000 | 2,000 | 1,559 | (441) | B+ | 1 | | | | |
| S5 | | 4,000 | 4,091 | 4,265 | 174 | Baa2 | 1 | | | | |
| S6 | | 1,000 | 999 | 722 | (277) | BB | 1 | | | | |
| S7 | | 1,300 | 1,333 | 1,316 | (17) | BB | 1 | | | | |

| | | | | | |
|-------------------------|----------|----------|----------|------------|-----|
| Total Single Issuer TPS | \$14,300 | \$14,327 | \$12,616 | \$ (1,711) | 7 |
| Total TPS | \$54,534 | \$37,092 | \$20,007 | \$(17,085) | 524 |

- (1) Some current deferrals are projected to cure at a 50% rate after five years, while others are projected to exhibit minimal recovery.
- (2) Expected future defaults as a percent of remaining performing collateral. Future deferrals and defaults are generally assumed to have recovery rates of 10% for banks and 15% for insurance companies.
- (3) Excess subordination represents the additional defaults in excess of both current and projected defaults that the CDO can absorb before the bond experiences any credit impairment. The P13 security had excess

subordination as
a percent of
current
collateral of
27.79% as of
June 30, 2010.

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Non-Agency CMOs

The Corporation purchased \$161.2 million of non-agency CMOs from 2003 through 2005. These securities, which are classified as held to maturity, have paid down to a balance of \$42.0 million at June 30, 2010, including \$7.0 million of paydowns during the first six months of 2010. At the time of purchase, these securities were all rated AAA, with an original average loan-to-value (LTV) ratio of 66.1% and original credit score of 724. At origination, the credit support, or the amount of loss the collateral pool could absorb before the AAA securities would incur a credit loss, ranged from 1.3% to 7.0%. This credit support has grown to a range of 4.7% to 18.9%, due to paydowns and good credit performance through the first half of 2008. Beginning in the second half of 2008, national delinquencies, an early warning sign of potential default, began to accelerate on the collateral pools. It appears the rate of delinquencies has remained flat this quarter.

The rating agencies monitor these non-agency CMOs and the underlying collateral performance for delinquencies, foreclosures and defaults. They also factor in trends in bankruptcies and housing values to ultimately arrive at an expected loss for a given item of defaulted collateral. Based on deteriorating performance of the collateral, many of these types of securities have been downgraded by the rating agencies. For the Corporation's portfolio, four of the twelve non-agency CMOs have been downgraded from AAA.

The Corporation determines its credit related losses by running scenario analysis on the underlying collateral. This analysis applies default assumptions to delinquencies already in the pipeline, projects future defaults based in part on the historical trends for the collateral, applies a rate of severity and estimates prepayment rates. Because of the limited historical trends for the collateral, multiple default scenarios were analyzed including scenarios that significantly elevate defaults over the next 20 months. Based on the results of the analysis, the Corporation's management has concluded that there are currently no credit-related losses in its non-agency CMO portfolio.

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The following table provides information relating to the Corporation's non-agency CMOs as of June 30, 2010 (dollars in thousands):

| Security | Original Year | Book Value | Credit Rating | | Credit Support % | | Delinquency % | | | Subordination Data | | | | LTV | Credit Score | |
|----------|---------------|------------|---------------|-------|------------------|---------|---------------|--------|--------|--------------------|-----|------------|-------------|-------|--------------|-------|
| | | | S&P | Moody | Original | Current | 30 Day | 60 Day | 90 Day | Foreclosure | ORR | Bankruptcy | Delinquency | | | Total |
| | | | | | | | | | | | | | | | | |
| 1 | 2003 | \$ 5,404 | AAA | n/a | 2.5 | 4.7 | 0.6 | 0.1 | 0.7 | 0.4 | 0.2 | 0.2 | 2.1 | 53.1% | 741 | |
| 2 | 2003 | 2,909 | AAA | n/a | 4.3 | 15.4 | 2.3 | 1.6 | 3.1 | 2.2 | 0.2 | 0.8 | 10.2 | 57.2 | 712 | |
| 3 | 2003 | 2,638 | AAA | n/a | 2.0 | 5.5 | 0.9 | 0.0 | 1.0 | 1.5 | 0.0 | 0.0 | 3.3 | 48.7 | 743 | |
| 4 | 2003 | 2,357 | AAA | n/a | 2.7 | 16.1 | 1.2 | 0.1 | 1.4 | 0.9 | 0.0 | 0.2 | 3.7 | 51.9 | n/a | |
| 5 | 2003 | 1,518 | AAA | n/a | 2.4 | 9.1 | 0.6 | 0.0 | 1.6 | 1.6 | 0.0 | 0.0 | 3.8 | 52.1 | 737 | |
| 6 | 2003 | 1,063 | AAA | Aaa | 1.4 | 7.6 | 0.8 | 0.7 | 0.7 | 0.6 | 0.0 | 0.0 | 2.7 | 32.2 | 740 | |
| 7 | 2004 | 4,820 | AAA | Aa3 | 7.0 | 18.9 | 2.2 | 1.2 | 3.4 | 5.4 | 0.4 | 1.7 | 14.2 | 56.8 | 693 | |
| 8 | 2004 | 3,457 | AA+ | n/a | 5.3 | 10.4 | 0.9 | 0.0 | 1.1 | 1.4 | 0.0 | 0.9 | 4.3 | 48.6 | 737 | |
| 9 | 2004 | 2,433 | n/a | Aaa | 2.5 | 6.9 | 1.4 | 0.0 | 0.0 | 2.3 | 0.0 | 0.0 | 3.7 | 57.0 | 742 | |
| 10 | 2004 | 2,543 | AAA | Aaa | 4.4 | 9.0 | 1.7 | 0.7 | 0.6 | 1.7 | 0.6 | 0.8 | 6.1 | 56.2 | 733 | |
| 11 | 2005 | 7,686 | CCC | Caa1 | 5.1 | 6.0 | 4.4 | 1.9 | 8.1 | 5.6 | 1.4 | 2.0 | 23.4 | 65.8 | 708 | |
| 12 | 2005 | 5,185 | CCC | B2 | 4.7 | 4.9 | 3.7 | 2.0 | 4.3 | 6.1 | 1.4 | 1.1 | 18.5 | 66.7 | 728 | |
| | | \$ 42,013 | | | 3.8 | 9.1 | | | | | | | 56.9% | 724 | | |

Table of Contents**FEDERAL HOME LOAN BANK STOCK**

The Corporation is a member of the Federal Home Loan Bank (FHLB) of Pittsburgh. The FHLB requires members to purchase and hold a specified minimum level of FHLB stock based upon their level of borrowings, collateral balances and participation in other programs offered by the FHLB. Stock in the FHLB is non-marketable and is redeemable at the discretion of the FHLB. Both cash and stock dividends are reported as income.

Members do not purchase stock in the FHLB for the same reasons that traditional equity investors acquire stock in an investor-owned enterprise. Rather, members purchase stock to obtain access to the low-cost products and services offered by the FHLB. Unlike equity securities of traditional for-profit enterprises, the stock of FHLB does not provide its holders with an opportunity for capital appreciation because, by regulation, FHLB stock can only be purchased, redeemed and transferred at par value.

At both June 30, 2010 and December 31, 2009, the Corporation's FHLB stock totaled \$28.0 million and is included in other assets on the balance sheet. The Corporation accounts for the stock in accordance with ASC Topic 325, which requires the investment to be carried at cost and evaluated for impairment based on the ultimate recoverability of the par value.

The Corporation periodically evaluates its FHLB investment for possible impairment based on, among other things, the capital adequacy of the FHLB and its overall financial condition. The Federal Housing Finance Agency, the regulator of the FHLB, requires it to maintain a total capital-to-assets ratio of at least 4.0%. At March 31, 2010, the FHLB's capital ratio of 7.6% exceeded the regulatory requirement. Failure by the FHLB to meet this regulatory capital requirement would require an in-depth analysis of other factors including:

the member's ability to access liquidity from the FHLB;

the member's funding cost advantage with the FHLB compared to alternative sources of funds;

a decline in the market value of FHLB's net assets relative to book value which may or may not affect future financial performance or cash flow;

the FHLB's ability to obtain credit and source liquidity, for which one indicator is the credit rating of the FHLB;

the FHLB's commitment to make payments taking into account its ability to meet statutory and regulatory payment obligations and the level of such payments in relation to the FHLB's operating performance; and

the prospects of amendments to laws that affect the rights and obligations of the FHLB.

At June 30, 2010, the Corporation believes its holdings in the stock are ultimately recoverable at par value and, therefore, determined that FHLB stock was not other-than-temporarily impaired. In addition, the Corporation has ample liquidity and does not require redemption of its FHLB stock in the foreseeable future.

BORROWINGS

Following is a summary of short-term borrowings (in thousands):

| | June 30, 2010 | December 31, 2009 |
|---|--------------------------|----------------------------------|
| Securities sold under repurchase agreements | \$ 606,552 | \$ 536,784 |
| Subordinated notes | 118,660 | 121,938 |
| Other short-term borrowings | 10,230 | 10,445 |
| | \$ 735,442 | \$ 669,167 |

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Securities sold under repurchase agreements is comprised of treasury management accounts, which are borrowings from commercial customers of FNBPA which are generally renewable on a daily basis. Securities are pledged to these customers in an amount equal to the outstanding balance.

Following is a summary of long-term debt (in thousands):

| | June 30, 2010 | December 31, 2009 |
|---------------------------------|--------------------------|----------------------------------|
| Federal Home Loan Bank advances | \$ 136,489 | \$ 256,921 |
| Subordinated notes | 68,732 | 67,343 |
| Convertible debt | 613 | 613 |
| | \$ 205,834 | \$ 324,877 |

The Corporation's banking affiliate has available credit with the FHLB of \$1.9 billion, of which \$136.5 million was used as of June 30, 2010. These advances are secured by loans collateralized by 1-4 family mortgages and FHLB stock and are scheduled to mature in various amounts periodically through the year 2019. Effective interest rates paid on these advances range from 2.00% to 4.85% for the six months ended June 30, 2010 and 2.28% to 5.54% for the year ended December 31, 2009. During the first six months of 2010, the Corporation prepaid \$59.0 million of FHLB advances yielding 3.93% and incurred a prepayment penalty of \$2.3 million.

JUNIOR SUBORDINATED DEBT

The Corporation has four unconsolidated subsidiary trusts (collectively, the Trusts): F.N.B. Statutory Trust I, F.N.B. Statutory Trust II, Omega Financial Capital Trust I and Sun Bancorp Statutory Trust I. One hundred percent of the common equity of each Trust is owned by the Corporation. The Trusts were formed for the purpose of issuing Corporation-obligated mandatorily redeemable capital securities (TPS) to third-party investors. The proceeds from the sale of TPS and the issuance of common equity by the Trusts were invested in junior subordinated debt securities (subordinated debt) issued by the Corporation, which are the sole assets of each Trust. Since third-party investors are the primary beneficiaries, the Trusts are not consolidated in the Corporation's financial statements. The Trusts pay dividends on the TPS at the same rate as the distributions paid by the Corporation on the junior subordinated debt held by the Trusts. Omega Financial Capital Trust I and Sun Bancorp Statutory Trust I were acquired as a result of a previous acquisition.

Distributions on the subordinated debt issued to the Trusts are recorded as interest expense by the Corporation. The TPS are subject to mandatory redemption, in whole or in part, upon repayment of the subordinated debt. The subordinated debt, net of the Corporation's investment in the Trusts, qualifies as Tier 1 capital under the Board of Governors of the Federal Reserve System (FRB) guidelines subject to certain limitations beginning March 31, 2011. The Corporation has entered into agreements which, when taken collectively, fully and unconditionally guarantee the obligations under the TPS subject to the terms of each of the guarantees.

The following table provides information relating to the Trusts as of June 30, 2010 (dollars in thousands):

| | F.N.B. Statutory | F.N.B. Statutory | Omega Financial Capital Trust | Sun Bancorp Statutory |
|----------------------------|-----------------------------|-----------------------------|--|--------------------------------------|
| | Trust I | Trust II | I | Trust I |
| Trust preferred securities | \$ 125,000 | \$ 21,500 | \$ 36,000 | \$ 16,500 |
| Common securities | 3,866 | 665 | 1,114 | 511 |
| Junior subordinated debt | 128,866 | 22,165 | 35,846 | 17,496 |
| Stated maturity date | 3/31/33 | 6/15/36 | 10/18/34 | 2/22/31 |
| Optional redemption date | 3/31/08 | 6/15/11 | 10/18/09 | 2/22/11 |

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| | | | | |
|---------------|--|--|---|--------|
| Interest rate | 3.54% variable; LIBOR plus 325 basis points | 7.17% fixed until 6/15/11; then LIBOR plus 165 basis points | 2.49% variable; LIBOR plus 219 basis points | 10.20% |
|---------------|--|--|---|--------|

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Table of Contents**DERIVATIVE INSTRUMENTS**

The Corporation is exposed to certain risks arising from both its business operations and economic conditions. The Corporation principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. The Corporation manages economic risks, including interest rate, liquidity, and credit risk, primarily by managing the amount, sources, and duration of its assets and liabilities. The Corporation's existing interest rate derivatives result from a service provided to certain qualifying customers. The Corporation manages a matched book with respect to its derivative instruments in order to minimize its net risk exposure resulting from such transactions.

The Corporation periodically enters into interest rate swap agreements to meet the financing, interest rate and equity risk management needs of its commercial loan customers. These agreements provide the customer the ability to convert from variable to fixed interest rates. The Corporation then enters into positions with a derivative counterparty in order to offset its exposure on the variable and fixed components of the customer agreements. These agreements meet the definition of derivatives, but are not designated as hedging instruments under ASC Topic 815, *Derivatives and Hedging*. These instruments and their offsetting positions are reported at fair value in other assets and other liabilities on the consolidated balance sheet with any resulting gain or loss recorded in current period earnings as other income.

At June 30, 2010, the Corporation was party to 109 swaps with notional amounts totaling approximately \$426.0 million with customers, and 109 swaps with notional amounts totaling approximately \$426.0 million with derivative counterparties. The following table presents the fair value of the Corporation's derivative financial instruments as well as their classification on the balance sheet (in thousands):

| | Balance | | December |
|-------------------------|-------------------|-----------------|-----------------|
| | Sheet | June 30, | 31, |
| | Location | 2010 | 2009 |
| Interest Rate Products: | | | |
| Asset derivatives | Other assets | \$28,432 | \$ 13,305 |
| Liability derivatives | Other liabilities | 27,912 | 12,497 |

The following table presents the effect of the Corporation's derivative financial instruments on the income statement (in thousands):

| | Income | Six Months Ended | |
|------------------------|------------------|-------------------------|-------------|
| | Statement | June 30, | |
| | Location | 2010 | 2009 |
| Interest rate products | Other income | \$(288) | \$297 |

The Corporation has agreements with each of its derivative counterparties that contain a provision where if the Corporation defaults on any of its indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender, then the Corporation could also be declared in default on its derivative obligations. The Corporation also has agreements with certain of its derivative counterparties that contain a provision if the Corporation fails to maintain its status as a well capitalized institution, then the counterparty could terminate the derivative positions and the Corporation would be required to settle its obligations under the agreements. Certain of the Corporation's agreements with its derivative counterparties contain provisions where if a material or adverse change occurs that materially changes the Corporation's creditworthiness in an adverse manner the Corporation may be required to fully collateralize its obligations under the derivative instrument.

Interest rate swap agreements generally require posting of collateral by either party under certain conditions. As of June 30, 2010, the fair value of counterparty derivatives in a net liability position, which includes accrued interest but excludes any adjustment for non-performance risk related to these agreements, was \$29.2 million. At June 30, 2010, the Corporation has posted collateral with derivative counterparties with a fair value of \$17.6 million, of which \$3.3 million is cash collateral. Additionally, if the Corporation had breached its agreements with its derivative

counterparties it would be required to settle its obligations under the agreements at the termination value and would be required to pay an additional \$11.6 million in excess of amounts previously posted as collateral with the respective counterparties.

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The Corporation has entered into interest rate lock commitments to originate residential mortgage loans held for sale and forward commitments to sell residential mortgage loans to secondary market investors. These arrangements are considered derivative instruments. The fair values of the Corporation's rate lock commitments to customers and commitments with investors at June 30, 2010 are not material.

COMMITMENTS, CREDIT RISK AND CONTINGENCIES

The Corporation has commitments to extend credit and standby letters of credit that involve certain elements of credit risk in excess of the amount stated in the consolidated balance sheet. The Corporation's exposure to credit loss in the event of non-performance by the customer is represented by the contractual amount of those instruments. The credit risk associated with loan commitments and standby letters of credit is essentially the same as that involved in extending loans to customers and is subject to normal credit policies. Since many of these commitments expire without being drawn upon, the total commitment amounts do not necessarily represent future cash flow requirements.

Following is a summary of off-balance sheet credit risk information (in thousands):

| | June 30, 2010 | December 31, 2009 |
|------------------------------|--------------------------|------------------------------|
| Commitments to extend credit | \$1,471,683 | \$1,411,865 |
| Standby letters of credit | 98,596 | 87,917 |

At June 30, 2010, funding of approximately 79.5% of the commitments to extend credit was dependent on the financial condition of the customer. The Corporation has the ability to withdraw such commitments at its discretion. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Based on management's credit evaluation of the customer, collateral may be deemed necessary. Collateral requirements vary and may include accounts receivable, inventory, property, plant and equipment and income-producing commercial properties.

Standby letters of credit are conditional commitments issued by the Corporation that may require payment at a future date. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loans to customers. The obligations are not recorded in the Corporation's consolidated financial statements. The Corporation's exposure to credit loss in the event the customer does not satisfy the terms of the agreement equals the notional amount of the obligation less the value of any collateral.

The Corporation and its subsidiaries are involved in various pending and threatened legal proceedings in which claims for monetary damages and other relief are asserted. These actions include claims brought against the Corporation and its subsidiaries where the Corporation or a subsidiary acted as one or more of the following: a depository bank, lender, underwriter, fiduciary, financial advisor, broker or was engaged in other business activities. Although the ultimate outcome for any asserted claim cannot be predicted with certainty, the Corporation believes that it and its subsidiaries have valid defenses for all asserted claims. Reserves are established for legal claims when losses associated with the claims are judged to be probable and the amount of the loss can be reasonably estimated.

Based on information currently available, advice of counsel, available insurance coverage and established reserves, the Corporation does not anticipate, at the present time, that the aggregate liability, if any, arising out of such legal proceedings will have a material adverse effect on the Corporation's consolidated financial position. However, the Corporation cannot determine whether or not any claims asserted against it will have a material adverse effect on its consolidated results of operations in any future reporting period.

Table of Contents**STOCK INCENTIVE PLANS***Restricted Stock*

The Corporation issues restricted stock awards, consisting of both restricted stock and restricted stock units, to key employees under its Incentive Compensation Plans (Plans). The grant date fair value of the restricted stock awards is equal to the price of the Corporation's common stock on the grant date. For the six months ended June 30, 2010 and 2009, the Corporation issued 500,707 and 367,308 restricted stock awards with aggregate weighted average grant date fair values of \$3.9 million and \$2.8 million, respectively, under these Plans. The Corporation has available up to 2,536,289 shares of common stock to issue under these Plans.

Under the Plans, more than half of the restricted stock awards granted to management are earned if the Corporation meets or exceeds certain financial performance results when compared to its peers. These performance-related awards are expensed ratably from the date that the likelihood of meeting the performance measure is probable through the end of a four-year vesting period. The service-based awards are expensed ratably over a three-year vesting period. The Corporation also issues discretionary service-based awards to certain employees that vest over five years.

The unvested restricted stock awards are eligible to receive cash dividends or dividend equivalents which are ultimately used to purchase additional shares of stock. Any additional shares of stock ultimately received as a result of cash dividends are subject to forfeiture if the requisite service period is not completed or the specified performance criteria are not met. These awards are subject to certain accelerated vesting provisions upon retirement, death, disability or in the event of a change of control as defined in the award agreements.

Share-based compensation expense related to restricted stock awards was \$1.4 million and \$1.1 million for the six months ended June 30, 2010 and 2009, the tax benefit of which was \$0.5 million and \$0.4 million, respectively.

The following table summarizes certain information concerning restricted stock awards:

| | Six Months Ended June 30, | | | |
|--|---------------------------|---------------------------------------|----------|---------------------------------------|
| | 2010 | | 2009 | |
| | Awards | Weighted Average Grant Price | Awards | Weighted Average Grant Price |
| Unvested awards outstanding at beginning of period | 854,440 | \$ 10.57 | 527,101 | \$ 15.34 |
| Granted | 500,707 | 7.77 | 367,308 | 7.65 |
| Vested | (95,281) | 15.05 | (98,695) | 17.66 |
| Forfeited | (32,008) | 9.21 | (66,630) | 15.00 |
| Dividend reinvestment | 32,427 | 8.30 | 21,342 | 6.33 |
| Unvested awards outstanding at end of period | 1,260,285 | 9.09 | 750,426 | 11.04 |

The total fair value of awards vested was \$0.1 million and \$1.0 million for the six months ended June 30, 2010 and 2009, respectively.

As of June 30, 2010, there was \$6.8 million of unrecognized compensation cost related to unvested restricted stock awards including \$0.1 million that is subject to accelerated vesting under the Plan's immediate vesting upon retirement provision for awards granted prior to the adoption of ASC Topic 718, *Compensation - Stock Compensation*, on January 1, 2006. The components of the restricted stock awards as of June 30, 2010 are as follows (dollars in thousands):

| Service- Based Awards | Performance- Based Awards | Total |
|-----------------------------|---------------------------------|-------|
|-----------------------------|---------------------------------|-------|

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| | | | |
|--|----------|----------|-----------|
| Unvested awards | 476,662 | 783,623 | 1,260,285 |
| Unrecognized compensation expense | \$ 2,254 | \$ 4,533 | \$ 6,787 |
| Intrinsic value | \$ 3,828 | \$ 6,292 | \$ 10,120 |
| Weighted average remaining life (in years) | 2.31 | 2.58 | 2.48 |

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Table of Contents*Stock Options*

The Corporation did not grant stock options during the six months ended June 30, 2010 or 2009. All outstanding stock options were granted at prices equal to the fair market value at the date of the grant, are primarily exercisable within ten years from the date of the grant and were fully vested as of January 1, 2006. The Corporation issues shares of treasury stock or authorized but unissued shares to satisfy stock option exercises. No stock options were exercised during the six months ended June 30, 2010. Shares issued upon the exercise of stock options were 1,624 for the six months ended June 30, 2009.

The following table summarizes certain information concerning stock option awards:

| | Six Months Ended June 30, | | | |
|--|----------------------------------|--|---------------|--|
| | 2010 | Weighted Average Exercise Price | 2009 | Weighted Average Exercise Price |
| | Shares | | Shares | Price |
| Options outstanding at beginning of period | 968,090 | \$13.67 | 1,299,317 | \$14.00 |
| Exercised | | | (1,624) | 15.53 |
| Forfeited | (152,184) | 11.42 | (269,770) | 14.78 |
| Options outstanding and exercisable at end of period | 815,906 | 14.09 | 1,027,923 | 13.79 |

The intrinsic value of outstanding and exercisable stock options at June 30, 2010 was \$(4.5) million, since the fair value of the stock subject to the options was less than the exercise price.

Warrants

In conjunction with its participation in the CPP, the Corporation issued to the UST a warrant to purchase up to 1,302,083 shares of the Corporation's common stock. Pursuant to Section 13(H) of the Warrant to Purchase Common Stock, the number of shares of common stock issuable upon exercise of the warrant has been reduced in half to 651,042 shares as of June 16, 2009, the date the Corporation completed a public offering. The warrant has an exercise price of \$11.52 per share.

RETIREMENT AND OTHER POSTRETIREMENT BENEFIT PLANS

The Corporation sponsors the Retirement Income Plan (RIP), a qualified noncontributory defined benefit pension plan covering substantially all salaried employees hired prior to January 1, 2008. The RIP covers employees who satisfy minimum age and length of service requirements. During 2006, the Corporation amended the RIP such that effective January 1, 2007 benefits are earned based on the employee's compensation each year. The plan amendment resulted in a remeasurement that produced a net unrecognized service credit of \$14.0 million, which is being amortized over the average period of future service of active employees of 13.5 years. Benefits of the RIP for service provided prior to December 31, 2006 are generally based on years of service and the employee's highest compensation for five consecutive years during their last ten years of employment. During 2007, the Corporation amended the RIP such that it is closed to participants who commence employment with the Corporation on or after January 1, 2008. The Corporation's funding guideline has been to make annual contributions to the RIP each year, if necessary, such that minimum funding requirements have been met. Based on the funded status of the plan, the Corporation does not expect to make a contribution to the RIP in 2010.

The Corporation also sponsors two supplemental non-qualified retirement plans. The ERISA Excess Retirement Plan provides retirement benefits equal to the difference, if any, between the maximum benefit allowable under the Internal Revenue Code and the amount that would be provided under the RIP, if no limits were applied. The Basic Retirement Plan (BRP) is applicable to certain officers whom the Board of Directors designates. Officers participating in the BRP receive a benefit based on a target benefit percentage based on years of service at retirement and a designated tier as determined by the Board of Directors. When a participant retires, the basic benefit under the BRP is

a monthly benefit equal to the target benefit percentage times the participant's highest average monthly cash compensation during five consecutive calendar years within the last ten calendar years of employment. This monthly benefit is reduced by the monthly benefit the participant receives from Social Security, the RIP, the ERISA Excess

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Retirement Plan and the annuity equivalent of the two percent automatic contributions to the qualified 401(k) defined contribution plan and the ERISA Excess Lost Match Plan. The BRP was frozen as of December 31, 2008. The Corporation expects an annual savings of approximately \$0.3 million as a result of freezing the BRP.

The net periodic benefit cost for the defined benefit plans includes the following components (in thousands):

| | Three Months Ended | | Six Months Ended | |
|-----------------------------------|---------------------------|-------------|-------------------------|-------------|
| | June 30, | | June 30, | |
| | 2010 | 2009 | 2010 | 2009 |
| Service cost | \$ 922 | \$ 904 | \$ 1,810 | \$ 1,808 |
| Interest cost | 1,748 | 1,737 | 3,516 | 3,474 |
| Expected return on plan assets | (1,873) | (1,795) | (3,745) | (3,590) |
| Amortization: | | | | |
| Unrecognized net transition asset | (23) | (23) | (46) | (47) |
| Unrecognized prior service credit | (295) | (299) | (594) | (598) |
| Unrecognized loss | 745 | 689 | 1,441 | 1,378 |
| Net periodic pension benefit cost | \$ 1,224 | \$ 1,213 | \$ 2,382 | \$ 2,425 |

The Corporation's subsidiaries participate in a qualified 401(k) defined contribution plan under which eligible employees may contribute a percentage of their salary. The Corporation matches 50 percent of an eligible employee's contribution on the first 6 percent that the employee defers. Employees are generally eligible to participate upon completing 90 days of service and having attained age 21. Beginning with 2007, in light of the change to the RIP benefit, the Corporation began making an automatic two percent contribution and may make an additional contribution of up to two percent depending on the Corporation achieving its performance goals for the plan year. Effective January 1, 2008, in lieu of the RIP benefit, the automatic contribution for substantially all new full-time employees was increased from two percent to four percent. The Corporation's contribution expense was \$2.5 million and \$2.1 million for the six months ended June 30, 2010 and 2009, respectively.

The Corporation also sponsors an ERISA Excess Lost Match Plan for certain officers. This plan provides retirement benefits equal to the difference, if any, between the maximum benefit allowable under the Internal Revenue Code and the amount that would have been provided under the qualified 401(k) defined contribution plan, if no limits were applied.

The Corporation sponsors a pre-Medicare eligible postretirement medical insurance plan for retirees of certain affiliates between the ages of 62 and 65. During 2006, the Corporation amended the plan such that only employees who were age 60 or older as of January 1, 2007 are eligible for employer-paid coverage. The Corporation has no plan assets attributable to this plan and funds the benefits as claims arise. Benefit costs related to this plan are recognized in the periods in which employees provide the service for such benefits. The Corporation reserves the right to terminate the plan or make plan changes at any time.

The net periodic postretirement benefit cost includes the following components (in thousands):

| | Three Months Ended | | Six Months Ended | |
|--|---------------------------|-------------|-------------------------|-------------|
| | June 30, | | June 30, | |
| | 2010 | 2009 | 2010 | 2009 |
| Interest cost | \$ 16 | \$ 25 | \$ 33 | \$ 50 |
| Amortization of unrecognized loss | | 1 | | 3 |
| Net periodic postretirement benefit cost | \$ 16 | \$ 26 | \$ 33 | \$ 53 |

Table of Contents**INCOME TAXES**

The Corporation bases its provision for income taxes upon income before income taxes, adjusted for the effect of certain tax-exempt income and non-deductible expenses. In addition, the Corporation reports certain items of income and expense in different periods for financial reporting and tax return purposes. The Corporation recognizes the tax effects of these temporary differences currently in the deferred income tax provision or benefit. The Corporation computes deferred tax assets or liabilities based upon the differences between the financial statement and income tax bases of assets and liabilities using the applicable marginal tax rate.

The Corporation must evaluate the probability that it will ultimately realize the full value of its deferred tax assets. Realization of the Corporation's deferred tax assets is dependent upon a number of factors including the existence of any cumulative losses in prior periods, the amount of taxes paid in available carry-back periods, expectations for future earnings, applicable tax planning strategies and assessment of current and future economic and business conditions. The Corporation establishes a valuation allowance when it is more likely than not that the Corporation will not be able to realize a benefit from its deferred tax assets, or when future deductibility is uncertain.

At June 30, 2010, the Corporation anticipates that it will not utilize state net operating loss carryforwards and other net deferred tax assets at certain of its subsidiaries and has recorded a valuation allowance against the deferred tax assets. The Corporation believes that, except for the portion which is covered by the valuation allowance, it is more likely than not the Corporation will realize the benefits of its deferred tax assets, net of the valuation allowance, at June 30, 2010 based on the level of historical taxable income and taxes paid in available carry-back periods.

COMPREHENSIVE INCOME

The components of comprehensive income, net of related tax, are as follows (in thousands):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|--|-------------|--------------------------------------|-------------|
| | 2010 | 2009 | 2010 | 2009 |
| Net income | \$ 17,922 | \$ 10,598 | \$ 33,902 | \$ 26,249 |
| Other comprehensive income (loss): | | | | |
| Unrealized gains (losses) on securities: | | | | |
| Arising during the period, net of tax expense (benefit) of \$1,613, \$(3,194), \$2,091 and \$(4,906) | 2,996 | (5,931) | 3,883 | (9,111) |
| Less: reclassification adjustment for losses (gains) included in net income, net of tax (benefit) expense of \$(194), \$(236), \$52 and \$(210) | 360 | 438 | (97) | 389 |
| Pension and postretirement amortization, net of tax expense of \$671, \$129, \$802 and \$258 | 1,246 | 239 | 1,489 | 479 |
| Other comprehensive income (loss) | 4,602 | (5,254) | 5,275 | (8,243) |
| Comprehensive income | \$ 22,524 | \$ 5,344 | \$ 39,177 | \$ 18,006 |

The accumulated balances related to each component of other comprehensive income (loss), net of tax are as follows (in thousands):

| June 30 | 2010 | 2009 |
|--|-------------|-------------|
| Non-credit related loss on debt securities not expected to be sold | \$ (9,508) | \$ (8,496) |
| Unrealized net gain (loss) on other available for sale securities | 6,274 | (4,564) |
| Unrecognized pension and postretirement obligations | (22,124) | (21,688) |
| Accumulated other comprehensive loss | \$ (25,358) | \$ (34,748) |

Table of Contents**EARNINGS PER COMMON SHARE**

Earnings per common share is computed using net income available to common stockholders, which is net income adjusted for the preferred stock dividend and discount amortization.

Basic earnings per common share is calculated by dividing net income available to common stockholders by the weighted average number of shares of common stock outstanding net of unvested shares of restricted stock.

Diluted earnings per common share is calculated by dividing net income available to common stockholders adjusted for interest expense on convertible debt by the weighted average number of shares of common stock outstanding, adjusted for the dilutive effect of potential common shares issuable for stock options, warrants, restricted shares and convertible debt, as calculated using the treasury stock method. Adjustments to the weighted average number of shares of common stock outstanding are made only when such adjustments dilute earnings per common share.

The following table sets forth the computation of basic and diluted earnings per common share (dollars in thousands, except per share data):

| | Three Months Ended | | Six Months Ended | |
|---|---------------------------|-------------|-------------------------|-------------|
| | June 30, | | June 30, | |
| | 2010 | 2009 | 2010 | 2009 |
| Net income available to common stockholders - basic earnings per share | \$ 17,922 | \$ 9,129 | \$ 33,902 | \$ 23,437 |
| Interest expense on convertible debt | 5 | 5 | 10 | 10 |
| Net income available to common stockholders after assumed conversion diluted earnings per share | \$ 17,927 | \$ 9,134 | \$ 33,912 | \$ 23,447 |
| Basic weighted average common shares outstanding | 113,878,018 | 93,387,226 | 113,814,527 | 91,396,295 |
| Net effect of dilutive stock options, warrants, restricted stock and convertible debt | 437,156 | 209,294 | 374,751 | 203,355 |
| Diluted weighted average common shares outstanding | 114,315,174 | 93,596,520 | 114,189,278 | 91,599,650 |
| Basic earnings per common share | \$ 0.16 | \$ 0.10 | \$ 0.30 | \$ 0.26 |
| Diluted earnings per common share | \$ 0.16 | \$ 0.10 | \$ 0.30 | \$ 0.26 |

For the three months ended June 30, 2010 and 2009, 720,194 and 1,884,670 shares of common stock, respectively, related to stock options and warrants were excluded from the computation of diluted earnings per share because the exercise price of the shares was greater than the average market price of the common shares and therefore, the effect would be antidilutive. For the six months ended June 30, 2010 and 2009, 889,474 and 1,625,265 shares of common stock, respectively, related to stock options and warrants were excluded from the computation of diluted earnings per share because the exercise price of the shares was greater than the average market price of the common shares and therefore, the effect would be antidilutive.

Table of Contents**CASH FLOW INFORMATION**

Following is a summary of supplemental cash flow information (in thousands):

| Six Months Ended June 30 | 2010 | 2009 |
|--|-------------|-------------|
| Interest paid on deposits and other borrowings | \$47,944 | \$67,102 |
| Income taxes paid | 16,250 | 4,000 |
| Transfers of loans to other real estate owned | 9,904 | 10,346 |
| Financing of other real estate owned sold | 613 | 338 |

BUSINESS SEGMENTS

The Corporation operates in four reportable segments: Community Banking, Wealth Management, Insurance and Consumer Finance.

The Community Banking segment provides services traditionally offered by full-service commercial banks, including commercial and individual demand, savings and time deposit accounts and commercial, mortgage and individual installment loans.

The Wealth Management segment provides a broad range of personal and corporate fiduciary services including the administration of decedent and trust estates. In addition, it offers various alternative products, including securities brokerage and investment advisory services, mutual funds and annuities.

The Insurance segment includes a full-service insurance agency offering all lines of commercial and personal insurance through major carriers. The Insurance segment also includes a reinsurer.

The Consumer Finance segment primarily makes installment loans to individuals and purchases installment sales finance contracts from retail merchants. The Consumer Finance segment activity is funded through the sale of the Corporation's subordinated notes at the finance company's branch offices.

The following tables provide financial information for these segments of the Corporation (in thousands). The information provided under the caption Parent and Other represents operations not considered to be reportable segments and/or general operating expenses of the Corporation, and includes the parent company, other non-bank subsidiaries and eliminations and adjustments which are necessary for purposes of reconciliation to the consolidated amounts.

| At or for the Three Months Ended June 30, 2010 | Community Banking | Wealth Management | Insurance | Consumer Finance | Parent and Other | Consolidated |
|---|--------------------------|--------------------------|------------------|-------------------------|-------------------------|---------------------|
| Interest income | \$ 85,242 | \$ 3 | \$ 52 | \$ 8,124 | \$ 940 | \$ 94,361 |
| Interest expense | 19,215 | | | 1,200 | 2,465 | 22,880 |
| Net interest income | 66,027 | 3 | 52 | 6,924 | (1,525) | 71,481 |
| Provision for loan losses | 10,488 | | | 1,577 | 174 | 12,239 |
| Non-interest income | 19,307 | 5,234 | 3,199 | 612 | 91 | 28,443 |
| Non-interest expense | 50,123 | 4,174 | 2,969 | 3,874 | 265 | 61,405 |
| Intangible amortization | 1,485 | 87 | 107 | | | 1,679 |
| Income tax expense (benefit) | 6,291 | 351 | 64 | 752 | (779) | 6,679 |
| Net income (loss) | 16,947 | 625 | 111 | 1,333 | (1,094) | 17,922 |
| Total assets | 8,643,089 | 20,110 | 20,750 | 166,441 | (17,330) | 8,833,060 |
| Total intangibles | 538,553 | 12,142 | 11,991 | 1,809 | | 564,495 |

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| At or for the Three Months Ended June 30, 2009 | Community Banking | Wealth Management | Insurance | Consumer Finance | Parent and Other | Consolidated |
|---|------------------------------|------------------------------|------------------|-----------------------------|---------------------------------|---------------------|
| Interest income | \$ 88,505 | \$ 4 | \$ 79 | \$ 7,959 | \$ 487 | \$ 97,034 |
| Interest expense | 27,380 | 1 | | 1,428 | 2,893 | 31,702 |
| Net interest income | 61,125 | 3 | 79 | 6,531 | (2,406) | 65,332 |
| Provision for loan losses | 12,033 | | | 1,701 | 175 | 13,909 |
| Non-interest income | 21,437 | 5,303 | 3,113 | 522 | (1,925) | 28,450 |
| Non-interest expense | 52,567 | 4,203 | 3,053 | 3,851 | 778 | 64,452 |
| Intangible amortization | 1,615 | 91 | 107 | | | 1,813 |
| Income tax expense (benefit) | 4,007 | 364 | 14 | 547 | (1,922) | 3,010 |
| Net income (loss) | 12,340 | 648 | 18 | 954 | (3,362) | 10,598 |
| Total assets | 8,541,012 | 18,987 | 23,891 | 163,370 | (36,940) | 8,710,320 |
| Total intangibles | 544,949 | 12,500 | 12,408 | 1,809 | | 571,666 |

| At or for the Six Months Ended June 30, 2010 | Community Banking | Wealth Management | Insurance | Consumer Finance | Parent and Other | Consolidated |
|---|------------------------------|------------------------------|------------------|-----------------------------|-----------------------------|---------------------|
| Interest income | \$ 168,706 | \$ 6 | \$ 107 | \$ 16,126 | \$ 1,962 | \$ 186,907 |
| Interest expense | 39,692 | | | 2,457 | 4,872 | 47,021 |
| Net interest income | 129,014 | 6 | 107 | 13,669 | (2,910) | 139,886 |
| Provision for loan losses | 20,995 | | | 2,897 | 311 | 24,203 |
| Non-interest income | 41,955 | 10,219 | 6,882 | 1,186 | (1,524) | 58,718 |
| Non-interest expense | 102,788 | 8,163 | 5,906 | 7,912 | 392 | 125,161 |
| Intangible amortization | 2,977 | 175 | 214 | | | 3,366 |
| Income tax expense (benefit) | 11,523 | 678 | 310 | 1,461 | (2,000) | 11,972 |
| Net income (loss) | 32,686 | 1,209 | 559 | 2,585 | (3,137) | 33,902 |
| Total assets | 8,643,089 | 20,110 | 20,750 | 166,441 | (17,330) | 8,833,060 |
| Total intangibles | 538,553 | 12,142 | 11,991 | 1,809 | | 564,495 |

| At or for the Six Months Ended June 30, 2009 | Community Banking | Wealth Management | Insurance | Consumer Finance | Parent and Other | Consolidated |
|---|------------------------------|------------------------------|------------------|-----------------------------|---------------------------------|---------------------|
| Interest income | \$ 178,009 | \$ 7 | \$ 154 | \$ 15,852 | \$ 1,114 | \$ 195,136 |
| Interest expense | 56,972 | | | 2,903 | 5,847 | 65,722 |
| Net interest income | 121,037 | 7 | 154 | 12,949 | (4,733) | 129,414 |
| Provision for loan losses | 21,033 | | | 3,105 | 285 | 24,423 |
| Non-interest income | 41,089 | 10,273 | 7,428 | 1,103 | (3,264) | 56,629 |
| Non-interest expense | 100,486 | 8,203 | 6,063 | 7,653 | 1,204 | 123,609 |
| Intangible amortization | 3,231 | 183 | 214 | | | 3,628 |
| Income tax expense (benefit) | 9,238 | 679 | 462 | 1,197 | (3,442) | 8,134 |
| Net income (loss) | 28,138 | 1,215 | 843 | 2,097 | (6,044) | 26,249 |
| Total assets | 8,541,012 | 18,987 | 23,891 | 163,370 | (36,940) | 8,710,320 |
| Total intangibles | 544,949 | 12,500 | 12,408 | 1,809 | | 571,666 |

Table of Contents**FAIR VALUE MEASUREMENTS**

The Corporation uses fair value measurements to record fair value adjustments to certain financial assets and liabilities and to determine fair value disclosures. Securities available for sale and derivatives are recorded at fair value on a recurring basis. Additionally, from time to time, the Corporation may be required to record at fair value other assets on a nonrecurring basis, such as mortgage loans held for sale, certain impaired loans, OREO and certain other assets.

Fair value is defined as an exit price, representing the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements are not adjusted for transaction costs. Fair value is a market-based measure considered from the perspective of a market participant who holds the asset or owes the liability rather than an entity-specific measure.

In determining fair value, the Corporation uses various valuation approaches, including market, income and cost approaches. ASC Topic 820, *Fair Value Measurements and Disclosures*, establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability, which are developed based on market data obtained from sources independent of the Corporation. Unobservable inputs reflect the Corporation's assumptions about the assumptions that market participants would use in pricing an asset or liability, which are developed based on the best information available in the circumstances.

The fair value hierarchy gives the highest priority to unadjusted quoted market prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). The fair value hierarchy is broken down into three levels based on the reliability of inputs as follows:

Level 1 valuation is based upon unadjusted quoted market prices for identical instruments traded in active markets.

Level 2 valuation is based upon quoted market prices for similar instruments traded in active markets, quoted market prices for identical or similar instruments traded in markets that are not active and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by market data.

Level 3 valuation is derived from other valuation methodologies including discounted cash flow models and similar techniques that use significant assumptions not observable in the market. These unobservable assumptions reflect estimates of assumptions that market participants would use in determining fair value.

A financial instrument's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

Following is a description of the valuation methodologies the Corporation uses for financial instruments recorded at fair value on either a recurring or nonrecurring basis:

Securities Available For Sale

Securities available for sale consists of both debt and equity securities. These securities are recorded at fair value on a recurring basis. At June 30, 2010, approximately 97.8% of these securities used valuation methodologies involving market-based or market-derived information, collectively Level 1 and Level 2 measurements, to measure fair value. The remaining 2.2% of these securities were measured using model-based techniques, with primarily unobservable (Level 3) inputs.

The Corporation closely monitors market conditions involving assets that have become less actively traded. If the fair value measurement is based upon recent observable market activity of such assets or comparable assets (other than forced or distressed transactions) that occur in sufficient volume, and do not require significant adjustment using

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unobservable inputs, those assets are classified as Level 1 or Level 2; if not, they are classified as Level 3. Making this assessment requires significant judgment.

The Corporation uses prices from independent pricing services and, to a lesser extent, indicative (non-binding) quotes from independent brokers, to measure the fair value of investment securities. The Corporation validates prices received from pricing services or brokers using a variety of methods, including, but not limited to, comparison to secondary pricing services, corroboration of pricing by reference to other independent market data such as secondary broker quotes and relevant benchmark indices, and review of pricing by corporate personnel familiar with market liquidity and other market-related conditions.

The Corporation determines the valuation of its investments in trust preferred debt securities with the assistance of a third-party independent financial consulting firm that specializes in advisory services related to illiquid financial investments. The consulting firm provides the Corporation appropriate valuation methodology, performance assumptions, modeling techniques, discounted cash flows, discount rates and sensitivity analyses with respect to levels of defaults and deferrals necessary to produce losses. Additionally, the Corporation utilizes the firm's expertise to reassess assumptions to reflect actual conditions. See the securities footnote for information on how the Corporation reassesses assumptions to determine the valuation of its trust preferred debt securities. Accessing the services of a financial consulting firm with a focus on financial instruments assists the Corporation in accurately valuing these complex financial instruments and facilitates informed decision-making with respect to such instruments.

Derivative Financial Instruments

The Corporation determines its fair value for derivatives using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects contractual terms of the derivative, including the period to maturity and uses observable market-based inputs, including interest rate curves and implied volatilities.

The Corporation incorporates credit valuation adjustments to appropriately reflect both its own non-performance risk and the respective counterparty's non-performance risk in the fair value measurements. In adjusting the fair value of its derivative contracts for the effect of non-performance risk, the Corporation considers the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts and guarantees.

Although the Corporation has determined that the majority of the inputs used to value its derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with its derivatives utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by itself and its counterparties. However, as of June 30, 2010, the Corporation has assessed the significance of the impact of the credit valuation adjustments on the overall valuation of its derivative positions and has determined that the credit valuation adjustments are not significant to the overall valuation of its derivatives. As a result, the Corporation has determined that its derivative valuations in their entirety are classified in Level 2 of the fair value hierarchy.

Residential Mortgage Loans Held For Sale

These loans are carried at the lower of cost or fair value. Under lower of cost or fair value accounting, periodically, it may be necessary to record nonrecurring fair value adjustments. Fair value, when recorded, is based on independent quoted market prices for similar assets and is classified as Level 2.

Impaired Loans

The Corporation reserves for commercial and commercial real estate loans that the Corporation considers impaired as defined in ASC Topic 310 at the time the Corporation identifies the loan as impaired based upon the present value of expected future cash flows available to pay the loan, or based upon the fair value of the collateral less estimated selling costs where a loan is collateral dependent. Collateral may be real estate and/or business assets including equipment, inventory and accounts receivable.

The Corporation determines the value of real estate based on appraisals by licensed or certified appraisers. The value of business assets is generally based on amounts reported on the business's financial statements. Management must rely on the financial statements prepared and certified by the borrower or its accountants in determining the value of these business assets on an ongoing basis which may be subject to significant change over time. Based on the quality of information or statements provided, management may require the use of business asset appraisals and

site-inspections

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to better value these assets. The Corporation may discount appraised and reported values based on management's historical knowledge, changes in market conditions from the time of valuation or management's knowledge of the borrower and the borrower's business. Since not all valuation inputs are observable, the Corporation classifies these nonrecurring fair value determinations as Level 2 or Level 3 based on the lowest level of input that is significant to the fair value measurement.

The Corporation reviews and evaluates impaired loans no less frequently than quarterly for additional impairment based on the same factors identified above.

Other Real Estate Owned

OREO is comprised of commercial and residential real estate properties obtained in partial or total satisfaction of loan obligations plus some bank owned real estate. OREO acquired in settlement of indebtedness is recorded at the lower of the carrying amount of the loan or fair value less costs to sell. Subsequently, these assets are carried at the lower of the carrying value or fair value less costs to sell. Accordingly, it may be necessary to record nonrecurring fair value adjustments. Fair value, when recorded, is generally based upon appraisals by licensed or certified appraisers and is classified as Level 2.

The following table presents the balances of assets and liabilities measured at fair value on a recurring basis (in thousands):

| | Level 1 | Level 2 | Level 3 | Total |
|---|--------------------|----------------|----------------|--------------|
| June 30, 2010 | | | | |
| Assets measured at fair value: | | | | |
| Available for sale debt securities: | | | | |
| U.S. Treasury and other U.S. government agencies and corporations | \$ | \$ 287,420 | \$ | \$ 287,420 |
| Residential mortgage-backed securities: | | | | |
| Agency mortgage-backed securities | | 241,098 | | 241,098 |
| Agency collateralized mortgage Obligations | | 148,905 | | 148,905 |
| Non-agency collateralized mortgage Obligations | | 41 | | 41 |
| States of the U.S. and political Subdivisions | | 62,820 | | 62,820 |
| Collateralized debt obligations | | | 4,661 | 4,661 |
| Other debt securities | | | 11,300 | 11,300 |
| | | 740,284 | 15,961 | 756,245 |
| Available for sale equity securities: | | | | |
| Financial services industry | 430 | 1,273 | 349 | 2,052 |
| Insurance services industry | 28 | | | 28 |
| | 458 | 741,557 | 16,310 | 758,325 |
| Derivative financial instruments | | 28,432 | | 28,432 |
| | \$ 458 | \$ 769,989 | \$ 16,310 | \$ 786,757 |
| Liabilities measured at fair value: | | | | |
| Derivative financial instruments | | \$ 27,912 | | \$ 27,912 |

\$ 27,912

\$ 27,912

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| | Level 1 | Level 2 | Level 3 | Total |
|---|----------------|----------------|----------------|--------------|
| December 31, 2009 | | | | |
| Assets measured at fair value: | | | | |
| Available for sale debt securities: | | | | |
| U.S. Treasury and other U.S. government agencies and corporations | \$ | \$ 252,456 | \$ | \$ 252,456 |
| Residential mortgage-backed securities: | | | | |
| Agency mortgage-backed securities | | 325,771 | | 325,771 |
| Agency collateralized mortgage Obligations | | 43,508 | | 43,508 |
| Non-agency collateralized mortgage Obligations | | 45 | | 45 |
| States of the U.S. and political Subdivisions | | 75,583 | | 75,583 |
| Collateralized debt obligations | | | 4,824 | 4,824 |
| Other debt securities | | | 10,430 | 10,430 |
| | | 697,363 | 15,254 | 712,617 |
| Available for sale equity securities: | | | | |
| Financial services industry | 992 | 1,385 | 333 | 2,710 |
| Insurance services industry | 22 | | | 22 |
| | 1,014 | 1,385 | 333 | 2,732 |
| | 1,014 | 698,748 | 15,587 | 715,349 |
| Derivative financial instruments | | 13,305 | | 13,305 |
| | \$ 1,014 | \$ 712,053 | \$ 15,587 | \$ 728,654 |
| Liabilities measured at fair value: | | | | |
| Derivative financial instruments | | \$ 12,497 | | \$ 12,497 |
| | | \$ 12,497 | | \$ 12,497 |

The following table presents additional information about assets measured at fair value on a recurring basis and for which the Corporation has utilized Level 3 inputs to determine fair value (in thousands):

| | Collateralized Debt Obligations | Other Debt Securities | Equity Securities | Total |
|---|--|--------------------------------------|------------------------------|--------------|
| Six Months Ended June 30, 2010 | | | | |
| Balance at beginning of period | \$ 4,824 | \$ 10,430 | \$ 333 | \$ 15,587 |
| Total gains (losses) realized/unrealized: | | | | |
| Included in earnings | (2,281) | | | (2,281) |
| Included in other comprehensive income | 2,118 | 870 | 16 | 3,004 |
| Purchases, issuances, and settlements | | | | |
| Transfers in and/or (out) of Level 3 | | | | |

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| | | | | | | | | |
|--------------------------|----|-------|----|--------|----|-----|----|--------|
| Balance at end of period | \$ | 4,661 | \$ | 11,300 | \$ | 349 | \$ | 16,310 |
|--------------------------|----|-------|----|--------|----|-----|----|--------|

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| | Collateralized Debt Obligations | Other Debt Securities | Equity Securities | Total |
|--|--|--------------------------------------|------------------------------|--------------|
| Twelve Months Ended December 31, 2009 | | | | |
| Balance at beginning of period | \$ 14,626 | \$ 8,475 | \$ 293 | \$ 23,394 |
| Total gains (losses) realized/unrealized: | | | | |
| Included in earnings | (7,098) | | | (7,098) |
| Included in other comprehensive income | (2,704) | 2,236 | 40 | (428) |
| Purchases, issuances, and settlements | | 14,465 | | 14,465 |
| Transfers in and/or (out) of Level 3 | | (14,746) | | (14,746) |
| Balance at end of period | \$ 4,824 | \$ 10,430 | \$ 333 | \$ 15,587 |

The Corporation reviews fair value hierarchy classifications on a quarterly basis. Changes in the observability of the valuation attributes may result in reclassification of certain financial assets or liabilities. Such reclassifications are reported as transfers in/out of Level 3 at fair value at the beginning of the period in which the changes occur.

The amount of total losses included in earnings for the six months ended June 30, 2010 and 2009 and for the year 2009 attributable to the change in unrealized gains or losses relating to assets still held as of those dates was \$2.3 million, \$0.3 million and \$7.1 million, respectively. These losses are included in net impairment losses on securities reported as a component of non-interest income.

In accordance with GAAP, from time to time, the Corporation measures certain assets at fair value on a nonrecurring basis. These adjustments to fair value usually result from the application of lower of cost or fair value accounting or write-downs of individual assets. Valuation methodologies used to measure these fair value adjustments were previously described. For assets measured at fair value on a nonrecurring basis still held in the balance sheet, the following table provides the hierarchy level and the fair value of the related assets or portfolios (in thousands):

| | Level 1 | Level 2 | Level 3 | Total |
|--------------------------|--------------------|----------------|----------------|--------------|
| June 30, 2010 | | | | |
| Impaired loans | | \$1,262 | \$21,901 | \$23,163 |
| Other real estate owned | | 4,906 | 5,124 | 10,030 |
| December 31, 2009 | | | | |
| Impaired loans | | 2,794 | 21,981 | 24,775 |
| Other real estate owned | | 6,929 | 7,687 | 14,616 |

Impaired loans measured or re-measured at fair value on a non-recurring basis during the six months ended June 30, 2010 had a carrying amount of \$27.3 million and an allocated allowance for loan losses of \$6.8 million at June 30, 2010. The allocated allowance is based on fair value of \$23.2 million less estimated costs to sell of \$2.9 million. The allowance for loan losses includes a provision applicable to the current period fair value measurements of \$3.9 million which was included in the provision for loan losses for the six months ended June 30, 2010.

OREO with a carrying amount of \$12.6 million were written down to \$10.0 million (fair value of \$11.8 million less estimated costs to sell of \$1.8 million), resulting in a loss of \$2.6 million, which was included in earnings for the six months ended June 30, 2010.

Fair Value of Financial Instruments

The following methods and assumptions were used to estimate the fair value of each financial instrument: *Cash and Due from Banks, Short-Term Investments, Accrued Interest Receivable and Accrued Interest Payable*. For these short-term instruments, the carrying amount is a reasonable estimate of fair value.

Securities. For both securities available for sale and securities held to maturity, fair value equals the quoted market price from an active market, if available, and is classified within Level 1. If a quoted market price is not available, fair

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value is estimated using quoted market prices for similar securities or pricing models, and is classified as Level 2. Where there is limited market activity or significant valuation inputs are unobservable, securities are classified within Level 3. Under current market conditions, assumptions used to determine the fair value of Level 3 securities have greater subjectivity due to the lack of observable market transactions.

Loans. The fair value of fixed rate loans is estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities. The fair value of variable and adjustable rate loans approximates the carrying amount.

Bank Owned Life Insurance. The Corporation owns both general account and separate account bank owned life insurance (BOLI). The fair value of general account BOLI is based on the insurance contract cash surrender value. The fair value of separate account BOLI equals the quoted market price of the underlying securities, if available. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities. In connection with the separate account BOLI, the Corporation has purchased a stable value protection product that mitigates the impact of market value fluctuations of the underlying separate account assets.

Deposits. The fair value of demand deposits, savings accounts and certain money market deposits is the amount payable on demand at the reporting date. The fair value of fixed-maturity deposits is estimated by discounting future cash flows using rates currently offered for deposits of similar remaining maturities.

Short-Term Borrowings. The carrying amounts for short-term borrowings approximate fair value for amounts that mature in 90 days or less. The fair value of subordinated notes is estimated by discounting future cash flows using rates currently offered.

Long-Term and Junior Subordinated Debt. The fair value of long-term and junior subordinated debt is estimated by discounting future cash flows based on the market prices for the same or similar issues or on the current rates offered to the Corporation for debt of the same remaining maturities.

Loan Commitments and Standby Letters of Credit. Estimates of the fair value of these off-balance sheet items were not made because of the short-term nature of these arrangements and the credit standing of the counterparties. Also, unfunded loan commitments relate principally to variable rate commercial loans, typically non-binding, and fees are not normally assessed on these balances.

The estimated fair values of the Corporation's financial instruments are as follows (in thousands):

| | June 30, 2010 | | December 31, 2009 | |
|--|-----------------|------------|-------------------|------------|
| | Carrying Amount | Fair Value | Carrying Amount | Fair Value |
| Financial Assets | | | | |
| Cash and short-term investments | \$ 200,867 | \$ 200,867 | \$ 310,550 | \$ 310,550 |
| Securities available for sale | 758,325 | 758,325 | 715,349 | 715,349 |
| Securities held to maturity | 853,698 | 888,290 | 775,281 | 796,537 |
| Net loans, including loans held for sale | 5,860,762 | 5,952,421 | 5,757,460 | 5,770,824 |
| Bank owned life insurance | 207,093 | 207,093 | 205,447 | 205,447 |
| Accrued interest receivable | 26,352 | 26,352 | 27,219 | 27,219 |
| Financial Liabilities | | | | |
| Deposits | 6,534,658 | 6,576,972 | 6,380,223 | 6,420,971 |
| Short-term borrowings | 735,442 | 736,071 | 669,167 | 669,712 |
| Long-term debt | 205,834 | 212,203 | 324,877 | 333,494 |
| Junior subordinated debt | 204,373 | 91,390 | 204,711 | 90,721 |
| Accrued interest payable | 8,028 | 8,028 | 8,951 | 8,951 |

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PART I.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Management's discussion and analysis represents an overview of the consolidated results of operations and financial condition of the Corporation and highlights material changes to the financial condition and results of operations at and for the three-month and six-month periods ended June 30, 2010. This discussion and analysis should be read in conjunction with the consolidated financial statements and notes thereto. The Corporation's results of operations for the six months ended June 30, 2010 are not necessarily indicative of results to be expected for the year ending December 31, 2010.

IMPORTANT NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this report are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995, which statements generally can be identified by the use of forward-looking terminology, such as may, will, expect, estimate, anticipate, believe, target, plan, project or continue or the negatives thereof, variations thereon or similar terminology, and are made on the basis of management's current plans and analyses of the Corporation, its business and the industry as a whole. These forward-looking statements are subject to risks and uncertainties, including, but not limited to, economic conditions, competition, interest rate sensitivity and exposure to regulatory and legislative changes. The above factors in some cases could affect the Corporation's financial performance and could cause actual results to differ materially from those expressed or implied in such forward-looking statements. The Corporation does not undertake to update or revise its forward-looking statements even if experience or future changes make it clear that the Corporation will not realize any projected results expressed or implied therein.

CRITICAL ACCOUNTING POLICIES

A description of the Corporation's critical accounting policies is included in the Management's Discussion and Analysis of Financial Condition and Results of Operations section of the Corporation's 2009 Annual Report on Form 10-K under the heading Application of Critical Accounting Policies. There have been no significant changes in critical accounting policies or the assumptions and judgments utilized in applying these policies since the year ended December 31, 2009.

OVERVIEW

The Corporation is a diversified financial services company headquartered in Hermitage, Pennsylvania. Its primary businesses include community banking, consumer finance, wealth management and insurance. The Corporation also conducts leasing and merchant banking activities. The Corporation operates its community banking business through a full service branch network with offices in Pennsylvania and Ohio. The Corporation operates its wealth management and insurance businesses within the community banking branch network. It also conducts selected consumer finance business in Pennsylvania, Ohio and Tennessee.

On June 16, 2009, the Corporation completed its public offering of 24,150,000 shares of common stock at a price of \$5.50 per share. The net proceeds of the offering after deducting underwriting discounts and commissions and estimated offering expenses were \$125.8 million.

On September 9, 2009, the Corporation redeemed all of the 100,000 outstanding shares of its preferred stock originally issued to the UST in conjunction with the CPP. Since receiving the CPP funds on January 9, 2009, the Corporation paid the UST \$3.3 million in cash dividends. Upon redemption, the difference of \$4.3 million between the preferred stock redemption amount and the recorded amount was charged to retained earnings as a non-cash deemed preferred stock dividend. This non-cash deemed preferred stock dividend had no impact on total equity, but reduced earnings per diluted common share by \$0.04. In total, CPP costs reduced earnings per diluted common share by \$0.05.

Because the Corporation issued preferred stock to the UST in January 2009, the Corporation reported net income available to common stockholders for the periods in which the preferred stock was outstanding. Net income available to common stockholders is calculated by subtracting the preferred stock dividends and discount amortization from net income.

Table of Contents**RESULTS OF OPERATIONS*****Three Months Ended June 30, 2010 Compared to the Three Months Ended June 30, 2009***

Net income for the three months ended June 30, 2010 was \$17.9 million or \$0.16 per diluted share, compared to net income available to common stockholders for the three months ended June 30, 2009 of \$9.1 million or \$0.10 per diluted share. Net income available to common stockholders for the three months ended June 30, 2009 included \$1.5 million related to preferred stock dividends and discount amortization associated with the Corporation's participation in the CPP. For the three months ended June 30, 2010, the Corporation's return on average equity was 6.83% and its return on average assets was 0.81%, compared to 4.05% and 0.49%, respectively, for the three months ended June 30, 2009.

In addition to evaluating its results of operations in accordance with GAAP, the Corporation routinely supplements its evaluation with an analysis of certain non-GAAP financial measures, such as return on average tangible equity, return on average tangible common equity and return on average tangible assets. The Corporation believes these non-GAAP financial measures provide information useful to investors in understanding the Corporation's operating performance and trends, and facilitates comparisons with the performance of the Corporation's peers. 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. The following tables summarize the Corporation's non-GAAP financial measures for the quarterly periods indicated derived from amounts reported in the Corporation's financial statements (dollars in thousands):

| | Three Months Ended June 30, | |
|--|--|--------------|
| | 2010 | 2009 |
| Return on average tangible common equity: | | |
| Net income available to common stockholders (annualized) | \$ 71,886 | \$ 36,616 |
| Amortization of intangibles, net of tax (annualized) | 4,376 | 4,727 |
| | \$ 76,262 | \$ 41,343 |
| Average total stockholders' equity | \$ 1,052,569 | \$ 1,049,464 |
| Less: Average preferred stockholders' equity | | (95,389) |
| Less: Average intangibles | (565,294) | (572,701) |
| | \$ 487,275 | \$ 381,374 |
| Return on average tangible common equity | 15.65% | 10.84% |
| Return on average tangible assets: | | |
| Net income (annualized) | \$ 71,886 | \$ 42,508 |
| Amortization of intangibles, net of tax (annualized) | 4,376 | 4,727 |
| | \$ 76,262 | \$ 47,235 |
| Average total assets | \$ 8,874,430 | \$ 8,604,059 |
| Less: Average intangibles | (565,294) | (572,701) |

\$ 8,309,136 \$ 8,031,358

Return on average tangible assets 0.92% 0.59%

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The following table provides information regarding the average balances and yields earned on interest earning assets and the average balances and rates paid on interest bearing liabilities (dollars in thousands):

| | Three Months Ended June 30, | | | | | |
|--|------------------------------------|--------------------------------|----------------|--------------------|--------------------------------|----------------|
| | 2010 | | | 2009 | | |
| | Average Balance | Interest Income/ Expense | Yield/ Rate | Average Balance | Interest Income/ Expense | Yield/ Rate |
| Assets | | | | | | |
| Interest earning assets: | | | | | | |
| Interest bearing deposits with banks | | | | | | |
| (4) | \$ 159,874 | \$ 109 | 0.27% | \$ 272,232 | \$ 120 | 0.17% |
| Federal funds sold | | | | 45,055 | 112 | 0.99 |
| Taxable investment securities (1) | 1,411,524 | 11,323 | 3.16 | 1,146,473 | 12,554 | 4.34 |
| Non-taxable investment securities (2) | 187,692 | 2,773 | 5.91 | 175,369 | 2,530 | 5.77 |
| Loans (2) (3) | 5,938,142 | 81,821 | 5.52 | 5,808,867 | 83,327 | 5.75 |
| Total interest earning assets (2) | 7,697,232 | 96,026 | 5.00 | 7,447,996 | 98,643 | 5.30 |
| Cash and due from banks | 139,760 | | | 139,240 | | |
| Allowance for loan losses | (113,531) | | | (106,881) | | |
| Premises and equipment | 116,155 | | | 121,235 | | |
| Other assets | 1,034,814 | | | 1,002,469 | | |
| | \$ 8,874,430 | | | \$ 8,604,059 | | |
| Liabilities | | | | | | |
| Interest bearing liabilities: | | | | | | |
| Deposits: | | | | | | |
| Interest bearing demand | \$ 2,437,887 | 2,598 | 0.81 | \$ 2,183,606 | 3,691 | 0.68 |
| Savings | 859,650 | 412 | 0.19 | 865,549 | 858 | 0.40 |
| Certificates and other time | 2,219,194 | 13,766 | 2.49 | 2,290,536 | 17,984 | 3.15 |
| Treasury management accounts | 618,554 | 1,120 | 0.72 | 434,259 | 1,067 | 0.97 |
| Other short-term borrowings | 126,972 | 911 | 2.84 | 101,249 | 944 | 3.69 |
| Long-term debt | 228,959 | 2,091 | 3.66 | 445,450 | 4,564 | 4.11 |
| Junior subordinated debt | 204,455 | 1,982 | 3.89 | 205,131 | 2,594 | 5.07 |
| Total interest bearing liabilities (2) | 6,695,671 | 22,880 | 1.37 | 6,525,780 | 31,702 | 1.95 |
| Non-interest bearing demand | 1,028,632 | | | 934,366 | | |
| Other liabilities | 97,558 | | | 94,449 | | |
| | 7,821,861 | | | 7,554,595 | | |
| Stockholders equity | 1,052,569 | | | 1,049,464 | | |
| | \$ 8,874,430 | | | \$ 8,604,059 | | |

| | | | |
|--|--------------|-------|------------|
| Excess of interest earning assets over interest bearing liabilities | \$ 1,001,561 | | \$ 922,216 |
| Fully tax-equivalent net interest income | 73,146 | | 66,941 |
| Tax-equivalent adjustment | 1,665 | | 1,490 |
| Net interest income | \$ 71,481 | | \$ 65,451 |
| Net interest spread | | 3.63% | 3.36% |
| Net interest margin (2) | | 3.81% | 3.60% |

(1) The average balances and yields earned on securities are based on historical cost.

(2) The interest income amounts are reflected on a fully taxable equivalent (FTE) basis, a non-GAAP measure, which adjusts for the tax benefit of income on certain tax-exempt loans and investments using the federal statutory tax rate of 35% for each period presented. The yields on earning assets and the net interest margin are presented on an FTE and annualized

basis. The rates paid on interest bearing liabilities are also presented on an annualized basis. The Corporation believes this measure to be the preferred industry measurement of net interest income and provides relevant comparison between taxable and non-taxable amounts.

- (3) Average balances include non-accrual loans. Loans consist of average total loans less average unearned income. The amount of loan fees included in interest income on loans is immaterial.
- (4) Interest bearing deposits with banks includes balances at the Federal Reserve Bank.

Table of Contents*Net Interest Income*

Net interest income, which is the Corporation's principal source of revenue, is the difference between interest income from earning assets (loans, securities, interest bearing deposits with banks and federal funds sold) and interest expense paid on liabilities (deposits, treasury management accounts and short- and long-term borrowings). For the three months ended June 30, 2010, net interest income, which comprised 71.5% of net revenue (net interest income plus non-interest income) compared to 69.8% for the same period in 2009, was affected by the general level of interest rates, changes in interest rates, the shape of the yield curve, the level of non-accrual loans and changes in the amount and mix of interest earning assets and interest bearing liabilities.

Net interest income, on an FTE basis, increased \$6.2 million or 9.3% from \$66.9 million for the three months ended June 30, 2009 to \$73.1 million for the same period of 2010. Average earning assets increased \$249.2 million or 3.3% and average interest bearing liabilities increased \$169.9 million or 2.6% from the three months ended June 30, 2009 due to investment, loan, deposit and treasury management growth. The Corporation's net interest margin increased from 3.60% for the second quarter of 2009 to 3.81% for the second quarter of 2010 as deposit rates declined faster than loan yields along with an improved funding mix with higher transaction account balances and lower long-term debt. Details on changes in tax equivalent net interest income attributed to changes in interest earning assets, interest bearing liabilities, yields and cost of funds are set forth in the preceding table.

The following table sets forth certain information regarding changes in net interest income attributable to changes in the volumes of interest earning assets and interest bearing liabilities and changes in the rates for the three months ended June 30, 2010 compared to the three months ended June 30, 2009 (in thousands):

| | Volume | Rate | Net |
|--------------------------------------|----------|----------|----------|
| Interest Income | | | |
| Interest bearing deposits with banks | \$ (65) | \$ 54 | \$ (11) |
| Federal funds sold | (56) | (56) | (112) |
| Securities | 2,178 | (3,166) | (988) |
| Loans | 913 | (2,419) | (1,506) |
| | 2,970 | (5,587) | (2,617) |
| Interest Expense | | | |
| Deposits: | | | |
| Interest bearing demand | 202 | (1,295) | (1,093) |
| Savings | (60) | (386) | (446) |
| Certificates and other time | (529) | (3,689) | (4,218) |
| Treasury management accounts | 379 | (326) | 53 |
| Other short-term borrowings | 211 | (244) | (33) |
| Long-term debt | (2,021) | (452) | (2,473) |
| Junior subordinated debt | (9) | (603) | (612) |
| | (1,827) | (6,995) | (8,822) |
| Net Change | \$ 4,797 | \$ 1,408 | \$ 6,205 |

(1) The amount of change not solely due to rate or volume

changes was allocated between the change due to rate and the change due to volume based on the net size of the rate and volume changes.

- (2) Interest income amounts are reflected on an FTE basis which adjusts for the tax benefit of income on certain tax-exempt loans and investments using the federal statutory tax rate of 35% for each period presented. The Corporation believes this measure to be the preferred industry measurement of net interest income and provides relevant comparison between taxable and non-taxable amounts.

Interest income, on an FTE basis, of \$96.0 million for the second quarter of 2010 decreased by \$2.6 million or 2.7% from the same period of 2009. Average earning assets of \$7.7 billion for the second quarter of 2010 grew \$249.2 million or 3.3% from the same period of 2009 primarily driven by increases in average investments and average loans. The yield on earning assets decreased 30 basis points from the three months ended June 30, 2009 to 5.00% for the three months ended June 30, 2010, reflecting the decreases in market interest rates.

Interest expense of \$22.9 million for the three months ended June 30, 2010 decreased \$8.8 million or 27.8% from the same period of 2009. The rate paid on interest bearing liabilities decreased 58 basis points to 1.37% during the second quarter of 2010 compared to the second quarter of 2009, reflecting changes in interest rates and a favorable

shift

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in mix. Average interest bearing liabilities increased \$169.9 million or 2.6% to average \$6.7 billion for the second quarter of 2010. This growth was primarily attributable to growth in deposits and treasury management accounts, which increased by \$455.6 million or 6.8% for the second quarter of 2010, compared to the same period of 2009, driven by success with ongoing marketing campaigns designed to attract new customers to the Corporation's local approach to banking combined with customer preferences to keep funds in banks due to uncertainties in the market. This growth was partially offset by a \$216.5 million or 48.6% decline in long-term debt associated with the pre-payment and maturities of certain higher cost borrowings since June 30, 2009.

Provision for Loan Losses

The provision for loan losses of \$12.2 million during the second quarter of 2010 decreased \$1.7 million from the same period in 2009. During the second quarter of 2010, net charge-offs decreased \$9.8 million from the same period of 2009 as the Corporation recognized lower net charge-offs in its Florida portfolio, which decreased \$9.3 million compared to the second quarter of 2009. The allowance for loan losses increased \$14.6 million to \$114.0 million at June 30, 2010 from June 30, 2009. While there have been signs of recovery from the recession, the duration of the slow economic environment remains a challenge for the Corporation, particularly in the Corporation's Florida portfolio. The \$12.2 million provision for loan losses for the second quarter of 2010 was comprised of \$6.2 million relating to FNBPA's Florida region, \$1.6 million relating to Regency and \$4.4 million relating to the remainder of the Corporation's portfolio, which is predominantly in Pennsylvania. During the second quarter of 2010, net charge-offs were \$7.8 million or 0.53% (annualized) of average loans compared to \$17.6 million or 1.22% (annualized) of average loans for the same period in 2009. The net charge-offs for the second quarter of 2010 were comprised of \$1.9 million or 3.23% (annualized) of average loans relating to FNBPA's Florida region, \$1.5 million or 3.73% (annualized) of average loans relating to Regency and \$4.4 million or 0.32% (annualized) of average loans relating to the remainder of the Corporation's portfolio. For additional information relating to the allowance and provision for loan losses, refer to the Allowance and Provision for Loan Losses section of this Management's Discussion and Analysis.

Non-Interest Income

Total non-interest income of \$28.4 million for the second quarter of 2010 was unchanged from the same period of 2009. Increases in trust income, service charges and other non-interest income combined with lower OTTI charges were offset by a decrease in securities commissions and fees, fewer gains on the sale of residential mortgage loans and lower BOLI income. These items, and other variances in non-interest income, are further explained in the following paragraphs. As a result of changes affecting the ability to assess overdraft charges under Regulation E effective for new accounts on July 1, 2010 and existing accounts on August 15, 2010, the Corporation estimates a \$1.7 million reduction in revenues from overdraft fees during the remaining six months of 2010, which could lower future earnings by \$0.01 per share.

Service charges on loans and deposits of \$14.7 million for the second quarter of 2010 increased \$0.1 million or 0.5% from the same period of 2009, reflecting higher check card fees, partially offset by lower overdraft fees.

Insurance commissions and fees of \$3.8 million for the three months ended June 30, 2010 were unchanged compared to the same period of 2009.

Securities commissions of \$1.8 million for the second quarter of 2010 decreased by \$0.2 million or 11.8% from the same period of 2009 primarily due to lower activity given market conditions primarily related to lower market rates on fixed annuities.

Trust fees of \$3.2 million for the second quarter of 2010 increased by \$0.2 million or 5.8% from the same period of 2009 due to the effect of improved market conditions on assets under management compared to 2009.

Income from BOLI of \$1.2 million for the three months ended June 30, 2010 decreased \$0.2 million or 13.6% from the same period of 2009. This decrease was primarily attributable to lower yields and a \$13.7 million withdrawal from the policy during the second quarter of 2009 which was redeployed into higher return assets.

Gain on the sale of residential mortgage loans of \$0.8 million for the second quarter of 2010 decreased from \$1.1 million for the same period of 2009. For the second quarter of 2010, the Corporation sold \$37.2 million of residential mortgage loans compared to \$70.0 million for the same period of 2009 as part of its ongoing strategy of selling 30-year residential mortgage loans.

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Net impairment losses on securities of \$0.6 million for the three months ended June 30, 2010 decreased by \$0.1 million from the same period of 2009 due to fewer impairment losses during 2010 relating to investments in pooled TPS.

Other income of \$3.5 million for the second quarter of 2010 increased \$0.4 million or 12.5% from the same period of 2009. The primary item contributing to this increase was a \$1.6 million success fee relating to the Corporation's merchant banking subsidiary, partially offset by \$0.6 million less in recoveries on impaired loans acquired in previous acquisitions and \$1.1 million less in fees earned through an interest rate swap program for larger commercial customers who desire fixed rate loans while the Corporation benefits from a variable rate asset, thereby helping to reduce volatility in its net interest income.

Non-Interest Expense

Total non-interest expense of \$63.1 million for the second quarter of 2010 decreased \$3.2 million or 4.8% from the same period of 2009. This decrease was primarily attributable to decreases in Federal Deposit Insurance Corporation (FDIC) insurance, outside services, amortization of intangibles and other non-interest expense, partially offset by an increase in salaries and employee benefits expense. These items, and other variances in non-interest expense, are further explained in the following paragraphs.

Salaries and employee benefits of \$33.4 million for the three months ended June 30, 2010 increased \$1.8 million or 5.6% from the same period of 2009. This increase was primarily attributable to increases in employee insurance resulting from more claims in the second quarter of 2010 than there were during the second quarter of 2009 and deferred compensation and restricted stock awards as there were additional awards granted to more participants during the second quarter of 2010 compared to the same period of 2009.

Combined net occupancy and equipment expense of \$9.4 million for the second quarter of 2010 remained unchanged compared to the same period in 2009.

Amortization of intangibles expense of \$1.7 million for the second quarter of 2010 decreased \$0.1 million or 7.4% from the same period of 2009 due to a combination of certain intangible assets being completely amortized during 2009 and lower amortization expense on some intangible assets due to accelerated amortization methods.

Outside services expense of \$5.9 million for the three months ended June 30, 2010 decreased \$0.5 million or 8.3% from the same period in 2009 primarily resulting from decreases in legal, consulting and courier expenses, partially offset by an increase in fees associates with ATM services.

FDIC insurance of \$2.6 million for the second quarter of 2010 decreased \$4.0 million or 60.2% from the same period of 2009 due to a one-time special assessment of \$4.0 million paid during the second quarter of 2009.

Other non-interest expense decreased to \$10.0 million for the second quarter of 2010 from \$10.3 million for the second quarter of 2009. This decrease was primarily the result of decreases in OREO, insurance benefit and telephone expenses, partially offset by increases in supplies and business development expenses.

Income Taxes

The Corporation's income tax expense of \$6.7 million for the second quarter of 2010 increased \$3.7 million or 121.9% from the same period of 2009. The effective tax rate of 27.15% for the second quarter of 2010 increased from 22.12% for the same period of 2009 primarily due to higher taxable income for the second quarter of 2010. Both periods' tax rates are lower than the 35.0% federal statutory tax rate due to the tax benefits primarily resulting from tax-exempt instruments and excludable dividend income.

Table of Contents***Six Months Ended June 30, 2010 Compared to the Six Months Ended June 30, 2009***

Net income for the six months ended June 30, 2010 was \$33.9 million or \$0.30 per diluted share, compared to net income available to common stockholders for the six months ended June 30, 2009 of \$23.4 million or \$0.26 per diluted share. Net income available to common stockholders for the six months ended June 30, 2009 included \$2.8 million related to preferred stock dividends and discount amortization associated with the Corporation's participation in the CPP. For the six months ended June 30, 2010, the Corporation's return on average equity was 6.51% and its return on average assets was 0.78%, compared to 5.11% and 0.62%, respectively, for the six months ended June 30, 2009.

The following tables summarize the Corporation's non-GAAP financial measures for the year-to-date periods indicated derived from amounts reported in the Corporation's financial statements (dollars in thousands):

| | Six Months Ended June 30, | |
|--|--------------------------------------|--------------|
| | 2010 | 2009 |
| Return on average tangible common equity: | | |
| Net income available to common stockholders (annualized) | \$ 68,366 | \$ 47,263 |
| Amortization of intangibles, net of tax (annualized) | 4,412 | 4,755 |
| | \$ 72,778 | \$ 52,018 |
| | | |
| Average total stockholders' equity | \$ 1,049,846 | \$ 1,035,060 |
| Less: Average preferred stockholders' equity | | (91,292) |
| Less: Average intangibles | (566,134) | (573,328) |
| | \$ 483,712 | \$ 370,440 |
| | | |
| Return on average tangible common equity | 15.05% | 14.04% |
| Return on average tangible assets: | | |
| Net income (annualized) | \$ 68,366 | \$ 52,934 |
| Amortization of intangibles, net of tax (annualized) | 4,412 | 4,755 |
| | \$ 72,778 | \$ 57,689 |
| | | |
| Average total assets | \$ 8,810,141 | \$ 8,519,266 |
| Less: Average intangibles | (566,134) | (573,328) |
| | \$ 8,244,077 | \$ 7,945,938 |
| | | |
| Return on average tangible assets | 0.88% | 0.73% |

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The following table provides information regarding the average balances and yields earned on interest earning assets and the average balances and rates paid on interest bearing liabilities (dollars in thousands):

| | Six Months Ended June 30, | | | | | |
|--|----------------------------------|--------------------------------|----------------|--------------------|--------------------------------|----------------|
| | 2010 | | | 2009 | | |
| | Average Balance | Interest Income/ Expense | Yield/ Rate | Average Balance | Interest Income/ Expense | Yield/ Rate |
| Assets | | | | | | |
| Interest earning assets: | | | | | | |
| Interest bearing deposits with banks | | | | | | |
| (4) | \$ 178,029 | \$ 206 | 0.23% | \$ 190,669 | \$ 175 | 0.18% |
| Federal funds sold | | | | 28,453 | 127 | 0.88 |
| Taxable investment securities (1) | 1,348,390 | 22,576 | 3.30 | 1,137,988 | 25,595 | 4.46 |
| Non-taxable investment securities (2) | 192,710 | 5,650 | 5.86 | 181,707 | 5,222 | 5.75 |
| Loans (2) (3) | 5,914,051 | 161,778 | 5.51 | 5,816,857 | 167,234 | 5.79 |
| Total interest earning assets (2) | 7,633,180 | 190,210 | 5.01 | 7,355,674 | 198,353 | 5.42 |
| Cash and due from banks | 138,179 | | | 141,666 | | |
| Allowance for loan losses | (110,908) | | | (106,917) | | |
| Premises and equipment | 116,743 | | | 122,400 | | |
| Other assets | 1,032,947 | | | 1,006,443 | | |
| | \$ 8,810,141 | | | \$ 8,519,266 | | |
| Liabilities | | | | | | |
| Interest bearing liabilities: | | | | | | |
| Deposits: | | | | | | |
| Interest bearing demand | \$ 2,406,500 | 5,547 | 0.46 | \$ 2,106,648 | 7,649 | 0.73 |
| Savings | 851,018 | 824 | 0.20 | 849,719 | 1,852 | 0.44 |
| Certificates and other time | 2,219,065 | 27,959 | 2.54 | 2,302,995 | 37,271 | 3.26 |
| Treasury management accounts | 607,677 | 2,308 | 0.76 | 444,070 | 2,323 | 1.04 |
| Other short-term borrowings | 129,839 | 1,854 | 2.84 | 104,165 | 1,974 | 3.77 |
| Long-term debt | 245,846 | 4,637 | 3.80 | 460,187 | 9,412 | 4.12 |
| Junior subordinated debt | 204,540 | 3,892 | 3.84 | 205,214 | 5,241 | 5.15 |
| Total interest bearing liabilities (2) | 6,664,485 | 47,021 | 1.42 | 6,472,998 | 65,722 | 2.05 |
| Non-interest bearing demand | 999,441 | | | 916,611 | | |
| Other liabilities | 96,369 | | | 94,597 | | |
| | 7,760,295 | | | 7,484,206 | | |
| Stockholders equity | 1,049,846 | | | 1,035,060 | | |
| | \$ 8,810,141 | | | \$ 8,519,266 | | |

| | | | |
|--|------------|------------|-------|
| Excess of interest earning assets over interest bearing liabilities | \$ 968,695 | \$ 882,676 | |
| Fully tax-equivalent net interest income | 143,189 | 132,631 | |
| Tax-equivalent adjustment | 3,303 | 3,045 | |
| Net interest income | \$ 139,886 | \$ 129,586 | |
| Net interest spread | | 3.59% | 3.37% |
| Net interest margin (2) | | 3.77% | 3.62% |

(1) The average balances and yields earned on securities are based on historical cost.

(2) The interest income amounts are reflected on a fully taxable equivalent (FTE) basis, a non-GAAP measure, which adjusts for the tax benefit of income on certain tax-exempt loans and investments using the federal statutory tax rate of 35% for each period presented. The yields on earning assets and the net interest margin are presented on an FTE and annualized

basis. The rates paid on interest bearing liabilities are also presented on an annualized basis. The Corporation believes this measure to be the preferred industry measurement of net interest income and provides relevant comparison between taxable and non-taxable amounts.

- (3) Average balances include non-accrual loans. Loans consist of average total loans less average unearned income. The amount of loan fees included in interest income on loans is immaterial.
- (4) Interest bearing deposits with banks includes balances at the Federal Reserve Bank.

Table of Contents*Net Interest Income*

For the six months ended June 30, 2010, net interest income, which comprised 70.4% of net revenue compared to 69.6% for the same period in 2009, was affected by the general level of interest rates, changes in interest rates, the shape of the yield curve, the level of non-accrual loans and changes in the amount and mix of interest earning assets and interest bearing liabilities.

Net interest income, on an FTE basis, increased \$10.6 million or 8.0% from \$132.6 million for the six months ended June 30, 2009 to \$143.2 million for the same period of 2010. Average earning assets increased \$277.5 million or 3.8% and average interest bearing liabilities increased \$191.5 million or 3.0% from the six months ended June 30, 2009 due to investment, loan, deposit and treasury management growth. The Corporation's net interest margin increased from 3.62% for the first six months of 2009 to 3.77% for the first six months of 2010 as deposit rates declined faster than loan yields along with an improved funding mix with higher transaction account balances and lower long-term debt. Details on changes in tax equivalent net interest income attributed to changes in interest earning assets, interest bearing liabilities, yields and cost of funds are set forth in the preceding table.

The following table sets forth certain information regarding changes in net interest income attributable to changes in the volumes of interest earning assets and interest bearing liabilities and changes in the rates for the six months ended June 30, 2010 compared to the six months ended June 30, 2009 (in thousands):

| | Volume | Rate | Net |
|--------------------------------------|----------|----------|-----------|
| Interest Income | | | |
| Interest bearing deposits with banks | \$ (19) | \$ 50 | \$ 31 |
| Federal funds sold | (63) | (64) | (127) |
| Securities | 3,831 | (6,422) | (2,591) |
| Loans | 679 | (6,135) | (5,456) |
| | 4,428 | (12,571) | (8,143) |
| Interest Expense | | | |
| Deposits: | | | |
| Interest bearing demand | 707 | (2,809) | (2,102) |
| Savings | (97) | (931) | (1,028) |
| Certificates and other time | (1,286) | (8,026) | (9,312) |
| Treasury management accounts | 721 | (736) | (15) |
| Other short-term borrowings | 443 | (563) | (120) |
| Long-term debt | (4,091) | (684) | (4,775) |
| Junior subordinated debt | (17) | (1,332) | (1,349) |
| | (3,620) | (15,081) | (18,701) |
| Net Change | \$ 8,048 | \$ 2,510 | \$ 10,558 |

(1) The amount of change not solely due to rate or volume changes was allocated between the

change due to rate and the change due to volume based on the net size of the rate and volume changes.

- (2) Interest income amounts are reflected on an FTE basis which adjusts for the tax benefit of income on certain tax-exempt loans and investments using the federal statutory tax rate of 35% for each period presented. The Corporation believes this measure to be the preferred industry measurement of net interest income and provides relevant comparison between taxable and non-taxable amounts.

Interest income, on an FTE basis, of \$190.2 million for the first six months of 2010 decreased by \$8.1 million or 4.1% from the same period of 2009. Average earning assets of \$7.6 billion for the first six months of 2010 grew \$277.5 million or 3.8% from the same period of 2009 primarily driven by increases in average investments and average loans. The yield on earning assets decreased 41 basis points from the six months ended June 30, 2009 to 5.01% for the six months ended June 30, 2010, reflecting the decreases in market interest rates.

Interest expense of \$47.0 million for the six months ended June 30, 2010 decreased by \$18.7 million or 28.5% from the same period of 2009. The rate paid on interest bearing liabilities decreased 63 basis points to 1.42% during the first six months of 2010 compared to the first six months of 2009, reflecting changes in interest rates and a favorable shift in mix. Average interest bearing liabilities increased \$191.5 million or 3.0% to average \$6.7 billion for the first six months of 2010. This growth was primarily attributable to growth in deposits and treasury management accounts, which increased by \$463.7 million or 7.0% for the first six months of 2010, compared to the same period of 2009 driven

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by success with ongoing marketing campaigns designed to attract new customers to the Corporation's local approach to banking combined with customer preferences to keep funds in banks due to uncertainties in the market. This growth was partially offset by a \$214.3 million or 46.6% decline in long-term debt associated with the pre-payment and maturities of certain higher cost borrowings since June 30, 2009.

Provision for Loan Losses

The provision for loan losses is determined based on management's estimates of the appropriate level of allowance for loan losses needed to absorb probable losses inherent in the existing loan portfolio, after giving consideration to charge-offs and recoveries for the period.

The provision for loan losses of \$24.2 million during the first six months of 2010 decreased \$0.2 million from the same period in 2009. During the first six months of 2010, net charge-offs decreased \$14.9 million from the same period of 2009 as the Corporation recognized lower net charge-offs for Regency and the Corporation's Florida portfolio, which decreased \$0.2 million and \$16.6 million, respectively, compared to the first six months of 2009. The allowance for loan losses increased \$14.6 million to \$114.0 million at June 30, 2010. While there have been signs of recovery from the recession, the duration of the slow economic environment remains a challenge for the Corporation, particularly in the Corporation's Florida portfolio. The \$24.2 million provision for loan losses for the first six months of 2010 was comprised of \$10.0 million relating to FNBPA's Florida region, \$2.9 million relating to Regency and \$11.3 million relating to the remainder of the Corporation's portfolio, which is predominantly in Pennsylvania. During the first six months of 2010, net charge-offs were \$14.8 million or 0.51% (annualized) of average loans compared to \$29.8 million or 1.03% (annualized) of average loans for the same period in 2009. The net charge-offs for the first six months of 2010 were comprised of \$2.8 million or 2.43% (annualized) of average loans relating to FNBPA's Florida region, \$3.0 million or 3.84% (annualized) of average loans relating to Regency and \$9.0 million or 0.33% (annualized) of average loans relating to the remainder of the Corporation's portfolio. For additional information relating to the allowance and provision for loan losses, refer to the Allowance and Provision for Loan Losses section of this Management's Discussion and Analysis.

Non-Interest Income

Total non-interest income of \$58.7 million for the first six months of 2010 increased \$2.1 million or 3.7% from the same period of 2009. This increase resulted primarily from increases in gain on sale of securities and recoveries on impaired loans previously acquired through acquisitions, partially offset by higher OTTI charges. These items, and other variances in non-interest income, are further explained in the following paragraphs.

Service charges on loans and deposits of \$28.4 million for the first six months of 2010 increased \$0.2 million or 0.7% from the same period of 2009, reflecting higher check card fees, partially offset by lower overdraft fees.

Insurance commissions and fees of \$8.2 million for the six months ended June 30, 2010 decreased \$0.7 million or 8.4% from the same period of 2009 primarily as a result of lower contingent revenues due to a less favorable loss ratio, combined with lower commission revenues and premium reductions due to decreased customer exposures.

Securities commissions of \$3.3 million for the first six months of 2010 decreased by \$0.5 million or 12.3% from the same period of 2009 primarily due to lower activity given market conditions primarily related to lower market rates on fixed annuities.

Trust fees of \$6.3 million for the first six months of 2010 increased by \$0.4 million or 7.0% from the same period of 2009 due to the effect of improved market conditions on assets under management compared to 2009.

Income from BOLI of \$2.3 million for the six months ended June 30, 2010 decreased by \$0.7 million or 24.1% from the same period of 2009. This decrease was primarily attributable to lower yields and a \$13.7 million withdrawal from the policy during the second quarter of 2009 which was redeployed into higher return assets.

Gain on the sale of residential mortgage loans of \$1.4 million for the first six months of 2010 decreased \$0.3 million or 18.0% from the same period of 2009 as a result of fewer loan sales. For the first six months of 2010, the Corporation sold \$74.7 million of residential mortgage loans compared to \$113.2 million for the same period of 2009 as part of its ongoing strategy of selling 30-year residential mortgage loans.

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Gain on the sale of securities of \$2.4 million for the first six months of 2010 increased \$2.1 million from the same period of 2009 primarily a result of the Corporation selling a \$6.0 million U.S. government agency security and \$53.8 million of mortgage-backed securities in 2010 to better position the balance sheet.

Net impairment losses on securities of \$2.3 million for the six months ended June 30, 2010 increased by \$1.3 million from the same period of 2009 due to impairment losses during 2010 relating to investments in pooled TPS.

Other income of \$8.7 million for the first six months of 2010 increased \$3.0 million or 52.6% from the same period of 2009. The primary items contributing to this increase were \$2.8 million more in recoveries on impaired loans acquired in previous acquisitions, \$1.6 million more in gains relating to activity at the Corporation's merchant banking subsidiary and \$0.2 million more in gains relating to the sale of repossessed assets. These items were partially offset by a gain of \$0.8 million recognized during the first six months of 2009 on the sale of a building acquired in a previous acquisition and a decrease of \$1.0 million in fees earned through an interest rate swap program for larger commercial customers who desire fixed rate loans while the Corporation benefits from a variable rate asset, thereby helping to reduce volatility in its net interest income.

Non-Interest Expense

Total non-interest expense of \$128.5 million for the first six months of 2010 increased \$1.3 million or 1.0% from the same period of 2009. This increase was primarily attributable to increases in salaries and employee benefits and other non-interest expense, partially offset by decreases in FDIC insurance, outside services and amortization of intangibles. These items, and other variances in non-interest expense, are further explained in the following paragraphs.

Salaries and employee benefits of \$66.5 million for the six months ended June 30, 2010 increased \$2.8 million or 4.4% from the same period of 2009. This increase was primarily attributable to increases in employee headcount along with employee insurance resulting from more claims in the first six months of 2010 than there were during the first six months of 2009 and deferred compensation and restricted stock awards as there were additional awards granted to more participants during the first six months of 2010 compared to the same period of 2009.

Combined net occupancy and equipment expense of \$19.5 million for the first six months of 2010 remained unchanged compared to the same period in 2009.

Amortization of intangibles expense of \$3.4 million for the first six months of 2010 decreased \$0.3 million or 7.2% from the same period of 2009 due to a combination of certain intangible assets being completely amortized during 2009 and lower amortization expense on some intangible assets due to accelerated amortization methods.

Outside services expense of \$11.4 million for the six months ended June 30, 2010 decreased \$0.4 million or 3.5% from the same period in 2009 primarily due to lower legal and consulting fees during 2010 resulting from the completion of projects and loan workout efforts in 2009.

FDIC insurance of \$5.3 million for the first six months of 2010 decreased \$3.3 million or 38.7% from the same period of 2009 primarily due to a one-time special assessment of \$4.0 million paid during the second quarter of 2009 partially offset by an increase in FDIC insurance premium rates during the second half of 2009 combined with an increase in deposits.

Other non-interest expense increased to \$22.5 million for the first six months of 2010 from \$19.9 million for the first six months of 2009. During the first six months of 2010, the Corporation recognized charges of \$2.3 million associated with the pre-payment of certain higher cost borrowings. Additionally, advertising and promotional expense for the first six months of 2010 is \$0.6 million higher than the first six months of 2009 due to increased advertising in connection with the Corporation's efforts to attract new customers during a time of competitor disruption in the marketplace. Telephone expense for the first half of 2010 is \$0.5 million lower than the first half of 2009 reflecting continued effective expense control.

Income Taxes

The Corporation's income tax expense of \$12.0 million for the first six months of 2010 increased \$3.8 million or 47.2% from the same period of 2009. The effective tax rate of 26.10% for the first six months of 2010 increased from 23.66% for the same period of 2009 primarily due to the higher level of taxable income. Income taxes and the effective tax rate for the six months ended June 30,

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2010 and 2009 were favorably impacted by \$0.2 million and \$0.2 million, respectively, due to the resolution of previously uncertain tax positions. Both periods' tax rates are lower than the 35.0% federal statutory tax rate due to the tax benefits primarily resulting from tax-exempt instruments and excludable dividend income.

LIQUIDITY

The Corporation's goal in liquidity management is to satisfy the cash flow requirements of depositors and borrowers as well as the operating cash needs of the Corporation with cost-effective funding. The Board of Directors of the Corporation has established an Asset/Liability Management Policy in order to achieve and maintain earnings performance consistent with long-term goals while maintaining acceptable levels of interest rate risk, a well-capitalized balance sheet and adequate levels of liquidity. The Board of Directors of the Corporation has also established a Contingency Funding Policy to address liquidity crisis conditions. These policies designate the Corporate Asset/Liability Committee (ALCO) as the body responsible for meeting these objectives. The ALCO, which includes members of executive management, reviews liquidity on a periodic basis and approves significant changes in strategies that affect balance sheet or cash flow positions. Liquidity is centrally managed on a daily basis by the Corporation's Treasury Department.

The principal sources of the parent company's liquidity are its strong existing cash resources plus dividends it receives from its subsidiaries. These dividends may be impacted by the parent's or its subsidiaries' capital needs, statutory laws and regulations, corporate policies, contractual restrictions, profitability and other factors. Cash on hand at the parent at June 30, 2010 was \$72.9 million, down from \$74.9 million at December 31, 2009 due to the timing of certain transactions. Management believes these are appropriate levels of cash for the Corporation given the current environment. During 2009, the Parent took a number of actions to bolster its cash position. On January 9, 2009, the Corporation completed the sale of 100,000 shares of newly issued Series C Preferred Stock valued at \$100.0 million as part of the UST's CPP. The Corporation redeemed the Series C Preferred Stock on September 9, 2009. Additionally, on January 21, 2009, the Corporation's Board of Directors elected to reduce the common stock dividend rate from \$0.24 to \$0.12 per quarter, thus reducing liquidity needs by approximately \$49.0 million. Finally, on June 16, 2009, the Corporation completed a common stock offering that raised \$125.8 million in total capital, \$98.0 million of which was invested in FNBPA. The parent also may draw on an approved line of credit with a major domestic bank. This unused line was \$15.0 million as of June 30, 2010 and December 31, 2009. During 2009, a \$25.0 million committed line of credit was negotiated with a major domestic bank on behalf of Regency. As of June 30, 2010 and December 31, 2009, \$10.0 million was outstanding. In addition, the Corporation also issues subordinated notes through Regency on a regular basis. Subordinated notes decreased \$1.9 million or 1.0% for the first six months of 2010. This decrease is net of a \$10.7 million decrease in the balance of a single customer's account.

FNBPA generates liquidity from its normal business operations. Liquidity sources from assets include payments from loans and investments as well as the ability to securitize, pledge or sell loans, investment securities and other assets. Liquidity sources from liabilities are generated primarily through the 224 banking offices of FNBPA in the form of deposits and treasury management accounts. The Corporation also has access to reliable and cost-effective wholesale sources of liquidity. Short-term and long-term funds can be acquired to help fund normal business operations as well as serve as contingency funding in the event that the Corporation would be faced with a liquidity crisis.

The liquidity position of the Corporation continues to be strong as evidenced by its ability to generate strong growth in deposits and treasury management accounts. As a result, the Corporation is less reliant on capital markets funding as witnessed by its ratio of total deposits and treasury management accounts to total assets of 80.8% and 79.4% as of June 30, 2010 and December 31, 2009, respectively. Over this time period, growth in deposits and treasury management accounts was \$224.2 million or 3.2%. The Corporation had unused wholesale credit availability of \$3.1 billion or 35.1% of total assets at June 30, 2010 and \$2.9 billion or 33.2% of total assets at December 31, 2009. These sources include the availability to borrow from the FHLB, the FRB, correspondent bank lines and access to certificates of deposit issued through brokers. Finally, the Corporation's ratio of unpledged securities to total securities decreased from 16.9% at December 31, 2009 to 15.6% at June 30, 2010. This decline in unpledged securities is due to the pledging requirements associated with treasury management and public accounts. Management is exploring cost-effective alternatives that may reduce future pledging requirements.

In addition, the ALCO regularly monitors various liquidity ratios and stress scenarios of the Corporation's liquidity position. Management believes the Corporation has sufficient liquidity available to meet its normal operating and contingency funding cash needs.

Table of Contents**MARKET RISK**

Market risk refers to potential losses arising from changes in interest rates, foreign exchange rates, equity prices and commodity prices. The Corporation is susceptible to impairment charges on holdings in its investment portfolio. The Securities footnote discusses the impairment charges taken during both 2010 and 2009 relating to the pooled TPS and bank stock portfolios. The Securities footnote also discusses the ongoing process management utilizes to determine whether impairment exists.

The Corporation is primarily exposed to interest rate risk inherent in its lending and deposit-taking activities as a financial intermediary. To succeed in this capacity, the Corporation offers an extensive variety of financial products to meet the diverse needs of its customers. These products sometimes contribute to interest rate risk for the Corporation when product groups do not complement one another. For example, depositors may want short-term deposits while borrowers desire long-term loans.

Changes in market interest rates may result in changes in the fair value of the Corporation's financial instruments, cash flows and net interest income. The ALCO is responsible for market risk management which involves devising policy guidelines, risk measures and limits, and managing the amount of interest rate risk and its effect on net interest income and capital. The Corporation uses derivative financial instruments for interest rate risk management purposes and not for trading or speculative purposes.

Interest rate risk is comprised of repricing risk, basis risk, yield curve risk and options risk. Repricing risk arises from differences in the cash flow or repricing between asset and liability portfolios. Basis risk arises when asset and liability portfolios are related to different market rate indexes, which do not always change by the same amount. Yield curve risk arises when asset and liability portfolios are related to different maturities on a given yield curve; when the yield curve changes shape, the risk position is altered. Options risk arises from embedded options within asset and liability products as certain borrowers have the option to prepay their loans when rates fall while certain depositors can redeem their certificates of deposit early when rates rise.

The Corporation uses a sophisticated asset/liability model to measure its interest rate risk. Interest rate risk measures utilized by the Corporation include earnings simulation, economic value of equity (EVE) and gap analysis.

Gap analysis and EVE are static measures that do not incorporate assumptions regarding future business. Gap analysis, while a helpful diagnostic tool, displays cash flows for only a single rate environment. EVE's long-term horizon helps identify changes in optionality and longer-term positions. However, EVE's liquidation perspective does not translate into the earnings-based measures that are the focus of managing and valuing a going concern. Net interest income simulations explicitly measure the exposure to earnings from changes in market rates of interest. In these simulations, the Corporation's current financial position is combined with assumptions regarding future business to calculate net interest income under various hypothetical rate scenarios. The ALCO reviews earnings simulations over multiple years under various interest rate scenarios on a periodic basis. Reviewing these various measures provides the Corporation with a comprehensive view of its interest rate profile.

The following gap analysis compares the difference between the amount of interest earning assets (IEA) and interest bearing liabilities (IBL) subject to repricing over a period of time. A ratio of more than one indicates a higher level of repricing assets over repricing liabilities for the time period. Conversely, a ratio of less than one indicates a higher level of repricing liabilities over repricing assets for the time period.

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The following table presents the amounts of IEA and IBL as of June 30, 2010 that are subject to repricing within the periods indicated (dollars in thousands):

| | Within 1 Month | 2-3 Months | 4-6 Months | 7-12 Months | Total 1 Year |
|---|---------------------------|-----------------------|-----------------------|------------------------|-------------------------|
| Interest Earning Assets (IEA) | | | | | |
| Loans | \$ 1,951,535 | \$ 463,653 | \$ 354,880 | \$ 604,690 | \$ 3,374,758 |
| Investments | 117,971 | 126,882 | 234,202 | 336,941 | 815,996 |
| | 2,069,506 | 590,535 | 589,082 | 941,631 | 4,190,754 |
| Interest Bearing Liabilities (IBL) | | | | | |
| Non-maturity deposits | 1,607,237 | | | | 1,607,237 |
| Time deposits | 175,136 | 244,355 | 379,706 | 544,284 | 1,343,481 |
| Borrowings | 657,027 | 44,667 | 30,604 | 42,147 | 774,445 |
| | 2,439,400 | 289,022 | 410,310 | 586,431 | 3,725,163 |
| Period Gap | \$ (369,894) | \$ 301,513 | \$ 178,772 | \$ 355,200 | \$ 465,591 |
| Cumulative Gap | \$ (369,894) | \$ (68,381) | \$ 110,391 | \$ 465,591 | |
| IEA/IBL (Cumulative) | 0.85 | 0.97 | 1.04 | 1.12 | |
| Cumulative Gap to IEA | (4.8)% | (0.9)% | 1.4% | 6.1% | |

The cumulative twelve-month IEA to IBL ratio changed slightly to 1.12 for June 30, 2010 from 1.04 for December 31, 2009.

The allocation of non-maturity deposits to the one-month maturity category is based on the estimated sensitivity of each product to changes in market rates. For example, if a product's rate is estimated to increase by 50% as much as the market rates, then 50% of the account balance was placed in this category.

The measures were calculated using rate shocks, representing immediate rate changes that move all market rates by the same amount. The variance percentages represent the change between the net interest income or EVE calculated under the particular rate shock versus the net interest income or EVE that was calculated assuming market rates as of June 30, 2010.

The following table presents an analysis of the potential sensitivity of the Corporation's net interest income and EVE to changes in interest rates:

| | June 30, 2010 | December 31, 2009 | ALCO Guidelines |
|---|--------------------------|----------------------------------|----------------------------|
| Net interest income change (12 months): | | | |
| + 200 basis points | 0.2% | (1.1)% | +/-5.0% |
| + 100 basis points | 0.4% | (0.4)% | +/-5.0% |
| - 100 basis points | (1.1)% | (1.9)% | +/-5.0% |

Economic value of equity:

| | | |
|--------------------|--------|--------|
| + 200 basis points | (3.7)% | (5.9)% |
| + 100 basis points | (0.9)% | (2.3)% |
| - 100 basis points | (0.5)% | (0.9)% |

The Corporation has a neutral interest rate risk position. In the short term, rising rates have little effect on net interest income. The net interest income reduction under the -100 basis point scenario results from mid-to-long term rates declining below all-time lows with little change in short term rates. The lower mid-to-long term rates increase asset prepayments while, with little change in short term rates, the modeling assumes there is little reduction in the rates on non-maturity deposits and repricing borrowings. While this scenario is possible, the ALCO does not consider it highly probable. The Corporation has maintained a relatively stable net interest margin despite the recent market rate volatility.

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During 2010, the ALCO utilized several strategies to maintain the Corporation's interest rate risk position at a relatively neutral level. For example, the Corporation successfully achieved growth in longer-term certificates of deposit. On the lending side, the Corporation regularly sells long-term fixed-rate residential mortgages to the secondary market and has been successful in the origination of consumer and commercial loans with short-term repricing characteristics. Total variable and adjustable-rate loans increased from 57.4% of total loans as of December 31, 2009 to 57.8% of total loans as of June 30, 2010. The investment portfolio is used, in part, to improve the Corporation's interest rate risk position. The average life of the investment portfolio is relatively low at 2.1 years and 2.6 years at June 30, 2010 and December 31, 2009, respectively. Finally, the Corporation has made use of interest rate swaps to lessen its interest rate risk position. The \$54.5 million in notional swap principal originated in 2010 contributed to the increase in adjustable loans and has brought the total to \$426.0 million under this program. For additional information regarding interest rate swaps, see the Derivative Instruments footnote.

OCC Bulletin 2000-16 mandates that banks have their asset/liability models independently validated on a periodic basis. The Corporation's Asset/Liability Management Policy states that the model will be validated at least every three years. A leading asset/liability consulting firm issued a report as of December 31, 2009 after conducting a validation of the model for FNBPA. The model was given an "Excellent" rating, which according to the consultant, indicates that the overall model implementation meets FNBPA's earnings performance assessment and interest rate risk analysis needs.

However, the Corporation recognizes that all asset/liability models have some inherent shortcomings. Furthermore, asset/liability models require certain assumptions to be made, such as prepayment rates on interest earning assets and pricing impact on non-maturity deposits, which may differ from actual experience. These business assumptions are based upon the Corporation's experience, business plans and available industry data. While management believes such assumptions to be reasonable, there can be no assurance that modeled results will be achieved.

RISK MANAGEMENT

The key to effective risk management is to be proactive in identifying, measuring, evaluating and monitoring risk on an ongoing basis. Risk management practices support decision-making, improve the success rate for new initiatives, and strengthen the market's confidence in the Corporation and its affiliates.

The Corporation supports its risk management process through a governance structure involving its Board of Directors and senior management. The Corporation's Risk Committee, which is comprised of various members of the Board of Directors, helps insure that management executes business decisions within the Corporation's desired risk profile. The Risk Committee has the following key roles:

- facilitate the identification, assessment and monitoring of risk across the Corporation;

- provide support and oversight to the Corporation's businesses; and

- identify and implement risk management best practices, as appropriate.

FNBPA has a Risk Management Committee comprised of senior management to provide day-to-day oversight of specific areas of risk with respect to the level of risk and risk management structure. FNBPA's Risk Management Committee reports on a regular basis to the Corporation's Risk Committee regarding the enterprise risk profile of the Corporation and other relevant risk management issues.

The Corporation's audit function performs an independent assessment of the internal control environment. Moreover, the Corporation's audit function plays a critical role in risk management, testing the operation of internal control systems and reporting findings to management and to the Corporation's Audit Committee. Both the Corporation's Risk Committee and FNBPA's Risk Management Committee regularly assess the Corporation's enterprise-wide risk profile and provide guidance on actions needed to address key risk issues.

Table of Contents**DEPOSITS AND TREASURY MANAGEMENT ACCOUNTS**

Following is a summary of deposits and treasury management accounts (in thousands):

| | June 30, 2010 | December 31, 2009 |
|---|--------------------------|----------------------------------|
| Non-interest bearing | \$ 1,039,631 | \$ 992,298 |
| Savings and NOW | 3,280,076 | 3,182,909 |
| Certificates of deposit and other time deposits | 2,214,951 | 2,205,016 |
| Total deposits | 6,534,658 | 6,380,223 |
| Treasury management accounts | 606,552 | 536,784 |
| Total deposits and treasury management accounts | \$ 7,141,210 | \$ 6,917,007 |

Total deposits and treasury management accounts increased by \$224.2 million or 3.2% to \$7.1 billion at June 30, 2010 compared to December 31, 2009, primarily as a result of an increase in transaction accounts, which are comprised of non-interest bearing, savings and NOW accounts (which includes money market deposit accounts) and treasury management accounts. Certificates of deposit and other time deposits also increased slightly. The increase in transaction accounts is a result of the Corporation's ability to capitalize on competitor disruption in the marketplace, with ongoing marketing campaigns designed to attract new customers to the Corporation's local approach to banking.

LOANS

The loan portfolio consists principally of loans to individuals and small- and medium-sized businesses within the Corporation's primary market area of Pennsylvania and northeastern Ohio. The portfolio also consists of commercial loans in Florida, which totaled \$231.2 million or 3.9% of total loans as of June 30, 2010 compared to \$243.9 million or 4.2% of total loans as of December 31, 2009. In addition, the portfolio contains consumer finance loans to individuals in Pennsylvania, Ohio and Tennessee, which totaled \$159.6 million or 2.7% of total loans as of June 30, 2010 compared to \$162.0 million or 2.8% of total loans as of December 31, 2009.

Following is a summary of loans, net of unearned income (in thousands):

| | June 30, 2010 | December 31, 2009 |
|--------------------------|--------------------------|------------------------------|
| Commercial | \$ 3,304,493 | \$ 3,234,738 |
| Direct installment | 983,857 | 985,746 |
| Residential mortgages | 615,232 | 605,219 |
| Indirect installment | 521,679 | 527,818 |
| Consumer lines of credit | 438,039 | 408,469 |
| Other | 104,270 | 87,371 |
| | \$ 5,967,570 | \$ 5,849,361 |

Commercial is comprised of both commercial real estate loans and commercial and industrial loans. Direct installment is comprised of fixed-rate, closed-end consumer loans for personal, family or household use, such as home equity loans and automobile loans. Residential mortgages consist of conventional mortgage loans for non-commercial properties. Indirect installment is comprised of loans written by third parties, primarily automobile loans. Consumer lines of credit includes home equity lines of credit (HELOC) and consumer lines of credit that are either unsecured or secured by collateral other than home equity. Other is primarily comprised of commercial leases, mezzanine loans and student loans.

Unearned income on loans was \$39.6 million and \$38.2 million at June 30, 2010 and December 31, 2009, respectively.

Total loans increased \$118.2 million or 2.0% to \$6.0 billion for the period ended June 30, 2010 compared to \$5.8 billion for the period ended December 31, 2009. The majority of the increase was due to solid commercial loan growth, although total consumer loans also increased.

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The composition of the Corporation's commercial loan portfolio in Florida remains generally consistent with December 31, 2009 and was comprised of the following as of June 30, 2010: unimproved residential land (13.0%), unimproved commercial land (24.2%), improved land (3.1%), income producing commercial real estate (34.7%), residential construction (8.7%), commercial construction (13.9%), commercial and industrial (1.0%) and owner-occupied (1.4%). The weighted average loan-to-value ratio for this portfolio is 79.1% as of June 30, 2010.

The majority of the Corporation's loan portfolio consists of commercial loans, which is comprised of both commercial real estate loans and commercial and industrial loans. As of June 30, 2010 and December 31, 2009, commercial real estate loans were \$2.1 billion at each date, or 34.9% and 35.4% of total loans, respectively. Approximately 46.0% of the commercial real estate loans are owner-occupied, while the remaining 54.0% are non-owner-occupied. As of June 30, 2010 and December 31, 2009, the Corporation had commercial construction loans of \$198.2 million and \$184.1 million, respectively, representing 3.3% and 3.1% of total loans, respectively.

NON-PERFORMING ASSETS

Non-performing loans include non-accrual loans and restructured loans. Non-accrual loans represent loans for which interest accruals have been discontinued. Restructured loans are loans in which the borrower has been granted a concession on the interest rate or the original repayment terms due to financial distress. Non-performing assets also include debt securities on which OTTI has been taken in the current or prior periods.

The Corporation discontinues interest accruals when principal or interest is due and has remained unpaid for 90 to 180 days depending on the loan type. When a loan is placed on non-accrual status, all unpaid interest is reversed. Non-accrual loans may not be restored to accrual status until all delinquent principal and interest has been paid and the ultimate collectibility of the remaining principal and interest is reasonably assured.

Non-performing loans are closely monitored on an ongoing basis as part of the Corporation's loan review and work-out process. The potential risk of loss on these loans is evaluated by comparing the loan balance to the fair value of any underlying collateral or the present value of projected future cash flows. Losses on non-accrual and restructured loans are recognized when appropriate.

Following is a summary of non-performing assets (in thousands):

| | June 30, 2010 | December 31, 2009 |
|-------------------------------------|--------------------------|----------------------------------|
| Non-accrual loans | \$ 132,412 | \$ 133,891 |
| Restructured loans | 17,270 | 11,624 |
| Total non-performing loans | 149,682 | 145,515 |
| Other real estate owned (OREO) | 22,952 | 21,367 |
| Total non-performing loans and OREO | 172,634 | 166,882 |
| Non-performing investments | 4,661 | 4,825 |
| Total non-performing assets | \$ 177,295 | \$ 171,707 |

Asset quality ratios:

| | | |
|--|-------|-------|
| Non-performing loans as a percent of total loans | 2.51% | 2.49% |
| Non-performing loans + OREO as a percent of total loans + OREO | 2.88% | 2.84% |
| Non-performing assets as a percent of total assets | 2.01% | 1.97% |

During the first six months of 2010, non-performing loans and OREO increased \$5.8 million from \$166.9 million at December 31, 2009 to \$172.6 million at June 30, 2010. This increase in non-performing loans and OREO reflects a \$5.6 million increase in restructured loans primarily relating to the Corporation's Pennsylvania loan portfolio, and a \$1.6 million increase in OREO, primarily relating to the Corporation's Florida loan portfolio. The

restructured loans have increased primarily due to residential loans to help homeowners retain their residences. Total non-accrual loans decreased \$1.5 million for the same six month period, as non-accrual loans relating to the Corporation's Florida loan portfolio decreased \$7.7 million, partially offset by an increase of \$6.2 million in non-accrual loans associated with the Corporation's Pennsylvania loan portfolio. This increase was driven by three commercial relationships totaling \$8.2 million migrating to non-accrual status during the quarter, partially offset by two separate commercial transactions totaling \$5.6 million in which one loan paid off during the quarter and the other loan returned to accruing status.

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Following is a summary of loans 90 days or more past due on which interest accruals continue (dollars in thousands):

| | June 30, 2010 | December 31, 2009 |
|--------------------------------|--------------------------|----------------------------------|
| Loans 90 days or more past due | \$7,573 | \$ 12,471 |
| As a percentage of total loans | 0.13% | 0.21% |

Following is a summary of information pertaining to loans considered to be impaired (in thousands):

| | June 30, 2010 | December 31, 2009 |
|---|--------------------------|----------------------------------|
| Impaired loans with an allocated allowance | \$ 35,490 | \$ 38,608 |
| Impaired loans without an allocated allowance | 88,354 | 91,955 |
| Total impaired loans | \$ 123,844 | \$ 130,563 |
| Allocated allowance on impaired loans | \$ 10,025 | \$ 10,644 |

The majority of the loans deemed impaired were evaluated using the fair value of the collateral as the measurement method. The decline in impaired loans from December 31, 2009 to June 30, 2010 was primarily due to a combination of transfers to OREO, payoffs and the return of a commercial relationship to accruing status.

The following tables provide additional information relating to non-performing loans for the Corporation's loan portfolios (dollars in thousands):

| | FNBPA (PA) | FNBPA (FL) | Regency | Total |
|---|-----------------------|-----------------------|----------------|--------------|
| June 30, 2010 | | | | |
| Non-performing loans | \$77,624 | \$64,063 | \$7,995 | \$149,682 |
| Other real estate owned (OREO) | 9,626 | 12,245 | 1,081 | 22,952 |
| Total past due loans | 40,290 | | 4,358 | 44,648 |
| Non-performing loans/total loans | 1.39% | 27.70% | 5.01% | 2.51% |
| Non-performing loans + OREO/ total loans + OREO | 1.56% | 31.34% | 5.65% | 2.88% |
| December 31, 2009 | | | | |
| Non-performing loans | \$66,160 | \$71,737 | \$7,618 | \$145,515 |
| Other real estate owned (OREO) | 9,836 | 10,341 | 1,190 | 21,367 |
| Total past due loans | 52,493 | | 5,416 | 57,909 |
| Non-performing loans/total loans | 1.22% | 29.41% | 4.70% | 2.49% |
| Non-performing loans + OREO/ total loans + OREO | 1.39% | 32.28% | 5.40% | 2.84% |

FNBPA (PA) reflects FNBPA's total portfolio excluding the Florida portfolio which is presented separately.

ALLOWANCE FOR LOAN LOSSES

The allowance for loan losses represents management's estimate of probable loan losses inherent in the loan portfolio at a specific point in time. This estimate includes losses associated with specifically identified loans, as well as estimated probable credit losses inherent in the remainder of the loan portfolio. Additions are made to the allowance through both periodic provisions charged to income and recoveries of losses previously incurred.

Reductions to the allowance occur as loans are charged off. Management evaluates the adequacy of the allowance at least quarterly, and in doing so relies on various factors including, but not limited to, assessment of historical loss experience, delinquency and non-accrual trends, portfolio growth, underlying collateral coverage and current economic conditions. This evaluation is subjective and requires material estimates that may change over time.

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The components of the allowance for loan losses represent estimates based upon ASC Topic 450, *Contingencies*, and ASC Topic 310, *Receivables*. ASC Topic 450 applies to homogeneous loan pools such as consumer installment, residential mortgages and consumer lines of credit, as well as commercial loans that are not individually evaluated for impairment under ASC Topic 310. ASC Topic 310 is applied to commercial loans that are individually evaluated for impairment.

Under ASC Topic 310, a loan is impaired when, based upon current information and events, it is probable that the loan will not be repaid according to its original contractual terms, including both principal and interest. Management performs individual assessments of impaired loans to determine the existence of loss exposure and, where applicable, the extent of loss exposure based upon the present value of expected future cash flows available to pay the loan, or based upon the fair value of the collateral less estimated selling costs where a loan is collateral dependent.

In estimating loan loss contingencies, management considers numerous factors, including historical charge-off rates and subsequent recoveries. Management also considers, but is not limited to, qualitative factors that influence the Corporation's credit quality, such as delinquency and non-performing loan trends, changes in loan underwriting guidelines and credit policies, as well as the results of internal loan reviews. Finally, management considers the impact of changes in current local and regional economic conditions in the markets that the Corporation serves. Assessment of relevant economic factors indicates that the Corporation's primary markets historically tend to lag the national economy, with local economies in the Corporation's primary market areas also improving or weakening, as the case may be, but at a more measured rate than the national trends. Regional economic factors influencing management's estimate of reserves include uncertainty of the labor markets in the regions the Corporation serves as well as the impact of unemployment trends in these areas, which have fluctuated in response to the recent economic cycle. Homogeneous loan pools are evaluated using similar criteria that are based upon historical loss rates for various loan types. Historical loss rates are adjusted to incorporate changes in existing conditions that may impact, both positively or negatively, the degree to which these loss histories may vary. This determination inherently involves a high degree of uncertainty and considers current risk factors that may not have occurred in the Corporation's historical loan loss experience.

During the fourth quarter of 2009, the Corporation updated the allowance methodology to place a greater emphasis on losses realized within the past two years. The previous methodology emphasized a rolling 15-quarter experience method. This change did not have a material impact on the 2009 provision and allowance, but could indicate higher provisions in future periods if higher losses are experienced.

Following is a summary of changes in the allowance for loan losses (in thousands):

| | Three Months Ended | | Six Months Ended | |
|-------------------------------------|---------------------------|-------------|-------------------------|-------------|
| | June 30, | | June 30, | |
| | 2010 | 2009 | 2010 | 2009 |
| Balance at beginning of period | \$ 109,592 | \$ 103,127 | \$ 104,655 | \$ 104,730 |
| Addition from acquisitions | | | | 15 |
| Charge-offs | (8,636) | (18,381) | (16,285) | (31,239) |
| Recoveries | 845 | 760 | 1,467 | 1,486 |
| Net charge-offs | (7,791) | (17,621) | (14,818) | (29,753) |
| Provision for loan losses | 12,239 | 13,909 | 24,203 | 24,423 |
| Balance at end of period | \$ 114,040 | \$ 99,415 | \$ 114,040 | \$ 99,415 |
| Allowance for loan losses to: | | | | |
| Total loans, net of unearned income | | | 1.91% | 1.72% |
| Non-performing loans | | | 76.19% | 80.99% |

During the first six months of 2010, the Corporation reduced its Florida land-related portfolio including OREO by \$5.0 million or 4.8%, reducing total land-related exposure including OREO to \$98.2 million. In addition, the condominium portfolio including OREO stands at \$3.7 million at June 30, 2010. These reductions are consistent with the Corporation's objective to reduce this exposure in the Florida portfolio.

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The allowance for loan losses at June 30, 2010 increased \$14.6 million or 14.7% from June 30, 2009 as the provision for loan losses during the 12 months ended June 30, 2010 of \$66.6 million exceeded net charge-offs of \$52.0 million. While there have been signs of recovery from the recession, the duration of the slow economic environment remains a challenge for the Corporation, particularly in the Corporation's Florida portfolio. The allowance for loan losses for the Florida portfolio was \$26.9 million or 11.65% of total loans in that portfolio at June 30, 2010 compared to \$19.8 million at December 31, 2009. The increased Florida allowance is mainly for the Florida land-related portfolio, which totaled \$93.2 million at June 30, 2010. With the substantial majority of the annual appraisals for the land-related portfolio scheduled for the fourth quarter of 2010 and the fact that Florida land values have not stabilized as demonstrated by recent appraisals, the Corporation has provided an additional \$8.0 million to the Florida land-related allowance in 2010 with a resulting allowance of \$16.0 million or 17.22% of the land-related portfolio as of June 30, 2010. It is possible that further adjustments to the allowance for loan losses for the Florida land-related portfolio may be necessary in the last six months of 2010.

The allowance for loan losses as a percentage of non-performing loans increased from 71.92% as of December 31, 2009 to 76.19% as of June 30, 2010. While the allowance for loan losses increased \$9.4 million or 9.0% since December 31, 2009, non-performing loans increased \$4.2 million or 2.9% over the same period.

The following tables provide additional information relating to the provision and allowance for loan losses for the Corporation's loan portfolios (dollars in thousands):

| | FNBPA (PA) | FNBPA (FL) | Regency | Total |
|---|---------------|---------------|---------|-----------|
| At or for the Three Months Ended June 30, 2010 | | | | |
| Provision for loan losses | \$ 4,494 | \$ 6,168 | \$1,577 | \$ 12,239 |
| Allowance for loan losses | 80,396 | 26,940 | 6,704 | 114,040 |
| Net loan charge-offs | 4,442 | 1,900 | 1,449 | 7,791 |
| Net loan charge-offs (annualized)/ average loans | 0.32% | 3.23% | 3.73% | 0.53% |
| Allowance for loan losses/total loans | 1.44% | 11.65% | 4.20% | 1.91% |
| Allowance for loan losses/ non-performing loans | 103.57% | 42.05% | 83.85% | 76.19% |

**At or for the Three Months Ended
December 31, 2009**

| | | | | |
|--|----------|----------|---------|-----------|
| Provision for loan losses | \$10,420 | \$13,463 | \$2,041 | \$ 25,924 |
| Allowance for loan losses | 78,061 | 19,789 | 6,805 | 104,655 |
| Net loan charge-offs | 5,122 | 20,301 | 1,738 | 27,161 |
| Net loan charge-offs (annualized)/ average loans | 0.37% | 31.25% | 4.30% | 1.83% |
| Allowance for loan losses/total loans | 1.43% | 8.11% | 4.20% | 1.80% |
| Allowance for loan losses/non-performing loans | 117.99% | 27.59% | 89.33% | 72.99% |

At June 30, 2010 and 2009, the Corporation had \$4.2 million and \$10.8 million of loans, respectively, that were impaired loans acquired with no associated allowance for loan losses as they were accounted for in accordance with FASB ASC Topic 310-30, *Receivables - Loans and Debt Securities Acquired with Deteriorated Credit Quality*.

CAPITAL RESOURCES AND REGULATORY MATTERS

The assessment of capital adequacy depends on a number of factors such as asset quality, liquidity, earnings performance, changing competitive conditions and economic forces. The Corporation seeks to maintain a strong capital base to support its growth and expansion activities, to provide stability to current operations and to promote public confidence.

The Corporation has an effective shelf registration statement filed with the SEC. Pursuant to this registration statement, the Corporation may, from time to time, issue and sell in one or more offerings any combination of common

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stock, preferred stock, debt securities or TPS. As of June 30, 2010, the Corporation has issued 24,150,000 common shares in a public equity offering.

On September 9, 2009, the Corporation redeemed all of the 100,000 outstanding shares of its preferred stock originally issued to the UST in conjunction with the CPP. Between receiving the CPP funds on January 9, 2009 and September 9, 2009, the Corporation paid the UST \$3.3 million in cash dividends. Upon redemption, the difference of \$4.3 million between the preferred stock redemption amount and the recorded amount was charged to retained earnings as a non-cash deemed preferred stock dividend. This non-cash deemed preferred stock dividend had no impact on total equity, but reduced 2009 earnings per diluted common share by \$0.04. In total, CPP costs reduced earnings per diluted common share by \$0.05 during 2009.

The Corporation and FNBPA are subject to various regulatory capital requirements administered by the federal banking agencies. Quantitative measures established by regulators to ensure capital adequacy require the Corporation and FNBPA to maintain minimum amounts and ratios of total and Tier 1 capital (as defined in the regulations) to risk-weighted assets (as defined) and of leverage ratio (as defined). Failure to meet minimum capital requirements can initiate certain mandatory, and possibly additional discretionary actions, by regulators that, if undertaken, could have a direct material effect on the Corporation's consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Corporation and FNBPA must meet specific capital guidelines that involve quantitative measures of assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. The Corporation's and FNBPA's capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

The Corporation's management believes that, as of June 30, 2010 and December 31, 2009, the Corporation and FNBPA met all capital adequacy requirements to which either of them was subject.

As of June 30, 2010, the most recent notification from the federal banking agencies categorized the Corporation and FNBPA as well-capitalized under the regulatory framework for prompt corrective action. There are no conditions or events since the notification which management believes have changed this categorization.

Following are the capital ratios as of June 30, 2010 and December 31, 2009 for the Corporation and FNBPA (dollars in thousands):

| | Actual | | Well-Capitalized Requirements | | Minimum Capital Requirements | |
|---|---------------|--------------|--------------------------------------|--------------|-------------------------------------|--------------|
| | Amount | Ratio | Amount | Ratio | Amount | Ratio |
| June 30, 2010 | | | | | | |
| Total Capital (to risk-weighted assets): | | | | | | |
| F.N.B. Corporation | \$813,317 | 12.8% | \$633,847 | 10.0% | \$507,078 | 8.0% |
| FNBPA | 754,125 | 12.3 | 611,876 | 10.0 | 489,501 | 8.0 |
| Tier 1 Capital (to risk-weighted assets): | | | | | | |
| F.N.B. Corporation | 717,942 | 11.3 | 380,308 | 6.0 | 253,539 | 4.0 |
| FNBPA | 677,248 | 11.1 | 367,125 | 6.0 | 244,750 | 4.0 |
| Leverage Ratio: | | | | | | |
| F.N.B. Corporation | 717,942 | 8.6 | 415,943 | 5.0 | 332,754 | 4.0 |
| FNBPA | 677,248 | 8.3 | 405,973 | 5.0 | 324,778 | 4.0 |

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| | Actual | | Well-Capitalized Requirements | | Minimum Capital Requirements | |
|---|------------|-------|-------------------------------|-------|------------------------------|-------|
| | Amount | Ratio | Amount | Ratio | Amount | Ratio |
| December 31, 2009 | | | | | | |
| Total Capital (to risk-weighted assets): | | | | | | |
| F.N.B. Corporation | \$ 795,372 | 12.9% | \$ 617,447 | 10.0% | \$ 493,958 | 8.0% |
| FNBPA | 745,183 | 12.4 | 602,810 | 10.0 | 482,248 | 8.0 |
| Tier 1 Capital (to risk-weighted assets): | | | | | | |
| F.N.B. Corporation | 705,188 | 11.4 | 370,468 | 6.0 | 246,979 | 4.0 |
| FNBPA | 669,543 | 11.1 | 361,686 | 6.0 | 241,124 | 4.0 |
| Leverage Ratio: | | | | | | |
| F.N.B. Corporation | 705,188 | 8.7 | 406,314 | 5.0 | 325,052 | 4.0 |
| FNBPA | 669,543 | 8.5 | 395,647 | 5.0 | 316,517 | 4.0 |

REGULATORY REFORM

Congress and the regulators for financial institutions have proposed and passed significant changes to the laws, rules and regulations governing financial institutions. On July 21, 2010, the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act) was signed by the President. Prior to the Dodd-Frank Act, Congress and the financial institutions regulators made other significant changes affecting many aspects of banking. Those recent actions address many issues including capital, interchange fees, compliance and risk management, debit card overdraft fees, the establishment of a new consumer regulator, healthcare, incentive compensation, expanded disclosures and corporate governance. While many of the new regulations are for financial institutions with assets greater than \$10.0 billion, the Corporation expects the new regulations may reduce its revenues and increase its expenses in the future. The Corporation is closely monitoring those actions to determine the appropriate response to comply and at the same time minimize the adverse affect on its business.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The information called for by this item is provided under the caption *Market Risk* in Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations. There are no material changes in the information provided under Item 7A, Quantitative and Qualitative Disclosures About Market Risk included in the Corporation's 2009 Annual Report on Form 10-K as filed with the SEC.

ITEM 4. CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES. The Corporation's management, with the participation of the Corporation's principal executive and financial officers, evaluated the Corporation's disclosure controls and procedures (as defined in Rule 13(a) 15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, the Corporation's management, including the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO), concluded that, as of the end of the period covered by this quarterly report, the Corporation's disclosure controls and procedures were effective as of such date at the reasonable assurance level as discussed below to ensure that information required to be disclosed by the Corporation in the reports it files under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC and that such information is accumulated and communicated to the Corporation's management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

LIMITATIONS ON THE EFFECTIVENESS OF CONTROLS. The Corporation's management, including the CEO and the CFO, does not expect that the Corporation's disclosure controls and internal controls will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not

absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Corporation have been detected. These inherent limitations include the realities that judgments in decision-making can

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be faulty, and that breakdowns can occur because of simple error or mistake. In addition, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the controls.

CHANGES IN INTERNAL CONTROLS. The CEO and the CFO have evaluated the changes to the Corporation's internal controls over financial reporting that occurred during the Corporation's fiscal quarter ended June 30, 2010, as required by paragraph (d) of Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, and have concluded that there were no such changes that materially affected, or are reasonably likely to materially affect, the Corporation's internal controls over financial reporting.

PART II

ITEM 1. LEGAL PROCEEDINGS

The Corporation and its subsidiaries are involved in various pending and threatened legal proceedings in which claims for monetary damages and other relief are asserted. These actions include claims brought against the Corporation and its subsidiaries where the Corporation or a subsidiary acted as one or more of the following: a depository bank, lender, underwriter, fiduciary, financial advisor, broker or was engaged in other business activities. Although the ultimate outcome for any asserted claim cannot be predicted with certainty, the Corporation believes that it and its subsidiaries have valid defenses for all asserted claims. Reserves are established for legal claims when losses associated with the claims are judged to be probable and the amount of the loss can be reasonably estimated.

Based on information currently available, advice of counsel, available insurance coverage and established reserves, the Corporation does not anticipate, at the present time, that the aggregate liability, if any, arising out of such legal proceedings will have a material adverse effect on the Corporation's consolidated financial position. However, the Corporation cannot determine whether or not any claims asserted against it will have a material adverse effect on its consolidated results of operations in any future reporting period.

ITEM 1A. RISK FACTORS

There are no material changes in the risk factors previously disclosed in the Corporation's 2009 Annual Report on Form 10-K as filed with the SEC.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

NONE

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

NONE

ITEM 5. OTHER INFORMATION

NONE

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ITEM 6. EXHIBITS

31.1 Certification of Chief Executive Officer Sarbanes-Oxley Act Section 302. (filed herewith).

31.2 Certification of Chief Financial Officer Sarbanes-Oxley Act Section 302. (filed herewith).

32.1 Certification of Chief Executive Officer Sarbanes-Oxley Act Section 906. (filed herewith).

32.2 Certification of Chief Financial Officer Sarbanes-Oxley Act Section 906. (filed herewith).

101 The following materials from F.N.B. Corporation's Quarterly Report on Form 10-Q for the period ended June 30, 2010, formatted in XBRL: (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Income, (iii) the Consolidated Statements of Stockholders' Equity, (iv) the Consolidated Statements of Cash Flows and (v) the Notes to Consolidated Financial Statements tagged as blocks of text. *

* This information is deemed furnished, not filed.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

F.N.B. Corporation

Dated: August 5, 2010

/s/ Stephen J. Gurgovits

Stephen J. Gurgovits
President and Chief Executive Officer
(Principal Executive Officer)

Dated: August 5, 2010

/s/ Vincent J. Calabrese

Vincent J. Calabrese
Chief Financial Officer
(Principal Financial Officer)

Dated: August 5, 2010

/s/ Timothy G. Rubritz

Timothy G. Rubritz
Corporate Controller
(Principal Accounting Officer)

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