

CNB FINANCIAL CORP/PA  
Form FWP  
June 09, 2010

Follow-on Offering of Common Shares  
\$27,000,000  
June 2010  
NASDAQ: CCNE  
Filed pursuant to Rule 433  
Registration Statement No. 333-166111  
June 9, 2010

Registration Statement and Prospectus  
The  
issuer  
has  
filed  
a  
registration  
statement  
(including

a  
prospectus)  
with  
the  
SEC  
for  
the  
offering  
to  
which  
this  
communication  
relates.

Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may obtain these documents for free by visiting EDGAR, the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, the underwriters or any dealer participating in the offering will arrange to provide you the prospectus if you request it by calling RBC Capital Markets at (212) 428-6670.

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### Forward Looking Statements

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This presentation, the prospectus supplement, the prospectus in the registration statement and the documents incorporated by reference herein constitute forward-looking statements, within the meaning of Section 27A of the Securities Act of 1933, as amended, which we refer to as the Securities Act, and the Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act, with respect to the financial condition, liquidity, results of operations and business of CNB Financial Corporation. These forward-looking statements are intended to be covered by the safe harbor for forward-looking statements by the Private Securities Litigation Reform Act of 1995. Forward-looking statements are those that are not historical facts. They include statements with respect to our beliefs, plans, objectives, goals, expectations, anticipations, estimates and intentions that are subject to change and are subject to change based on various factors (some of which are beyond our control). The words "may," "could," "should," "intend," "expect," "anticipate," "estimate," "believe," "plan," "object," "goal," "expectation," "anticipation," "estimate" and "intention" are used to identify forward-looking statements.

estimate, expect, intend, plan and similar expressions are intended to identify forward-looking statements. While we believe our plans, objectives, goals, expectations, anticipations, estimates and intentions as reflected in these forward-looking statements can give no assurance that any of them will be achieved. You should understand that various factors, in addition to those discussed in the prospectus supplement, the prospectus in the registration statement and the documents incorporated by reference in this prospectus, could affect our future results and could cause results to differ materially from those stated in the prospectus, including:

- changes in general business, industry or economic conditions or competition;
- changes in any applicable law, rule, regulation, policy, guideline or practice governing or affecting financial holding companies;
- tax or accounting principals or otherwise;
- adverse changes or conditions in capital and financial markets;
- changes in interest rates;
- higher than expected costs or other difficulties related to integration of combined or merged businesses;
- the inability to realize expected cost savings or achieve other anticipated benefits in connection with business combinations and acquisitions;
- changes in the quality or composition of our loan and investment portfolios;
- adequacy of loan loss reserves;
- increased competition;
- loss of certain key officers;
- continued relationships with major customers;
- deposit attrition;
- rapidly changing technology;
- unanticipated regulatory or judicial proceedings and liabilities and other costs;
- changes in the cost of funds, demand for loan products or demand for financial services; and
- other economic, competitive, governmental or technological factors affecting our operations, markets, products, services and other business activities.

Because such forward-looking statements are subject to risks and uncertainties, actual results may differ materially from those stated in the prospectus. The foregoing list of important factors is not exclusive and you are cautioned not to place undue reliance on these factors or any other factors which speak only as of the date of this document or, in the case of documents incorporated by reference, the dates of those documents. We reserve the right to make any forward-looking statements, whether written or oral, that may be made from time to time by or on behalf of us except as restricted by applicable law.

Offering Summary

Issuer:

CNB Financial Corporation

Offering:

Follow-on common stock

Gross Amount Offered:

\$27 million

Over-Allotment Option:

15% (\$4.1 million)

Exchange / Symbol:

NASDAQ / CCNE

Market Capitalization

(1)

:

\$101 million (pre-offering)

Current Quarterly Dividend:

\$0.165 per share

(2)

Dividend Yield

(1)

:

5.76%

Use of Proceeds:

General corporate purposes, which may include business expansion and regulatory capital to fund growth, among others

Bookrunner:

RBC Capital Markets

Co-Manager:

Boenning

& Scattergood, Inc.

(1)

As of June 8, 2010.

(2)

Payable on June 15, 2010 to shareholders of record on June 1, 2010.

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Offering Highlights

Regional  
community  
bank  
with  
26  
branches  
and

one  
loan  
production  
office  
in  
western  
central  
PA

Balance sheet  
growth  
opportunity  
through  
continued  
new  
hires  
and  
branch  
openings

Earnings growth through prudent deployment of deposits into attractive loan opportunities

Management expects increasing loan-to-deposit ratio as economy improves

Superior core deposit franchise

Diversified loan portfolio and strong credit quality

Experienced management team focused on shareholder value

Strong competitive dynamics in many of the counties in which we operate

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Experienced Management Team

6

6

Treasurer and Chief Financial Officer

Charles R. Guarino

26

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President of ERIEBANK

David J. Zimmer

37

1

SVP of Operations

Vincent C. Turiano

17

1

SVP of Wealth & Asset Management Services

Todd M. Abrams

12

12

Secretary and VP/Administration

Richard L. Greslick Jr.

37

12

EVP & Chief Lending Officer

Richard L. Sloppy

25

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EVP & Chief Credit Officer

Mark D. Breakey

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President & Chief Executive Officer

Joseph B. Bower Jr.

Industry

CCNE

Title

Executive

Years in

Years at

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History of CNB Financial

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1865

1934

1984

2005

2006

2008

2009

1865: County  
National Bank  
of Clearfield  
established

1934:

Reorganizes  
through a stock  
offering to existing  
depositors

1984: Forms CNB  
Financial Corporation  
holding company

2005:

ERIEBANK is  
formed

2005: Purchases  
assets of Holiday  
Consumer Discount  
Company and forms  
Holiday Financial  
Services Corporation

2006: Conversion  
to a state banking  
charter

2009: Forms  
Wealth & Asset  
Management

Services Division

2010: Joseph Bower  
becomes CEO after  
retirement of William  
Falger

2008-2009:

Receives approval to  
raise \$21 million via  
TARP; CNB chooses  
not to participate

CNB Financial Overview  
Headquarters: Clearfield, PA  
Branches: 26  
Assets: \$1.2 billion  
Loans: \$711 million  
Deposits: \$1.0 billion  
Primary Subsidiaries  
CNB  
Bank:

21  
full-service  
branches,  
1  
loan  
production office, telephone & internet banking,  
centralized customer service center  
ERIEBANK:  
Division  
of  
CNB  
Bank  
with  
five  
full-  
service branches, headquartered in Erie, PA  
Holiday  
Financial  
Services:  
Consumer  
loan  
company with eight offices  
8  
CNB Bank  
ERIEBANK  
As of March 31, 2010.

Expansion into Erie

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Created bank division with "blank sheet of paper"

Opportunity to build commercial based service model

Market

not

overbanked,  
yet  
dominated  
by  
larger  
players

PNC,  
Citizens

Opportunity  
magnified  
through  
NCC  
acquisition  
and  
entry  
of  
First  
Niagara

Smaller customers being neglected by larger institutions

Significantly greater population than our home markets

Erie is fourth largest city in Pennsylvania

Central location between Buffalo-Cleveland-Pittsburgh

Approximately 13,000 businesses in Erie county

Historically manufacturing economy making transition to service industries

Major  
employers:  
GE  
Transportation,  
Erie  
Insurance,  
Plastek  
Group,  
Hamot

Strong health care component

Four universities

Market Share & Demographics

Source: Company data and SNL Financial.

(1) Includes: PNC, Citizens (Royal Bank of Scotland), First Niagara, and Huntington.

Source  
of Growth

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Source  
of Growth

As of 6/30/09

As of 3/31/10  
County  
Number  
of CNB  
Branches  
CNB  
Deposits  
(\$M)  
% of CNB  
Franchise  
(%)  
CNB  
Market  
Share  
(%)  
CNB  
Market  
Rank  
Total  
Deposits in  
Market  
(\$M)  
Large  
Bank  
(1)  
Market  
Share (%)  
Population  
2009  
CNB  
Deposits  
(\$M)  
Clearfield  
10  
\$386  
45.7  
28.9  
1  
\$1,338  
6.5  
83,103  
\$410  
Erie  
4  
135  
15.9  
4.0  
7  
3,396  
50.3

281,420  
249  
Elk  
4  
95  
11.3  
14.5  
4  
657  
26.6  
32,882  
98  
Mc Kean  
3  
71  
8.4  
10.1  
3  
698  
9.7  
43,781  
73  
Centre  
1  
58  
6.9  
2.7  
10  
2,138  
27.4  
146,233  
61  
Cambria  
1  
41  
4.8  
1.6  
10  
2,581  
0.0  
145,753  
38  
Jefferson  
1  
32  
3.8  
3.7  
6  
857  
11.5

45,456  
34  
Warren  
1  
28  
3.3  
4.0  
4  
708  
44.3  
40,850  
43  
Crawford  
1  
0  
0.0  
0.0  
8  
1,088  
41.8  
89,901  
27  
Totals  
26  
\$845  
100.0  
\$13,462  
909,379  
\$1,032

Balance Sheet

Deposits of \$1.0 billion, growth of 25% over March 31, 2009

Transaction, money market and savings deposits equal 66% of total

Loans of \$711 million, growth of 5% over March 31, 2009

Profitability

Net income for the quarter of \$2.2 million, or \$0.25 per share

Return on assets of 0.72% and return on equity of 12.0% for first quarter 2010

Net interest margin of 3.57% for first quarter 2010

Asset Quality

Ratio of NPAs

/ Loans + OREO of 2.11%

Net charge-offs to average loans of 0.26% of average loans

Allowance for loan losses to loans of 1.39%

Capital

Tangible common equity to tangible assets of 5.0%

(1)

Leverage ratio of 7.1%

Tier 1 Risk Based Ratio of 10.8%

Total Risk Based Capital Ratio of 12.1%

First Quarter 2010 Highlights

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Financial data at or for the quarter ended March 31, 2010.

(1) Please see the Appendix for a reconciliation of non-GAAP financial information.

Track Record of Growth

\$ in millions

\* Compound annual growth rate from 2005-March 2010.

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Average Annual Increase: \*

Assets

12%

Loans

7%

Deposits

13%

\$764

\$781

\$859

\$1,017

\$1,162

\$1,240

\$511

\$547

\$600

\$672

\$715

\$711

\$619

\$631

\$659

\$815

\$957

\$1,032

2005

2006

2007

2008

2009

Mar 31, 2010

Assets

Loans

Deposits

Earnings Per Share & Dividends

\* Compound annual growth rate from 1999-2009.

13

Average Annual Increase: \*

EPS

7.0%

Div.

7.5%

\$0.50

\$0.59  
\$0.71  
\$0.95  
\$0.99  
\$0.86  
\$1.01  
\$1.08  
\$1.05  
\$0.61  
\$0.98  
\$0.26  
\$0.25  
\$0.32  
\$0.34  
\$0.37  
\$0.47  
\$0.47  
\$0.52  
\$0.55  
\$0.57  
\$0.62  
\$0.65  
\$0.66  
\$0.17  
\$0.17  
1999  
2000  
2001  
2002  
2003  
2004  
2005  
2006  
2007  
2008  
2009  
Q1 2009  
Q1 2010

Capital Ratios

Source: Company documents and SNL Financial.

14

7.8%

7.9%

6.9%

5.1%

5.1%

5.0%

9.2%

9.2%

9.7%

8.4%

7.9%

7.1%

11.7%

11.7%

11.9%

10.8%

10.7%

10.8%

12.8%

12.8%

12.9%

12.0%

12.0%

12.1%

2005

2006

2007

2008

2009

Mar 31, 2010

Tangible Common Equity to Tangible Assets

Leverage Ratio

Tier 1 Risk Based Ratio

Total Risk Based Capital Ratio

Deposit Composition

15

23% annual compound growth since 2005 in transaction, money market and savings accounts; 1% in CDs

Interest-bearing deposit cost of 1.56% (or total deposit cost of 1.38%) for the quarter ended March 31, 2010

Source: SNL Financial and Company documents. Deposit classifications based on regulatory data.

\* Compound annual growth rate from 2005-March 2010.

Avg Annual Increase\*

Total Deposits

13%

Jumbo CDs

8%

Retail CDs

-2%

MMDA & Savings

21%

Trans Accts

28%

9%

9%

9%

11%

15%

15%

38%

35%

39%

47%

51%

51%

37%

37%

35%

29%

22%

20%

16%

20%

17%

14%

12%

13%

0%

20%

40%

60%

80%

100%

2005

2006

2007

2008

2009

Mar 31, 2010

Jumbo CDs

Retail CDs

MMDA & Savings

Trans Accts

\$619

\$631

\$659

\$815

\$957

\$1,032

\$ in millions

Investment Portfolio  
Other U.S. Gov't  
sponsored  
securities  
35%  
U.S. Gov't  
sponsored  
mortgage & asset  
backed

39%  
Corporate notes &  
bonds  
4%  
Other securities  
0%  
Pooled trust  
preferred  
1%  
U.S. Treasury  
3%  
Pooled SBA  
3%  
State & Municipal  
15%  
16  
Amortized Cost:  
\$394 million  
Fair Value:  
\$390 million  
AA  
4%  
BBB  
2%  
BB  
1%  
C  
1%  
AAA  
86%  
NR  
5%  
A  
1%

Investments by Security Type

Investments by S&P Rating

As of March 31, 2010.

Note: Investment portfolio excludes \$1.0 million of trading equity securities resident at the holding company.

### Conservative Lending Philosophy

Strong commercial lender with deep customer relationships

Seek to hire top lenders who are long-time residents in each region; understand customers better than competitors

Average lender has 20+ years of experience

In 20+ years, CNB has not lost a loan officer to a competing bank

Strong corporate culture based on decentralized decision making

Approximately 87% of loans in footprint (97% in state of PA) as of March 31, 2010

Compete  
primarily  
with  
service  
and  
responsiveness,  
as  
opposed  
to  
price

Diversification of loan portfolio largely a function of markets in which we are located

No real  
estate  
bubble  
in  
western  
central  
PA

real  
estate  
values  
have  
generally  
remained  
stable

Conservative credit limits in place

Loans greater than \$500 thousand require Loan Committee approval

Loans  
relationships  
greater  
than  
\$1.5  
million  
require  
full  
Board  
approval  
17

Loan Portfolio Overview

30%  
29%  
29%  
31%  
31%  
32%  
26%  
26%

27%  
27%  
27%  
27%  
38%  
39%  
36%  
34%  
33%  
34%  
6%  
5%  
8%  
9%  
8%  
8%  
0%  
20%  
40%  
60%  
80%  
100%  
2005  
2006  
2007  
2008  
2009  
Mar 31, 2010  
Consumer and  
other  
Commercial,  
industrial, and  
agricultural  
Commercial  
mortgage  
Residential  
mortgage  
\$511  
\$547  
\$600  
\$672  
\$715  
\$711  
\$ in millions  
18  
  
C&I  
loans  
represent  
34%

of  
our  
loan  
portfolio  
vs.  
12%  
for  
our  
peers  
(1)

Construction  
loans  
represent  
2%  
vs.  
7%  
for  
our  
peers  
(1)(2)

Commercial  
real  
estate  
loans  
represent  
27%  
vs.  
37%  
for  
our  
peers  
(1)

Loan  
yield  
of  
6.46%  
for  
quarter  
ended  
March  
31,  
2010  
vs.  
5.68%  
for  
our  
peers

- (1)
- (1)  
Peers include banks with assets between \$750 million to \$2 billion with headquarters in PA, OH or Upstate NY. See Appendix for full list. Loan composition based on regulatory data.
- (2)  
Construction loans split between commercial mortgage and residential mortgage in the chart.

Loan Portfolio Overview  
Commercial  
&  
Industrial  
Breakdown  
by  
Industry  
(1)  
19

Total C&I:

\$240 million

% of Total Loans:

34%

Note: As of 3/31/10. Loan classifications based on most recent 10-Q; total gross loans of \$714 million.

(1) Industry classifications based on NAICS codes.

All Other Industries

46%

Oil & Gas Wells & Drilling

10%

Hospitals

8%

Social Services

5%

Trucking

4%

Powdered Metals

4%

Welding

& Fabricating /

Tool & Die

4%

Restaurants/Fast Food

4%

Schools/ Townships/

Boroughs

3%

General Manufacturing

8%

Building Supply &

Hardware Stores

4%

Total C&I

Industry

(1)

\$M

%

Oil & Gas Wells & Drilling

\$24.0

10.0%

General Manufacturing

20.4

8.5%

Hospitals

18.8

7.8%

Social Services

12.7

5.3%

Welding & Fabricating / Tool & Die

10.4  
4.3%  
Restaurants/Fast Food  
9.7  
4.0%  
Building Supply & Hardware Stores  
9.7  
4.0%  
Powdered Metals  
9.7  
4.0%  
Trucking  
8.8  
3.7%  
Schools / Townships / Boroughs  
8.0  
3.3%  
Coal Mining  
6.1  
2.5%  
Airports  
6.1  
2.5%  
Sewer & Water / Excavators  
6.0  
2.5%  
Financial Institutions  
5.5  
2.3%  
Sand & Gravel  
5.4  
2.2%  
Construction Equipment / Contractors  
4.6  
1.9%  
Oil Distribution  
3.9  
1.6%  
Doctors  
3.8  
1.6%  
Auto Body / Auto Parts  
3.0  
1.2%  
New & Used Autos  
2.9  
1.2%  
Car Washes  
2.6  
1.1%

Recycling	
2.5	
1.0%	
Saw	
mills / Timber	
2.2	
0.9%	
Hotels/Motels	
2.1	
0.9%	
Grocery / Convenience Stores	
1.9	
0.8%	
Insurance Agencies	
1.6	
0.7%	
Funeral Homes	
1.0	
0.4%	
Real Estate Developers	
0.1	
0.1%	
All Other Industries	
47.0	
19.6%	
Total	
\$240.5	
100.0%	

Loan Portfolio Overview  
Non-Owner Occupied  
Commercial  
Real  
Estate  
by  
Industry  
(1)

Note: As of 3/31/10. Loan classifications based on most recent 10-Q; total gross loans of \$714 million.

(1) Industry classifications based on NAICS codes.

Malls & Plazas

19%

Industrial

4%

Storage Units

2%

Hotels/Motels

18%

Real Estate

Developers

15%

1-4 Family

Rental

11%

Other

Commercial

9%

Office

8%

Multifamily

9%

Retail

5%

Social Services

14%

Powdered

Metals

10%

Car Washes

7%

Doctors

5%

Trucking

4%

Other

Industries

25%

Oil Distribution

4%

Restaurants/

Fast Food

12%

Welding &

Fabricating /

Tool & Die

6%

General

Manufacturing

13%

Total Owner Occupied:

\$45 million

% of Commercial Real Estate Loans:

% of Total Loans:

Owner Occupied

Commercial

Real

Estate

by

Industry

(1)

Total Non-Owner Occupied:

\$148 million

% of Commercial Real Estate Loans:

% of Total Loans:

20

23%

6%

77%

21%

(\$ in '000s)

For the Year Ending

For the Quarter Ending

12/31/05

12/31/06

12/31/07

12/31/08

03/31/09

06/30/09

09/30/09  
12/31/09  
03/31/10  
Nonaccrual  
\$1,561  
\$1,619  
\$1,979  
\$3,046  
\$3,445  
\$5,772  
\$13,447  
\$12,757  
\$12,841  
90+ Days Past Due  
462  
128  
395  
533  
732  
762  
710  
584  
1,727  
Total Non-Performing Loans  
2,023  
1,747  
2,374  
3,579  
4,177  
6,534  
14,157  
13,341  
14,568  
Other Real Estate Owned  
85  
181  
516  
671  
685  
651  
243  
252  
478  
Total Non-Performing Assets  
2,108  
1,928  
2,890  
4,250  
4,862  
7,185

14,400

13,593

15,046

Non-Performing Loans / Loans

0.40%

0.32%

0.40%

0.53%

0.62%

0.97%

2.04%

1.87%

2.05%

Non-Performing Assets / Loans + OREO

0.41%

0.35%

0.48%

0.63%

0.72%

1.06%

2.08%

1.90%

2.11%

Loan Loss Reserves

\$5,603

\$6,086

\$6,773

\$8,719

\$9,024

\$9,230

\$9,465

\$9,795

\$9,914

Reserves / Loans

1.10%

1.11%

1.13%

1.30%

1.33%

1.37%

1.37%

1.37%

1.39%

Reserves / Non-Performing Loans

277%

348%

285%

244%

216%

141%

67%

73%

68%

Net Charge-Offs (NCOs)

\$765

\$888

\$825

\$1,841

\$557

\$802

\$859

\$1,171

\$466

NCOs / Average Loans

0.15%

0.17%

0.14%

0.28%

0.33%

0.47%

0.50%

0.66%

0.26%

Asset Quality Summary

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NCOs / Average Loans

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Source: Company documents and SNL Financial.

(1) Peers include banks with assets between \$750 million to \$2 billion with headquarters in PA, OH or Upstate NY. See Appendix for full list.

(1)

Q1 2010

0.15%

0.16%

0.12%

0.14%

0.30%

0.17%

0.02%

0.14%

0.19%

0.09%

0.13%

0.10%

0.14%

0.26%

0.41%

0.28%

0.01%

2005

2006

2007

2008

2009

CCNE -

CNB Bank

CCNE -

Holiday Financial Services

Peers

NPAs  
/ Loans + OREO  
23  
0.41%  
0.35%  
0.48%  
0.63%  
1.90%  
2.11%

0.75%

0.77%

0.78%

1.20%

2.35%

2.60%

2005

2006

2007

2008

2009

Mar 31, 2010

CCNE

Peers

(1)

Source: Company documents and SNL Financial.

(1) Peers include banks with assets between \$750 million to \$2 billion with headquarters in PA, OH or Upstate NY. See Appendix for full list.

2010 Goals

Prudent loan deployment throughout our core counties

Continued expansion in Erie market

Growth primarily via market share capture

Continue build out of wealth management business

Assess next area of geographic expansion

Expand with people before locations

Expect not to expand to over-banked regions

24

Marcellus Shale Natural Gas  
Marcellus Shale Formation

Natural gas development stimulates the economy

Natural gas ancillary businesses

Payments to land owners

Although in early stages, Marcellus gas producers spent \$4.5 billion to develop shale gas reserves in 2009, up from \$3.2 billion in 2008

Estimated to have created 44,000 jobs state-wide

Employment opportunities could expand to 111,000 jobs by the end of 2011

Companies plan to increase spending to \$8.8 billion for 2010 and over \$11 billion for 2011

Projects are likely 2-4 years away from completion and management believes that these projects could represent an economic opportunity to western central PA

25  
Source: Penn State, The Economic Impacts of the Pennsylvania Marcellus Shale Natural Gas Play: An Update, May 24, 2010. Note that Marcellus Shale estimates are not particular to the Company's markets.  
Map Source: U.S. Geological Survey Open-File Report 2005-1268.

### Investment Highlights

Strong deposit franchise

25% deposit growth in last year  
(1)

88% of deposits are core deposits  
(1)

Favorable competitive dynamics and growth prospects

Strong market position; larger regional banks have largely ignored western central PA

Local economies improving

Development of Marcellus Shale natural gas reserves could provide additional economic boost over the next decade

Diversified loan portfolio and strong asset quality

Experienced management team

Attractive dividend yield

26

(1)

Deposit growth from March 31, 2009 to March 31, 2010;  
core deposits as of March 31, 2010 and exclude jumbo CDs.

APPENDIX

Summary Financial Highlights

Source: Company documents and SNL Financial.

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(\$ in millions, except per share data)

Quarter Ended

2005

2006

2007

2008

2009

03/31/2009

03/31/2010

**BALANCE SHEET**

Assets

\$764

\$781

\$859

\$1,017

\$1,162

\$1,027

\$1,240

Loans

\$511

\$547

\$600

\$672

\$715

\$677

\$711

Deposits

\$619

\$631

\$659

\$815

\$957

\$825

\$1,032

Shareholders' Equity

\$70

\$72

\$69

\$62

\$69

\$62

\$72

**PROFITABILITY**

Net Income

\$9.1

\$9.6

\$9.1

\$5.2

\$8.5

\$2.2

\$2.2

EPS

\$1.01

\$1.08

\$1.05

\$0.61

\$0.98

\$0.26

\$0.25

Return on Average Assets

1.23%

1.26%

1.12%

0.55%

0.79%

0.88%

0.72%

Return on Average Equity

13.4%

13.5%

12.8%

7.9%

12.9%

14.2%

12.0%

Net Interest Margin

3.97%

4.17%

4.27%

4.33%

4.00%

4.07%

3.57%

Efficiency Ratio

57.3%

57.7%

61.8%

65.1%

59.9%

63.6%

65.9%

Noninterest Expense/ Avg Assets

2.70%

2.87%

3.09%

3.03%

2.73%

2.88%

2.69%

CAPITAL

Tang. Common Equity / Tang. Assets

7.8%

7.9%

6.9%

5.1%

5.1%

5.1%

5.0%

Leverage Ratio

9.2%

9.2%

9.7%

8.4%

7.9%

7.9%

7.1%

Tier 1 Risk Based Ratio

11.7%

11.7%

11.9%

10.8%

10.7%

11.0%

10.8%

Total Risk Based Capital Ratio

12.8%

12.8%

12.9%

12.0%

12.0%

12.3%

12.1%

ASSET QUALITY

NPAs/ Assets

0.28%

0.25%

0.34%

0.42%

1.17%

0.47%

1.21%

NPAs/Loans+OREO

0.41%

0.35%

0.48%

0.63%

1.90%

0.72%

2.11%

NCOs / Average Loans

0.15%

0.17%

0.14%

0.28%

0.49%

0.33%

0.26%

Reserves/ Loans

1.10%

1.11%

1.13%

1.30%

1.37%

1.33%

1.39%

Peer Analysis  
Balance Sheet  
Profitability (MRQ)  
Asset Quality  
Valuation \*  
Yields &  
Costs\*  
Company Name  
State

Ticker  
Assets  
(\$M)  
Deposits  
(\$M)  
Loans  
(\$M)  
TCE /  
TA  
(%)  
Total  
RBC  
Ratio  
(%)  
ROAA  
(%)  
ROAE  
(%)  
NIM  
(%)  
Eff  
Ratio  
(%)  
Nonint  
Inc/ Rev  
(%)  
Texas  
Ratio  
(%)  
Res./  
NPAs  
(%)  
NCOs/  
Avg  
Loans  
(%)  
NPAs/  
Assets  
(%)  
Market  
Cap  
(\$M)  
Div.  
Yield  
(%)  
Loan  
Yield  
(%)  
Dep  
Cost

(%)

Arrow Financial Corp.

NY

AROW

1,861

1,470

1,121

7.0

15.4

1.17

15.0

3.81

55.7

20.4

3.5

381.2

0.07

0.20

269

4.1

5.92

1.15

Canandaigua National Corp.

NY

CNND

1,613

1,428

1,143

6.1

NA

0.89

12.5

4.17

60.5

30.7

24.8

52.2

0.75

1.65

142

3.4

5.62

0.92

Tower Bancorp

PA

TOBC

1,542

1,277

1,162

9.8

15.4  
0.51  
4.6  
3.62  
67.9  
14.1  
4.9  
83.5  
0.09  
0.85  
155  
5.2  
5.82  
1.48  
Alliance Financial Corp.  
NY  
ALNC  
1,445  
1,130  
905  
6.1  
13.7  
0.77  
8.9  
3.61  
66.0  
29.1  
9.9  
97.1  
0.35  
0.69  
131  
4.0  
5.30  
1.08  
First National Community Bancorp  
PA  
FNCB  
1,376  
1,053  
944  
6.1  
12.6  
0.57  
8.5  
3.58  
57.6  
14.6  
51.3  
42.6

0.87  
4.00  
73  
0.0  
5.33  
1.52  
Citizens & Northern Corp.  
PA  
CZNC  
1,347  
952  
720  
8.8  
18.4  
1.34  
11.5  
3.79  
55.2  
22.3  
7.0  
80.3  
0.03  
0.72  
140  
3.1  
6.50  
1.36  
VIST Financial Corp.  
PA  
VIST  
1,339  
1,062  
905  
4.5  
12.1  
0.21  
2.3  
3.40  
71.2  
32.0  
39.6  
40.8  
0.56  
2.78  
44  
2.7  
5.57  
1.72  
Orrstown Financial Services  
PA

ORRF

1,316

998

898

10.1

15.4

1.08

10.4

3.76

58.3

28.0

22.9

50.3

0.21

1.82

176

4.0

5.38

1.12

Royal Bancshares of Pennsylvania

PA

RBPAA

1,222

826

659

6.1

17.0

-0.20

-2.4

2.79

86.2

14.1

81.2

26.2

2.11

8.96

35

0.0

6.65

2.34

Bryn Mawr Bank Corp.

PA

BMTC

1,221

914

893

7.8

12.8

0.74

8.5

4.06  
66.5  
34.2  
8.4  
141.3  
1.70  
0.56  
172  
3.4  
5.76  
0.60  
LNB Bancorp  
OH  
LNBB  
1,159  
979  
793  
5.1  
13.8  
0.46  
5.1  
3.69  
69.1  
20.4  
44.1  
43.2  
0.86  
3.83  
36  
0.8  
5.41  
1.22  
First Citizens Banc Corp  
OH  
FCZA  
1,106  
882  
784  
4.5  
14.3  
0.01  
0.2  
3.95  
69.3  
18.3  
49.3  
36.6  
1.20  
3.79  
36

0.0  
5.64  
0.92  
Farmers National Banc Corp.  
OH  
FMNB  
1,040  
777  
609  
7.3  
12.2  
0.34  
4.1  
4.01  
63.6  
21.0  
16.4  
76.0  
1.31  
1.04  
56  
2.9  
6.30  
1.42  
Chemung Financial Corp.  
NY  
CHMG  
1,008  
833  
586  
7.7  
13.7  
0.81  
8.7  
3.83  
70.9  
33.3  
14.6  
79.9  
0.12  
1.25  
71  
5.0  
6.08  
0.82  
ACNB Corp.  
PA  
ACNB  
979  
734

658  
8.3  
13.4  
1.00  
10.8  
3.97  
64.1  
24.9  
22.6  
66.0  
0.04  
1.98  
83  
5.4  
5.40  
0.91  
Franklin Financial Services Corp.  
PA  
FRAF  
974  
727  
750  
7.2  
11.1  
0.81  
9.9  
3.46  
63.9  
24.1  
24.9  
48.1  
0.11  
2.00  
71  
5.9  
5.18  
1.29  
Republic First Bancorp  
PA  
FRBK  
968  
846  
679  
6.7  
11.9  
-1.59  
-22.4  
3.38  
87.0  
5.4

60.5  
28.7  
2.70  
4.94  
22  
0.0  
5.19  
1.20  
AmeriServ Financial  
PA  
ASRV  
961  
802  
712  
7.7  
15.5  
-0.38  
-3.4  
3.78  
85.9  
28.5  
17.7  
105.9  
0.68  
2.12  
37  
0.0  
5.36  
1.49  
Wilber Corp.  
NY  
GIW  
938  
787  
577  
7.5  
13.3  
0.76  
9.6  
3.90  
71.9  
14.4  
19.9  
56.8  
0.38  
1.66  
64  
4.0  
5.71  
1.13

Codorus Valley Bancorp

PA

CVLY

893

737

649

6.5

13.2

0.77

9.4

3.69

67.3

18.9

44.3

27.3

0.11

3.91

30

3.3

5.77

1.55

Penseco Financial Services Corp.

PA

PFNS

883

649

605

10.7

17.2

1.35

10.0

4.19

62.1

24.3

6.8

202.7

0.08

0.36

109

5.1

5.75

0.88

Farmers & Merchants Bancorp

OH

FMAO

871

683

556

10.3

14.7

0.58  
5.4  
3.59  
65.9  
17.3  
16.4  
38.8  
0.16  
1.81  
92  
3.7  
6.03  
1.44  
Adirondack Trust Company  
NY  
ADKT  
857  
754  
428  
8.3  
17.3  
1.15  
11.1  
4.09  
66.4  
32.1  
7.3  
157.9  
0.00  
0.64  
103  
3.1  
5.55  
0.54  
Camco Financial Corp.  
OH  
CAFI  
851  
649  
700  
7.2  
11.1  
0.06  
0.9  
3.25  
86.1  
21.6  
93.3  
29.5  
0.72

8.27  
21  
0.0  
5.65  
1.80  
Ohio Valley Banc Corp.  
OH  
OVBC  
836  
679  
652  
7.9  
13.7  
0.93  
11.4  
4.34  
65.0  
18.7  
47.4  
24.7  
0.21  
1.61  
71  
4.7  
7.02  
1.75  
Bank of Utica  
NY  
BKUT  
812  
684  
51  
13.1  
16.2  
1.54  
12.3  
3.25  
24.5  
2.1  
1.2  
168.6  
-0.12  
0.17  
60  
3.3  
5.44  
1.70  
First Keystone Corp.  
PA  
FKYS

789  
605  
405  
7.3  
11.9  
1.11  
11.3  
3.56  
57.1  
16.0  
7.1  
122.3  
0.19  
0.55  
86  
5.8  
5.93  
1.66  
QNB Corp.  
PA  
QNBC  
771  
662  
456  
7.6  
11.5  
0.97  
13.1  
3.64  
55.2  
14.2  
7.8  
91.7  
0.50  
0.90  
62  
4.8  
5.84  
1.52  
High  
1,861  
1,470  
1,162  
13.1  
18.4  
1.54  
15.0  
4.34  
87.0  
34.2

93.3  
381.2  
2.70  
8.96  
269  
5.9  
7.02  
2.34  
Median  
994  
814  
690  
7.4  
13.7  
0.77  
9.2  
3.73  
65.9  
20.7  
18.8  
61.4  
0.28  
1.66  
71  
3.4  
5.68  
1.33  
Low  
771  
605  
51  
4.5  
11.1  
-1.59  
-22.4  
2.79  
24.5  
2.1  
1.2  
24.7  
-0.12  
0.17  
21  
0.0  
5.18  
0.54  
CNB Financial Corp.  
PA  
CCNE  
1,240

1,032  
711  
5.0  
12.1  
0.72  
12.0  
3.57  
65.9  
20.2  
20.5  
65.9  
0.26  
1.21  
101  
5.8  
6.46  
1.38  
29

Source: Company documents and SNL Financial. Financial Data as of 3/31/10 (or most recent quarter when 3/31/10 data unavailable). \* As of 6/8/10.

Note: Includes public commercial banks with assets between \$750M and \$2.0Bn headquartered in PA, OH and Upstate NY.

Stock Performance

Dec-08

Feb-09

Apr-09

Jun-09

Aug-09

Oct-09

Dec-09

Feb-10

Apr-10

Jun-10

40%

60%

80%

100%

120%

140%

160%

180%

CCNE

S&P 500

NASDAQ Bank

CCNE Peers

CCNE

2.6%

S&P 500

17.6%

NASDAQ Bank

(14.9%)

CCNE Peers

(13.8%)

06/29/09 -

CCNE

added to the Russell

3000 Index and

Russell 2000 Index

Note: As of 06/08/10. CCNE Peers include banks with assets between \$750 million to \$2 billion with headquarters in PA, OH or Upstate NY. See Appendix for full list.

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Non-  
GAAP Financial Reconciliation  
31  
Quarter Ended  
(\$ in thousands)  
2005  
2006  
2007  
2008

2009  
03/31/2009  
03/31/2010  
Total Shareholders' Equity  
\$69,968  
\$72,279  
\$69,283  
\$62,467  
\$69,409  
\$62,462  
\$71,884  
Less Goodwill  
10,821  
  
10,821  
  
10,821  
  
10,821  
  
10,821  
  
10,821  
  
10,821  
  
Less Other Intangible Assets  
800  
  
385  
  
285  
  
185  
  
85  
  
160  
  
60  
  
Tangible Common Equity  
\$58,347  
\$61,073  
\$58,177  
\$51,461  
\$58,503  
\$51,481  
\$61,003  
Total Assets

\$764,018  
\$780,850  
\$858,700  
\$1,016,518  
\$1,161,591  
\$1,027,241  
\$1,239,814  
Less Goodwill  
10,821

10,821

10,821

10,821

10,821

10,821

10,821

Less Other Intangible Assets  
800

385

285

185

85

160

60

Tangible Assets

\$752,397

\$769,644

\$847,594

\$1,005,512

\$1,150,685

\$1,016,260

\$1,228,933

Total Shareholders' Equity / Total Assets

9.16%

9.26%

8.07%

6.15%

5.98%

6.08%

5.80%

Tangible Common Equity / Tangible Assets

7.75%

7.94%

6.86%

5.12%

5.08%

5.07%

4.96%

Tangible common equity to tangible assets is a non-GAAP financial measure calculated using GAAP amounts. Tangible common equity

is calculated

by excluding

the balance

of goodwill

and other

intangible assets

from the

calculation of

stockholders equity.

Tangible assets is calculated by excluding the balance of goodwill and other intangible assets from the calculation of total assets. We believe

that

this

non-GAAP

financial

measure

provides

information

to

investors

that

is

useful

in

understanding

our

financial

condition.

Because not all companies use the same calculation of tangible common equity and tangible assets, this presentation may not be comparable to other similarly titled measures calculated by other companies. A reconciliation of this non-GAAP financial measure is provided below.

Follow-on Offering of Common Shares  
\$27,000,000  
June 2010  
NASDAQ: CCNE