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Old National Bancorp

Fourth Quarter 2011
Financial Review

January 31, 2011

OLD NATIONAL BANCORP®

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Lynell Walton

Senior Vice President
Investor Relations

Forward-Looking Statement

This presentation contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, descriptions of Old National's financial condition, results of operations, asset and credit quality trends and profitability and statements about the expected timing, completion, financial benefits and other effects of the proposed merger. Forward-looking statements can be identified by the use of the words "anticipate," "believe," "expect," "intend," "could" and "should," and other words of similar meaning. These forward-looking statements express management's current expectations or forecasts of future events and, by their nature, are subject to risks and uncertainties and there are a number of factors that could cause actual results to differ materially from those in such statements. Factors that might cause such a difference include, but are not limited to; market, economic, operational, liquidity, credit and interest rate risks associated with Old National's business, competition, government legislation and policies (including the impact of the Dodd-Frank Wall Street Reform and Consumer Protection Act and its related regulations), ability of Old National to execute its business plan (including the integration of Monroe Bancorp and its subsidiaries into Old National)), changes in the economy which could materially impact credit quality trends and the ability to generate loans and gather deposits, failure or circumvention of Old National's internal controls, failure or disruption of our information systems, significant changes in accounting, tax or regulatory practices or requirements, new legal obligations or liabilities or unfavorable resolutions of litigations, other matters discussed in this presentation and other factors identified in the Company's Annual Report on Form 10-K and other periodic filings with the Securities and Exchange Commission. These forward-looking statements are made only as of the date of this presentation, and Old National undertakes no obligation to release revisions to these forward-looking statements to reflect events or conditions after the date of this presentation.

Non-GAAP Financial Measures

These slides contain non-GAAP financial measures. For purposes of Regulation G, a non-GAAP financial measure is a numerical measure of the registrant's historical or future financial performance, financial position or cash flows that excludes amounts, or is subject to adjustments that have the effect of excluding amounts, that are included in the most directly comparable measure calculated and presented in accordance with GAAP in the statement of income, balance sheet or statement of cash flows (or equivalent statements) of the issuer; or includes amounts, or is subject to adjustments that have the effect of including amounts, that are excluded from the most directly comparable measure so calculated and presented. In this regard, GAAP refers to generally accepted accounting principles in the United States. Pursuant to the requirements of Regulation G, Old National Bancorp has provided reconciliations within the slides, as necessary, of the non-GAAP financial measure to the most directly comparable GAAP financial measure.

4Q10 Strategic Update

- Consistent quarterly earnings
- Net interest margin expansion
- Capital levels remain strong
- Noninterest expense initiatives take hold
- Credit quality remains well controlled
- Monroe Bancorp acquisition complete

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Bob Jones

President
Chief Executive Officer

4Q10 Review

- Net income[1] of $5.7 million, or $.07 per share
  - $11.9 million, or $.13 per share, in 3Q10
  - Net loss of $9.3 million, or $.11 per share, in 4Q09
- 4Q10 included
  - $3.3 million in discretionary bonuses paid to all but senior and executive management
  - $3.8 million in extinguishment of debt charges
  - $.9 million in Monroe acquisition charges
  - $.9 million in self insured hospitalization
- Net interest margin expanded to 3.46%
- Closed on Monroe acquisition January 1, 2011

[1]**Available to common shareholders**

Full-Year 2010 Review

- Net income[1] of $38.2 million, or $.44 per share
  - $9.8 million, or $.14 per share, in 2009
- Earnings driven by
  - Reduced credit costs
  - Reduction in noninterest expenses
- Net interest margin expanded
  - 3.46% in 4Q10 from 3.33% in 1Q10

[1]Available to common shareholders

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Chris Wolking

Sr. Executive Vice President
Chief Financial Officer

4Q10 Review

- Net interest income totaled $54.0 million in 4Q10 compared to $54.2 million in 3Q10
  - Net interest margin improved to 3.46% in 4Q10 from 3.42% in 3Q10
  - Average loans increased $16.9 million but total average earning assets declined $101.5 million compared to 3Q10
- Fees, service charges and other revenue totaled $38.4 for 4Q10, matching 3Q10 results

Slow Growth, Low Rate Environment

- Reduce noninterest expenses
- Maintain strong capital ratios while ensuring capital flexibility
  - Reduce wholesale funding and investments
  - Capacity for acquisitions
- Maintain an asset-sensitive balance sheet

Noninterest Expense Analysis

($ in millions)	4Q09	1Q10	2Q10	3Q10	4Q10
Total Noninterest Expenses (as reported)	$90.8	$77.1	$77.9	$76.1	$83.3
Severance accrual	(1.9)	-0-	-0-	(1.3)	(.5)
Discretionary bonus (including FICA)	-0-	-0-	-0-	-0-	(3.3)
Reverse incentive accruals	1.2	-0-	-0-	-0-	-0-
Reverse restricted stock grants	.8	-0-	-0-	-0-	-0-
Self insured hospitalization adjustment	(.8)	-0-	-0-	-0-	(.9)
Other adjustments to salary and benefits accruals[1]	-0-	-0-	-0-	-0-	(1.0)
Monroe acquisition costs	-0-	-0-	-0-	-0-	(.9)
Extinguishment of debt charges	(3.5)	-0-	(1.4)	(.9)	(3.8)
Provision for unfunded commitments	(.8)	.8	(.2)	.9	.1
Losses on branch closures	-0-	-0-	(.9)	-0-	(.3)
OREO loss (one specific large credit)	-0-	-0-	-0-	(1.0)	-0-
Total Noninterest Expenses (as adjusted)*	$85.8	$77.9	$75.4	$73.8	$72.7

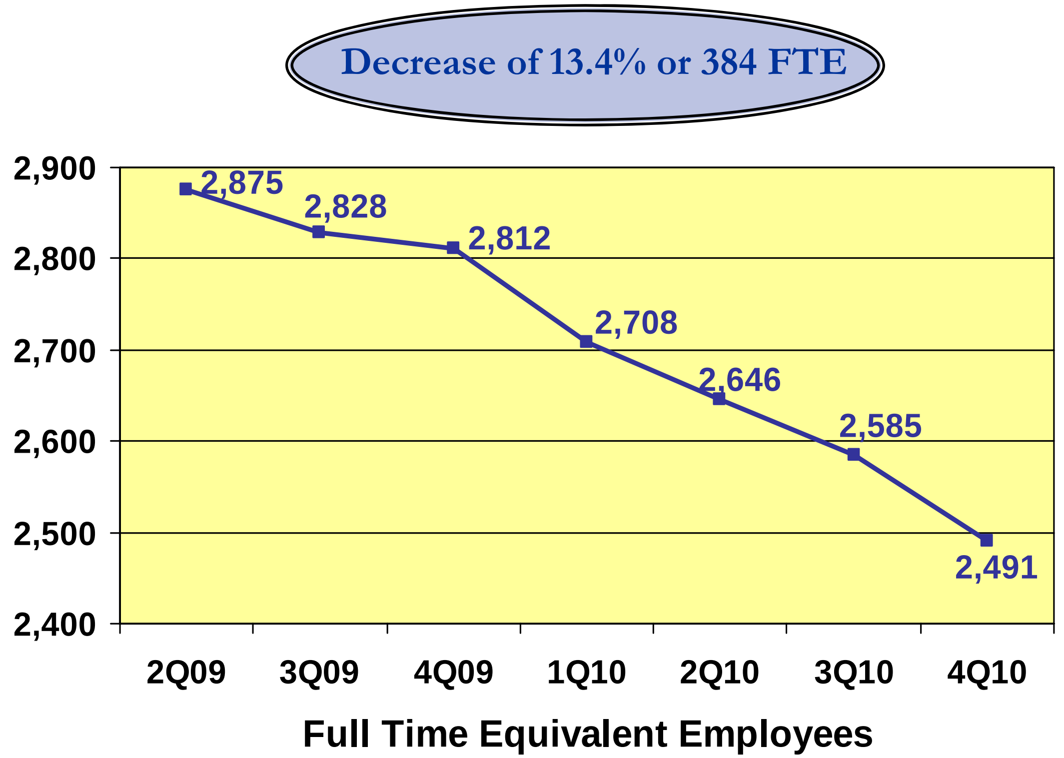
Company anticipates a 3% merit increase effective April, 2011

[1] **Includes pension, performance-based restricted stock and other misc. accruals**

***See Appendix for Non-GAAP reconciliation**

Noninterest Expense Analysis

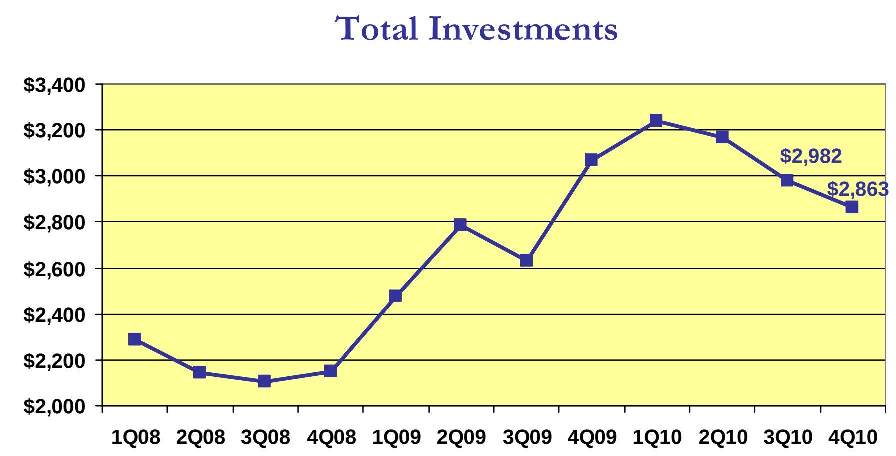
- Full-year 2010 noninterest expenses are down $24.7 million, or 7.3%, compared to 2009 levels
- Salaries and employee benefits increase[1] includes:
  - $3.3 million discretionary bonus payout
  - $.9 million self insured hospitalization adjustment
  - $.8 million reduction in severance accrual

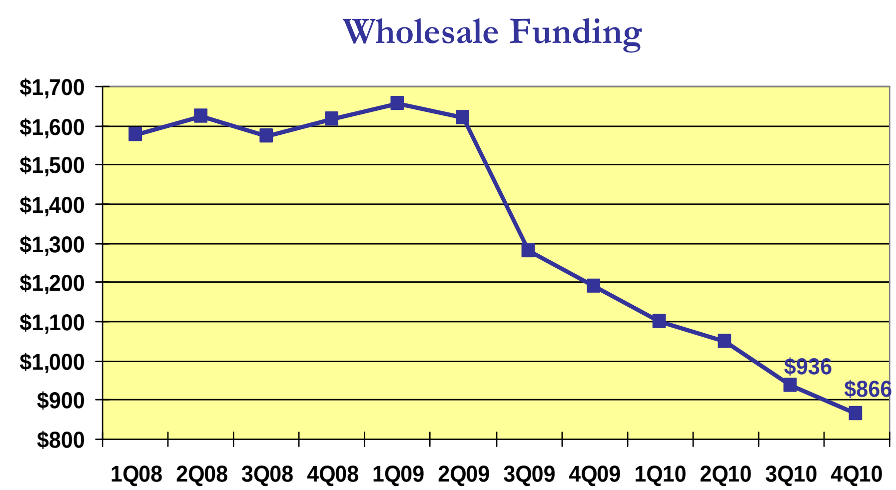


[1] 4Q10 vs. 3Q10

Maintain Strong Capital Ratios

- Total investments, including money market investments, declined $118.4 million[1]
- Total wholesale funding, including brokered CDs, declined $69.6 million[1]
  - Termination of $50 million of FHLB advances
  - Redemption of ONB Capital Trust II
    - $100 million at 8%
    - At 12-15-10



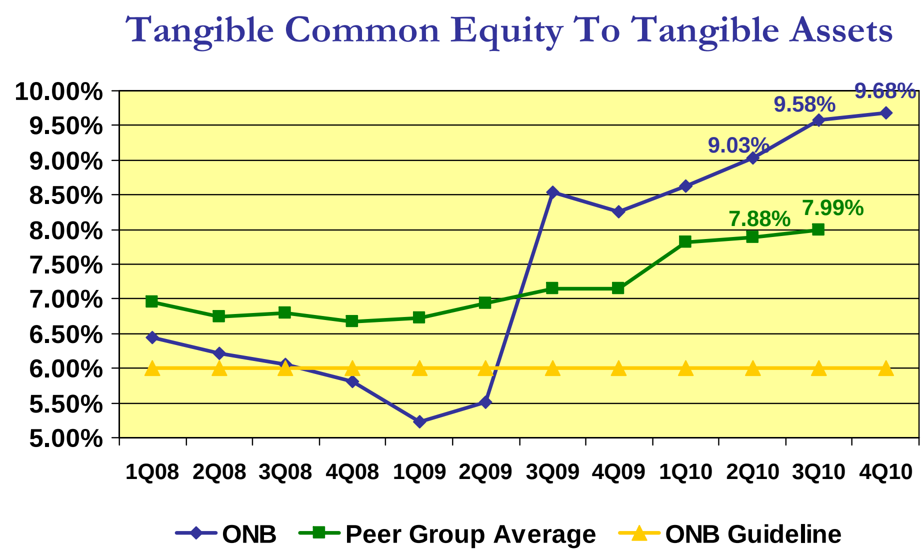


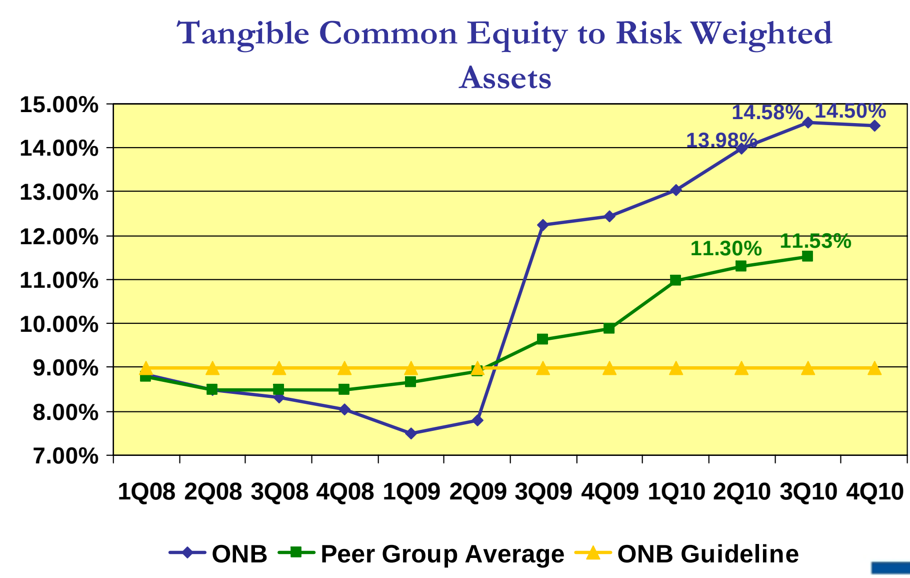
Quarterly Averages $ in millions

[1] **4Q10 vs. 3Q10 quarterly averages**

Maintain Strong Capital Ratios

- Among the best capitalized in our peer group
- Authorized share repurchase program 1-27-11
  - Ends 1-31-12
  - Up to 2.25 million shares of stock
- Strong capital supports future growth

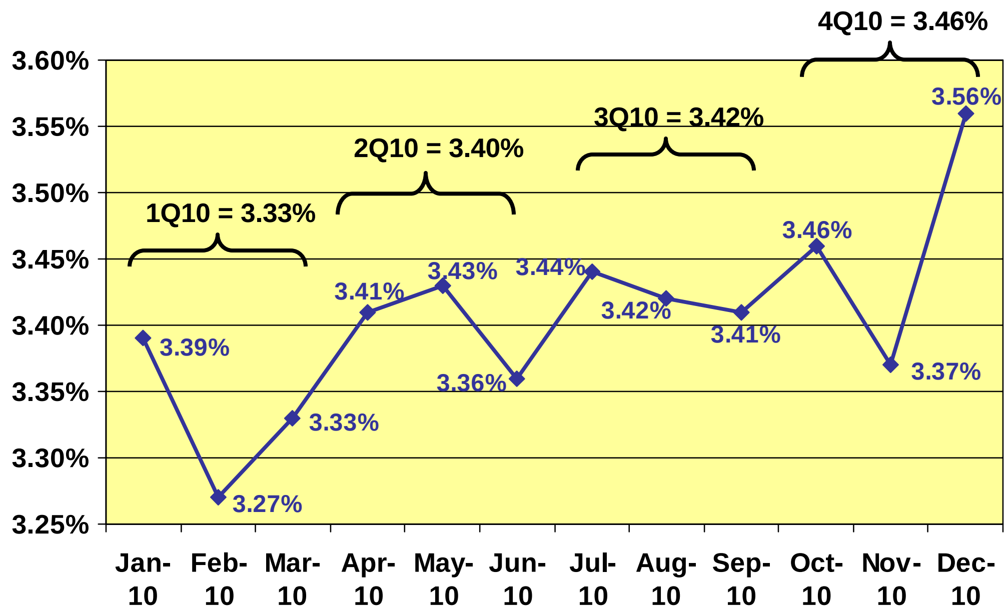




Peer Group data per SNL Financial
See Appendix for definition of Peer Group

Net Interest Margin Improves

- Net interest margin[1] increased 4 bps[2] to 3.46% reflecting
  - Redemption of higher-cost (8%) Trust Preferred debt
  - FHLB advances
    - Termination of $50 million
  - High-rate CD portfolio declined $125.4 million on average
  - Increased mortgage production
- Checking account balances increased[2]
  - $82.3 million on average
  - Account attrition at 16.8%
    - 80% from accounts with balances < $100



[1] Fully taxable equivalent basis
[2] 4Q10 vs. 3Q10

Investment Portfolio

$ in thousands	Effective Duration Sept. 30, 2010	Effective Duration Dec. 31, 2010	Book Value Sept. 30, 2010	Book Value Dec. 31, 2010
Treasuries	1.59	1.43	$51,279	$62,207
Agencies	2.59	3.56	930,632	619,187
Pools	2.56	3.17	551,527	519,102
CMOs	3.46	2.74	671,626	654,084
Municipals	8.11	8.46	520,851	555,530
Corporates	2.46	2.60	135,405	138,977
ABS	.12	.1	82	75
Totals	3.80	4.23	$2,861,402	$2,549,162

Money market investments, including the balance in the Federal Reserve Bank Account, totaled $144.2 million at December 31, 2010 and $43.1 million at September 30, 2010.

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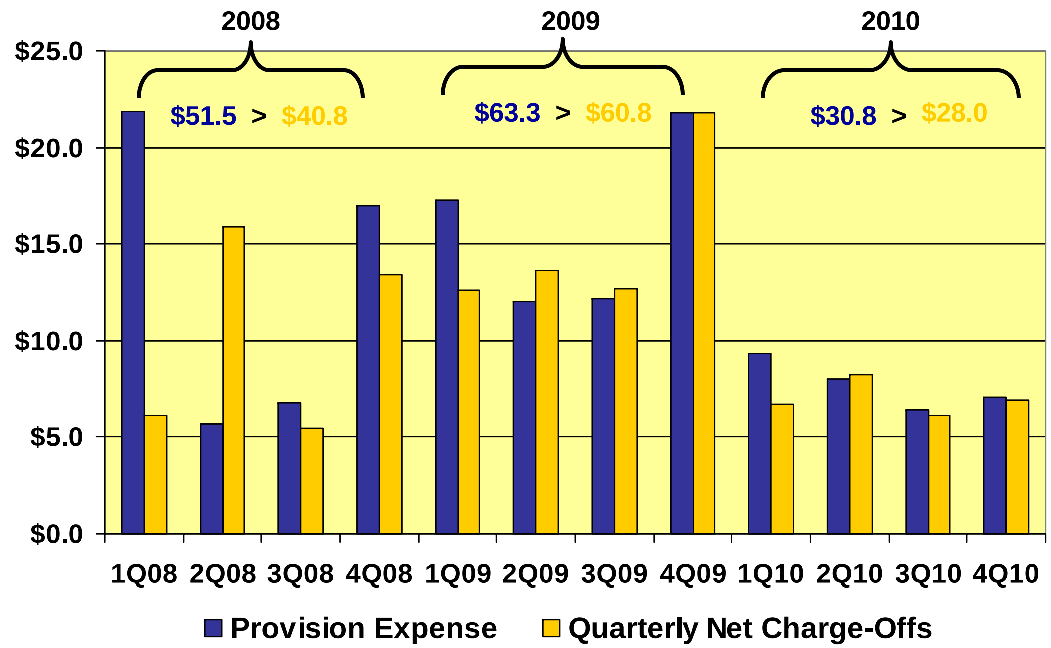
Daryl Moore

Executive Vice President
Chief Credit Officer

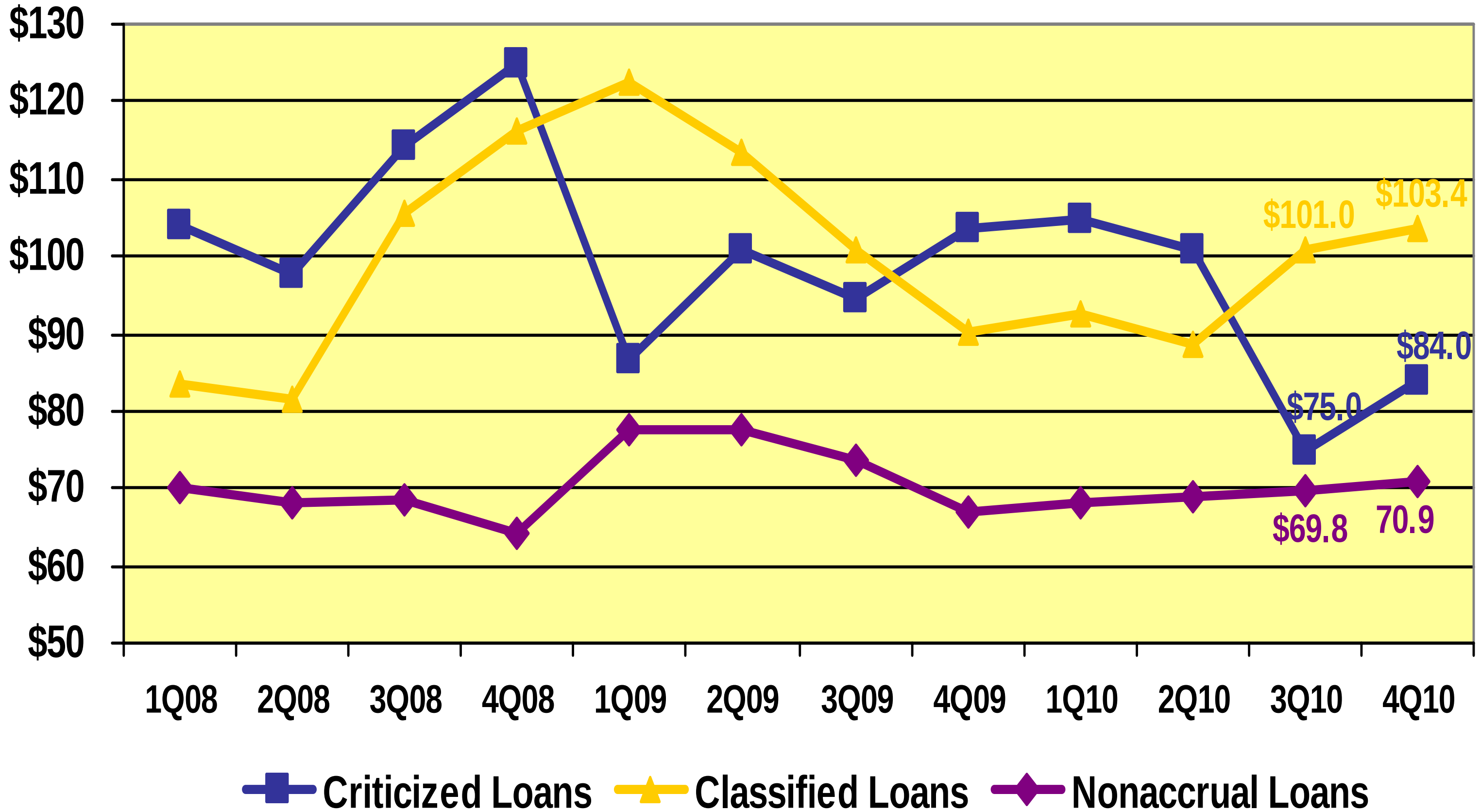
Credit Quality Trends

- Positive trends in credit quality resulted in decline in credit costs
- Provision expense exceeded charge-offs in last 3 years



$ in millions

Credit Quality Trends

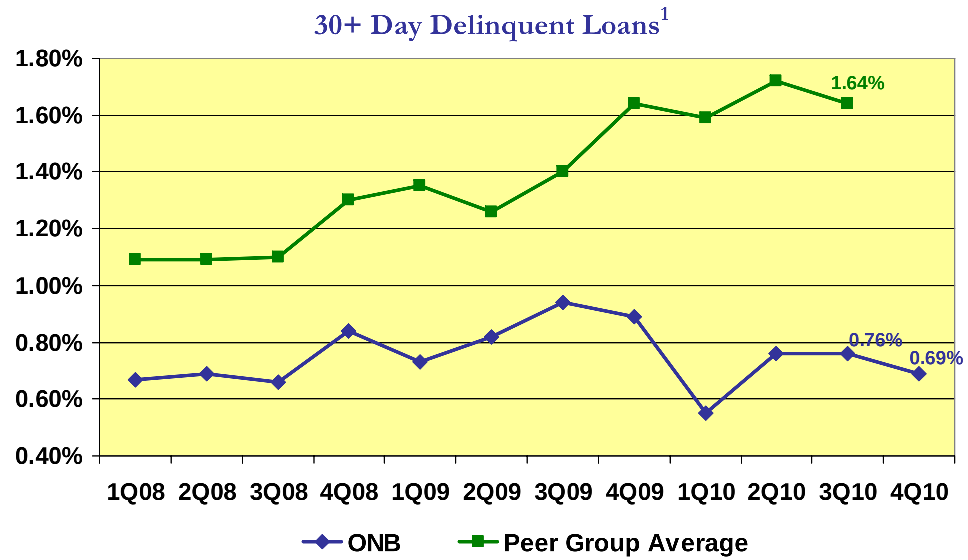


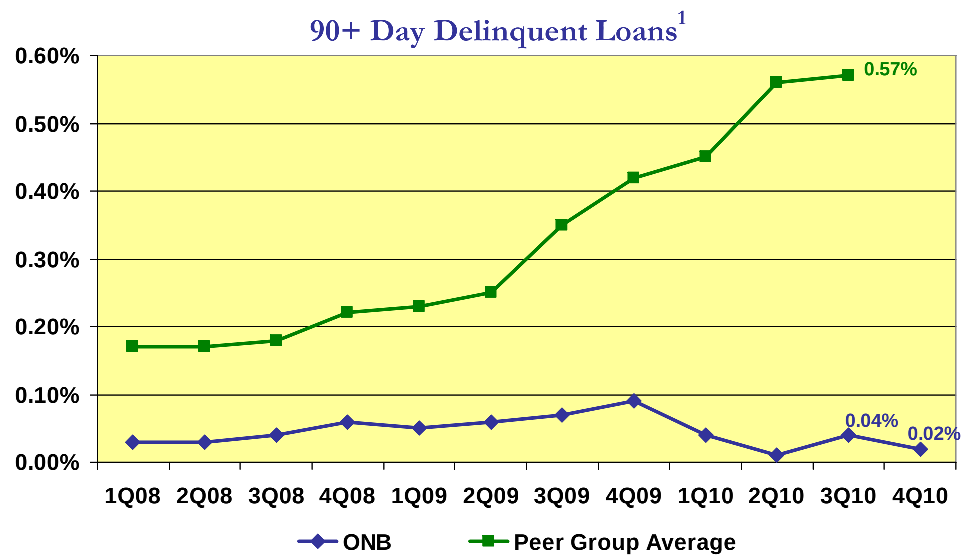
Grade 7 Grade 8 Grade 9

(Refer to Appendix for ONB Risk Grade Table)

$ in millions

Credit Quality Trends

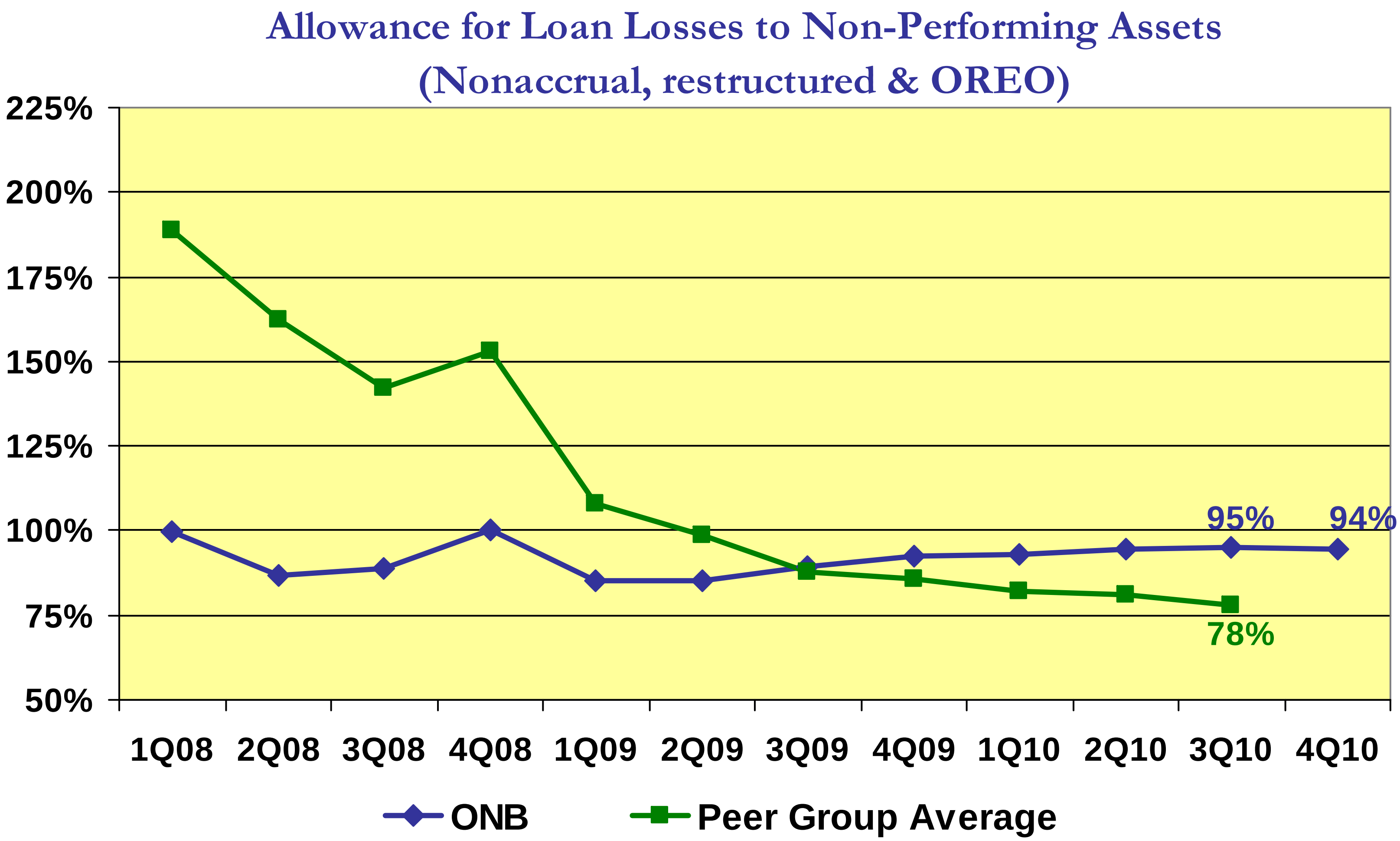




Peer Group data per SNL Financial
See Appendix for definition of Peer Group

[1]**As a % of end of period total loans**

Credit Quality Trends



Peer Group data per SNL Financial
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Credit Update

- Marginally higher levels of Classified loans in 2010, but Criticized loan levels (more of a leading indicator of future credit issues) fell

- Net charge-offs controlled for 2010 (relative to 2009 levels)

- General feeling is that we may be on a positive track with respect to the economy, but strength and sustainability remain a question

- Any improvement in economic conditions will take time to work through our borrower’s balance sheets and P & Ls

- Expect upgrades in Asset Quality Ratings to lag any economic recovery

Monroe Bancorp Update

- Loans have been underwritten under Old National standards since transaction closing
- Non-performing loans have been reviewed and preliminarily sorted with respect to disposition/workout possibilities
  - Securing current appraisals
  - Updated financial information
  - Have ranked sale possibilities (strong, moderate or weak candidates)
  - Workout plans being formulated and/or pushed forward
- Work continues on deeper review of portfolio with updated financial information
- Asset Quality Ratings projections from due diligence are generally holding
- Impairment associated with the identified non-performing loans may be higher than originally estimated

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Barbara Murphy

Sr. Executive Vice President
Chief Banking Officer

Monroe Bancorp Integration Update

- Transaction closed January 1, 2011
- Major timeline
  - Systems conversion May 14, 2011
  - Mock events March 18 and April 15
  - Checkpoint meetings February 9 and March 30
- 19 integration teams committed to conversion
  - Data mapping – complete
  - Programming – complete by February 11
  - Data verification in process February 28
  - Customer communications starting this month
  - Training conducted February through May
- Banking center consolidations announced
  - Reduction of 22 FTEs in Bloomington
  - Reduction of 10 FTEs in Indianapolis
- Cost saves on track at 50%+

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Thank You

Q&A

Old National Bancorp

Appendix

Other Classified Assets

($ in millions)	Book Value Sept. 30, 2010	Market Value Sept. 30, 2010	Book Value Dec. 31, 2010	Market Value Dec. 31, 2010
Corporate Bonds	$3.4	$2.5	$3.3	$2.5
Pooled Trust Preferred Securities	$28.1	$8.4	$27.4	$8.4
Non-Agency Mortgage Backed Securities	$116.5	$97.8	$74.9	$70.3
Totals	$148.0	$108.7	$105.6	$81.2

Investment Portfolio

($ in millions)	Book Value Sept. 30, 2010	Book Value Dec. 31, 2010	Market Value* Sept. 30, 2010	Market Value* Dec. 31, 2010	Market Value $ Change
Federal National Mortgage Association			$676.4	$558.2	
Federal Home Loan Mortgage Corporation			195.5	49.0	
Federal Home Loan Bank			81.2	9.7	
Federal Farm Credit Bank			-0-	-0-	
Subtotal U.S. Government Agencies-Senior Debentures	$930.6	$619.2	$953.1	$616.9	$(336.2)
U.S. Treasury	$51.3	$62.2	$51.8	$62.6	$10.8
Issued or guaranteed by FNMA, FHLMC, GNMA	$1,038.6	$1,039.0	$1,074.2	$1,063.5	
Nonagency guaranteed	184.6	134.2	163.0	126.8	
Subtotal Mortgage Backed Securities	$1,223.2	$1,173.2	$1,237.2	$1,190.3	$(46.9)
Trust Preferred	$40.0	$39.3	$18.6	$18.5	
Other Corporate	96.3	100.3	107.2	107.7	
Subtotal Corporate Securities	$136.3	$139.6	$125.8	$126.2	$.4
Municipal Securities – Taxable	$218.3	$244.9	$221.3	$232.1	$10.8
Municipal Securities – Tax Exempt	$313.2	$316.4	$336.4	$321.2	$(15.2)
Other Securities	$72.0	$68.5	$72.0	$68.5	$(3.5)
Totals	$2,944.9	$2,624.0	$2,997.6	$2,617.8	$(379.8)

***Includes market value for both available for sale and held to maturity securities**

Securities with OTTI

*Lowest credit rating provided by any nationally recognized credit rating agency.	Vintage	Lowest Credit Rating*	Book Value at Dec. 31, 2010	OTTI 4Q10	OTTI YTD 2010	OTTI Life to Date
BAFC Ser 4	2007	CCC	$14,026	$-	$79	$142
CWALT Ser 73CB	2005	CCC	5,481	-	207	290
CWALT Ser 73CB	2005	CCC	6,248	-	427	609
CWHL 2006-10	2006	C	10,030	-	309	1,071
CWHL 2005-20	2005	B-	8,593	-	39	111
FHASI Ser 4	2007	CCC	21,617	-	629	852
RFMSI Ser S9 (security sold 4Q10)	2006		-	-	923	2,803
RFMSI Ser S10	2006	CC	4,360	-	76	325
RALI QS2 (security sold 4Q10)	2006		-	-	278	1,017
RFMSI S1	2006	CCC	4,499	-	30	206
Totals Non-Agency Mortgage Backed Securities			$74,854	$-	$2,997	$7,426
TROPC	2003	C	982	$298	$444	$3,961
MM Community Funding IX	2003	C	2,097	-	165	2,777
Reg Div Funding	2004	D	4,233	321	321	5,520
PRETSL XII	2003	C	2,886	-	-	1,897
PRETSL XV	2004	C	1,695	-	-	3,374
Reg Div Funding	2005	C	311	-	-	3,767
Totals Pooled Trust Preferred Securities			$12,204	$619	$930	$21,296
Grand Totals			$87,058	$619	$3,927	$28,722

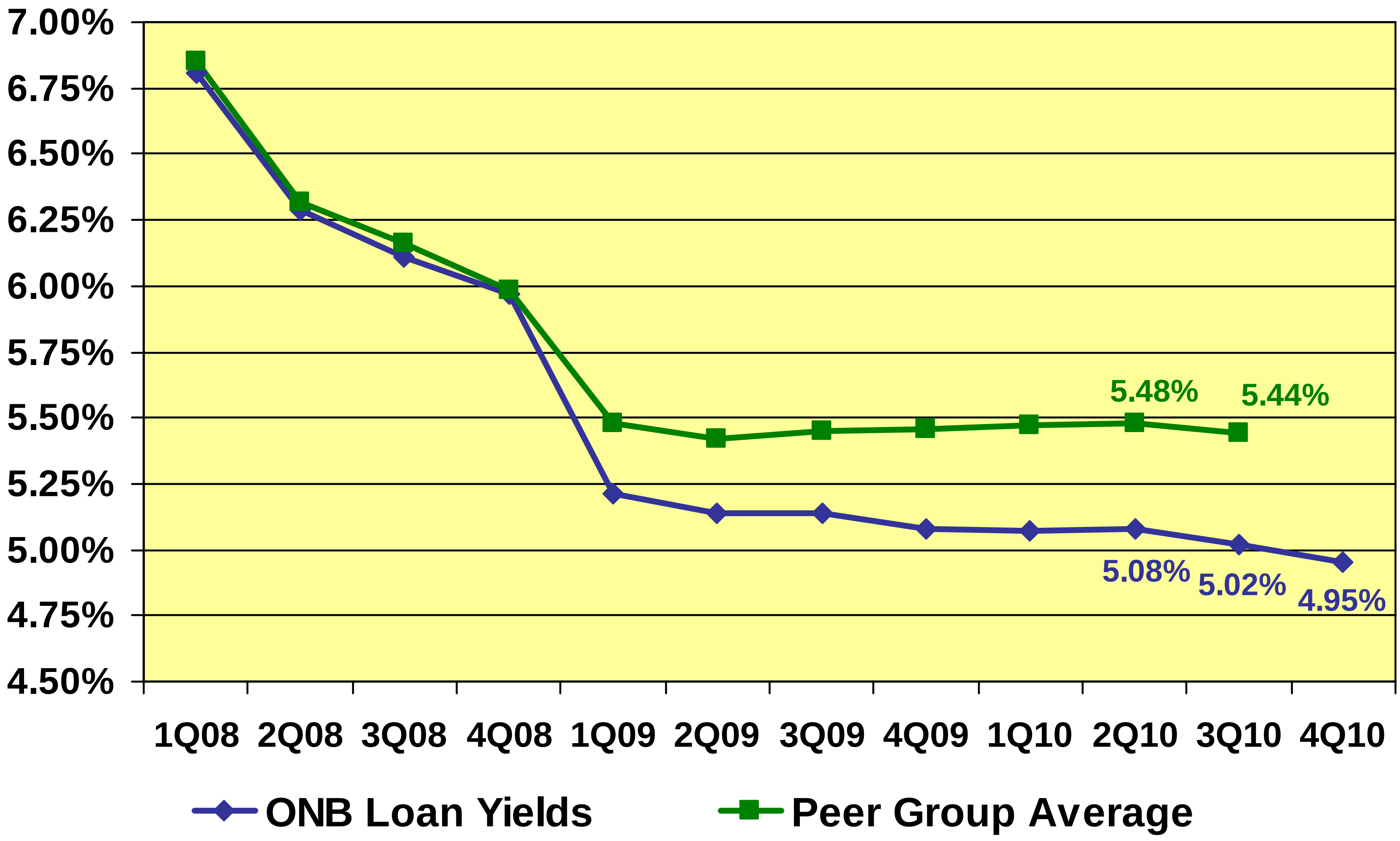
$ in thousands

Net Interest Margin Analysis*

3Q10 Net Interest Margin	3.42%
Asset Yields	(.06)%
Interest-Bearing Liability Costs	.06%
Mix/Volume/Other-Assets	(.07)%
Mix/Volume/Other-Liabilities	.11%
# of Days	-%
4Q10 Net Interest Margin	3.46%

***Fully taxable equivalent basis**
See Appendix for Non-GAAP reconciliation

Loan Yields



Peer Group data per SNL Financial
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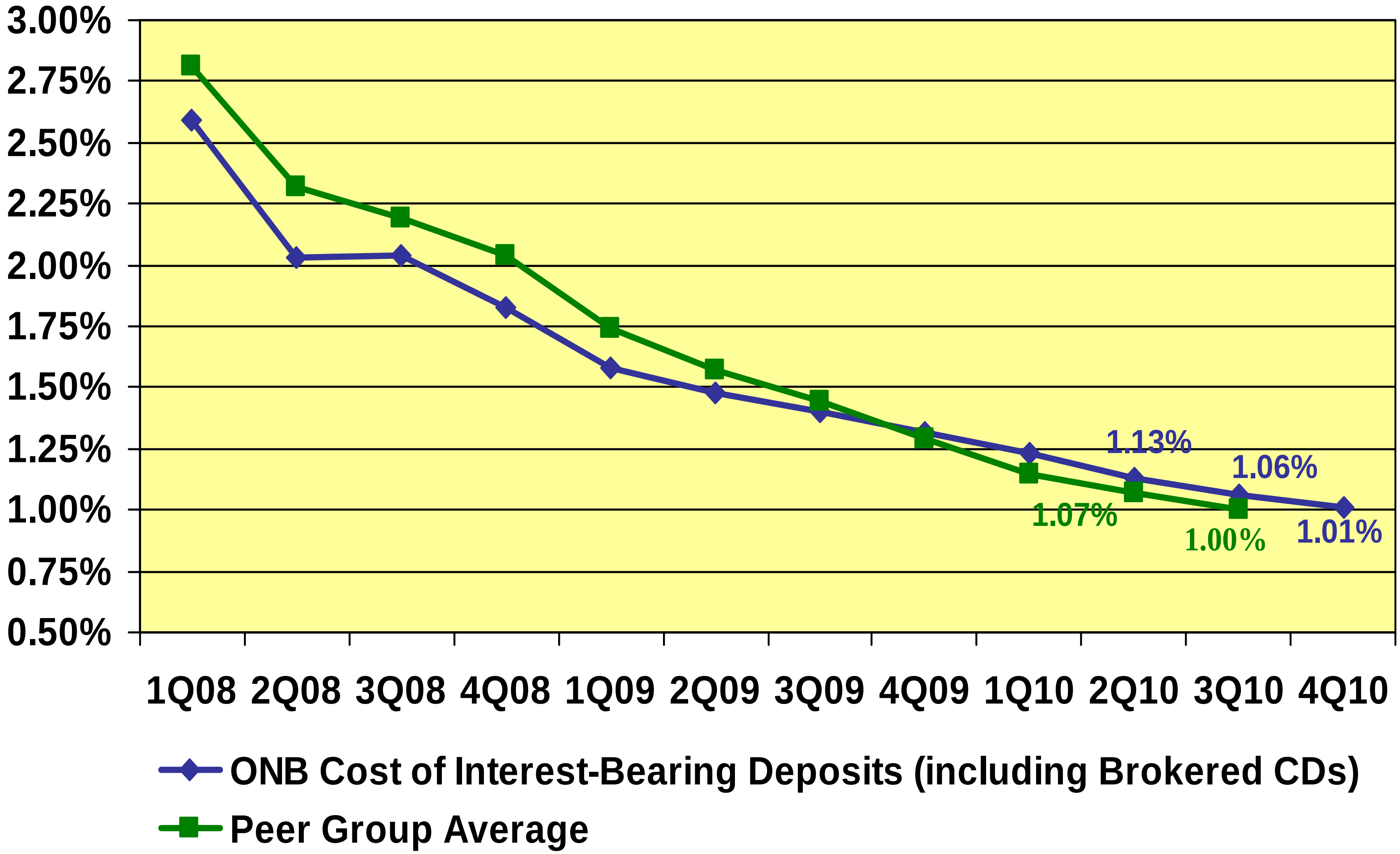
Deposit Costs



Peer Group data per SNL Financial
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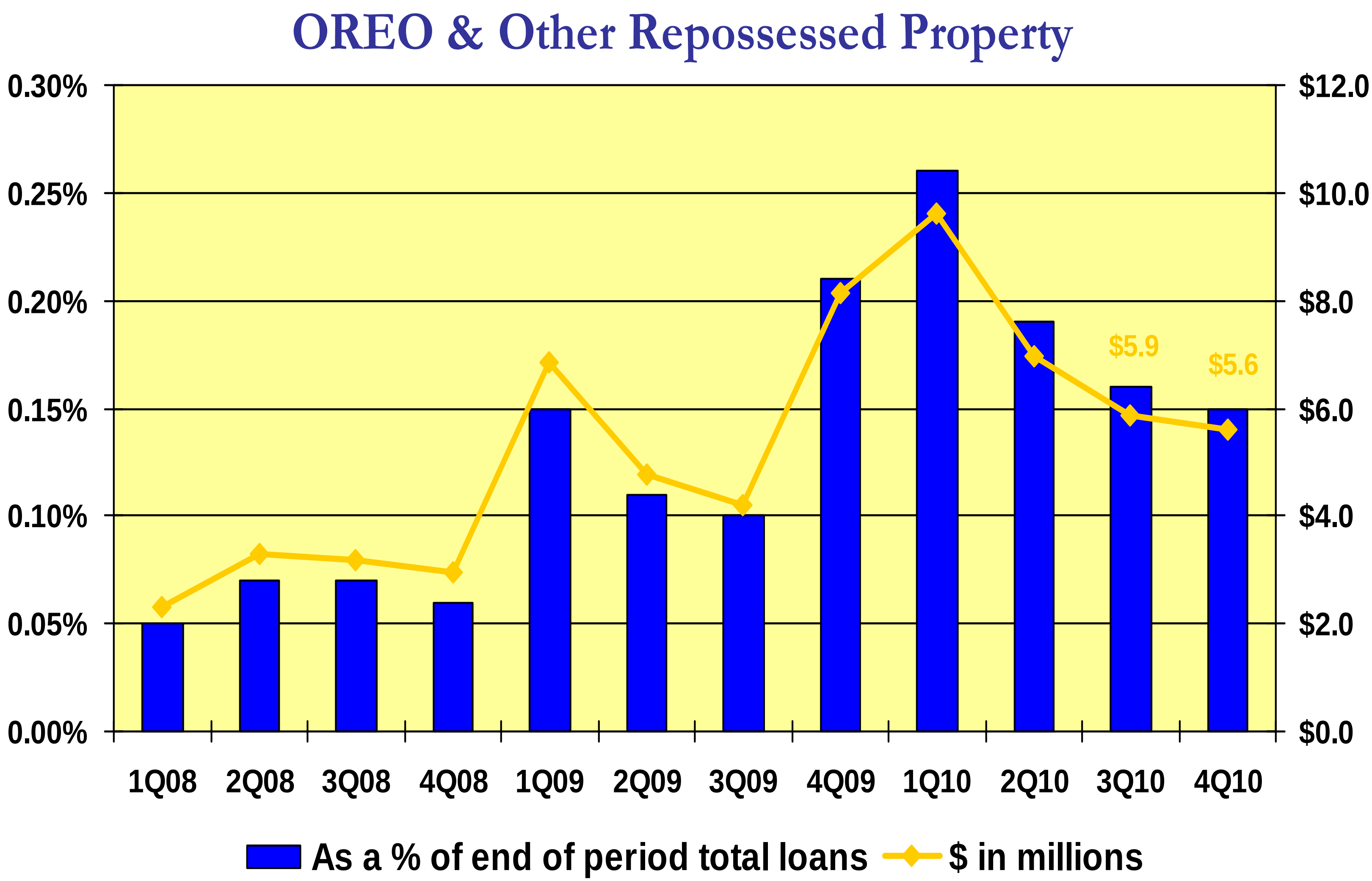
Credit Quality Trends

Nonaccrual Relationships
$2 Million or Greater

($ in millions)	4Q09	1Q10	2Q10	3Q10	4Q10
Count (#)	4	5	5	7	6
Total Exposure	$15.7	$19.3	$18.4	$29.6	$27.0
Dollar Outstanding	$14.4	$18.3	$18.2	$29.0	$26.2
Associated Impairment	$4.7	$5.1	$5.0	$12.1	$10.4

Loan Type Breakdown – Outstandings	4Q10
Commercial	$13.7
Commercial Real Estate	$12.5
Geographic Concentration – Outstandings	
Northeast Region (Muncie)	$9.2

Credit Quality Trends



Shared National Credits

($ in millions)	1Q10	2Q10	3Q10	4Q10
Count (#)*	12	12	10	8
Total exposure	$134.6	$133.2	$118.2	$83.4
Dollar outstanding	$54.4	$50.8	$38.7	$23.0
Largest exposure	$20.0	$20.0	$20.0	$15.0
Weighted average risk grade**	1.7	1.7	1.7	1.7

***All but one in Indiana, Kentucky or Illinois**

****ONB's risk grade scale is 0 (investment grade) to 9 (nonaccrual)**

ONB Loan Risk Grades

Grade	Name
0	Investment Grade
1	Minimal Risk
2	Modest Risk
3	Average Risk
4	Monitor
5	Weak Monitor
6	Watch
7	Criticized (Special Mention)
8	Classified (Problem)
9	Nonaccrual

Credit Quality Trends

30+ Day Delinquent Loans
Specific Segment Overview
(As a % of End of Period Total Loans)

30+ Day Delinquent Loans	4Q09	1Q10	2Q10	3Q10	4Q10
Commercial	.51%	.32%	.36%	.29%	.26%
Commercial Real Estate	.44%	.26%	.52%	.23%	.12%
First Mortgage Residential Real Estate	1.97%	1.31%	1.85%	1.73%	1.59%
Home Equity Lines Of Credit	.82%	.49%	.71%	.93%	.61%
All Other Consumer Loans	1.57%	.93%	1.16%	1.59%	1.42%
Loan Type as a % of Total Loans	**4Q09**	**1Q10**	**2Q10**	**3Q10**	**4Q10**
Commercial	34.3%	33.9%	34.6%	34.2%	32.3%
Commercial Real Estate	27.2%	27.6%	26.8%	26.5%	25.2%
First Mortgage Residential Real Estate	10.8%	10.8%	11.6%	13.1%	17.8%
Home Equity Lines of Credit	7.0%	7.2%	7.1%	7.0%	6.6%
All Other Consumer Loans	20.7%	20.5%	19.9%	19.2%	18.1%

Non-GAAP Reconciliations

($ in millions)	1Q09	2Q09	3Q09	4Q09	1Q10	2Q10	3Q10	4Q10
Total Revenues	$101.4	$106.4	$95.4	$91.6	$98.1	$98.1	$96.1	$96.2
Less: Provision for Loan Losses	(17.3)	(12.0)	(12.2)	(21.8)	(9.3)	(8.0)	(6.4)	(7.1)
Less: Noninterest Expenses	(77.5)	(86.8)	(84.0)	(90.8)	(77.1)	(77.9)	(76.1)	(83.3)
Pre-tax Income	$6.6	$7.6	$(.8)	$(21.0)	$11.7	$12.2	$13.6	$5.8
Add: Provision for Loan Losses	17.3	12.0	12.2	21.8	9.3	8.0	6.4	7.1
Pre-tax, Pre-Provision Income	$23.9	$19.6	$11.4	$.8	$21.0	$20.2	$20.0	$12.9

Non-GAAP Reconciliations

($ in millions)	4Q09	1Q10	2Q10	3Q10	4Q10
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Severance accrual	(1.9)	-0-	-0-	(1.3)	(.5)
Discretionary bonus (including FICA)	-0-	-0-	-0-	-0-	(3.3)
Reverse incentive accruals	1.2	-0-	-0-	-0-	-0-
Reverse restricted stock grants	.8	-0-	-0-	-0-	-0-
Self insured hospitalization adjustment	(.8)	-0-	-0-	-0-	(.9)
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Provision for unfunded commitments	(.8)	.8	(.2)	.9	.1
Losses on branch closures	-0-	-0-	(.9)	-0-	(.3)
OREO loss (one specific large credit)	-0-	-0-	-0-	(1.0)	-0-
Total Noninterest Expenses (as adjusted)*	$85.8	$77.9	$75.4	$73.8	$72.7

[1] **Includes pension, performance-based restricted stock and other misc. accruals**

Non-GAAP Reconciliations

(end of period balances- $ in millions)	3Q08	4Q08	1Q09	2Q09	3Q09	4Q09	1Q10	2Q10	3Q10	4Q10
Total Shareholders' Equity	$635.4	$730.9	$631.8	$634.6	$865.4	$843.8	$855.5	$874.7	$895.7	$878.8
Deduct: Goodwill and Intangible Assets	(187.8)	(186.8)	(205.6)	(204.0)	(202.4)	(200.2)	(198.6)	(197.1)	(195.6)	(194.1)
Tangible Shareholders' Equity	447.6	544.1	426.2	430.6	663.0	643.6	657.0	677.7	700.1	684.7
Deduct: Preferred Stock	-0-	(97.4)	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Tangible Common Shareholders' Equity	$447.6	$446.7	$426.2	$430.6	$663.0	$643.6	$657.0	$677.7	$700.1	$684.7
Total Assets	$7,568.3	$7,873.9	$8,356.1	$8,012.2	$7,973.5	$8,005.3	$7,818.3	$7,701.1	$7,506.1	$7,263.9
Add: Trust Overdrafts	.3	1.0	.1	-0-	.4	.2	.3	.1	.1	.5
Deduct: Goodwill and Intangible Assets	(187.8)	(186.8)	(205.6)	(204.0)	(202.4)	(200.2)	(198.6)	(197.1)	(195.6)	(194.1)
Tangible Assets	$7,380.9	$7,688.1	$8,150.6	$7,808.2	$7,771.6	$7,805.4	$7,620.0	$7,504.1	$7,310.6	$7,070.3
Tangible Equity to Tangible Assets	6.06%	7.08%	5.23%	5.51%	8.53%	8.25%	8.62%	9.03%	9.58%	9.68%
Tangible Common Equity to Tangible Assets	6.06%	5.81%	5.23%	5.51%	8.53%	8.25%	8.62%	9.03%	9.58%	9.68%

Non-GAAP Reconciliations

(end of period balances- $ in millions)	3Q08	4Q08	1Q09	2Q09	3Q09	4Q09	1Q10	2Q10	3Q10	4Q10
Total Shareholders' Equity	$635.4	$730.9	$631.8	$634.6	$865.4	$843.8	$855.5	$874.7	$895.7	$878.8
Deduct: Goodwill and Intangible Assets	(187.8)	(186.8)	(205.6)	(204.0)	(202.4)	(200.2)	(198.6)	(197.1)	(195.6)	(194.1)
Tangible Shareholders' Equity	447.6	544.1	426.2	430.6	663.0	643.6	657.0	677.7	$700.1	$684.7
Deduct: Preferred Stock	-0-	(97.4)	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Tangible Common Shareholders' Equity	$447.6	$446.7	$426.2	$430.6	$663.0	$643.6	$657.0	$677.7	$700.1	$684.7
Risk Adjusted Assets	$5,385.5	$5,555.2	$5,680.4	$5,529.0	$5,410.9	$5,173.1	$5,038.2	$4,847.4	$4,803.2	$4,720.9
Tangible Common Equity to Risk Weighted Assets	8.31%	8.04%	7.50%	7.79%	12.25%	12.44%	13.04%	13.98%	14.58%	14.50%

Non-GAAP Reconciliations

($ in thousands)	Three Months Ended June 30, 2010	Three Months Ended Sept. 30, 2010	Three Months Ended Dec. 31, 2010
Net Interest Income	$55,154	$54,168	$53,977
Taxable Equivalent Adjustment	3,470	3,154	3,147
Net Interest Income – Taxable Equivalent	$58,624	$57,322	$57,124
Average Earning Assets	$6,893,008	$6,700,212	$6,598,680
Net Interest Margin	3.20%	3.23%	3.27%
Net Interest Margin – Fully Taxable Equivalent	3.40%	3.42%	3.46%

ONB’s Peer Group

Like-size, publicly-traded financial services companies, generally in the Midwest, serving comparable demographics with comparable services as ONB

1st Source Corporation	SRCE	Heartland Financial USA, Inc.	HTLF
BancFirst Corporation	BANF	IBERIABANK Corporation	IBKC
BancorpSouth, Inc.	BXS	MB Financial, Inc.	MBFI
Bank of Hawaii Corporation	BOH	Park National Corporation	PRK
Chemical Financial Corporation	CHFC	Pinnacle Financial Partners, Inc.	PNFP
Commerce Bancshares, Inc.	CBSH	Prosperity Bancshares, Inc.	PRSP
Cullen/Frost Bankers, Inc.	CFR	S&T Bancorp, Inc.	STBA
F.N.B. Corporation	FNB	Sterling Bancshares, Inc.	SBIB
First Commonwealth Financial Corporation	FCF	Susquehanna Bancshares, Inc.	SUSQ
First Financial Bancorp.	FFBC	Trustmark Corporation	TRMK
First Interstate BancSystem, Inc.	FIBK	UMB Financial Corporation	UMBF
First Merchants Corporation	FRME	United Bankshares, Inc.	UBSI
First Midwest Bancorp, Inc.	FMBI	Valley National Bancorp	VLY
FirstMerit Corporation	FMER	WesBanco, Inc.	WSBC
Glacier Bancorp, Inc.	GBCI	Whitney Holding Corporation	WTNY
Hancock Holding Company	HBHC	Wintrust Financial Corporation	WTFC