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**OLD NATIONAL BANCORP®**

**Keefe, Bruyette & Woods  
2009 Community Bank  
Investor Conference**

**July 29, 2009**

**NYSE: ONB**

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**Bob Jones**

**President**

**Chief Executive Officer**

# 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, profitability and projected earnings. Forward-looking statements can be identified by the use of 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, ability of Old National to execute its business plan, including acquisition plans, changes in the economy which could materially impact credit quality trends and the ability to generate loans and gather deposits, failure or circumvention of our 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 resolution of litigation, other matters discussed in this presentation and other factors identified in the Company's 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.**

# Old National Bancorp

- **At \$8.0 billion in total assets, Old National is the largest financial services holding company headquartered in Indiana, with corporate offices in Evansville**
  - **ONB also owns one of the largest independent insurance agencies headquartered in Indiana**
  - **Celebrating its 175<sup>th</sup> anniversary in 2009, ONB has 179 financial centers and 230 ATM's throughout Indiana, Western Kentucky and Southern Illinois**
  - **Recently ranked 28<sup>th</sup> out of Top 150 Bank Performers in *Bank Director* magazine**

# Local Unemployment

% of ONB's Indiana deposits\* /  
Regional unemployment

June 2009 Unemployment:

Indiana = 10.7%

Illinois = 10.3%

Kentucky = 10.9%

Ohio = 11.1%

Michigan = 15.2%

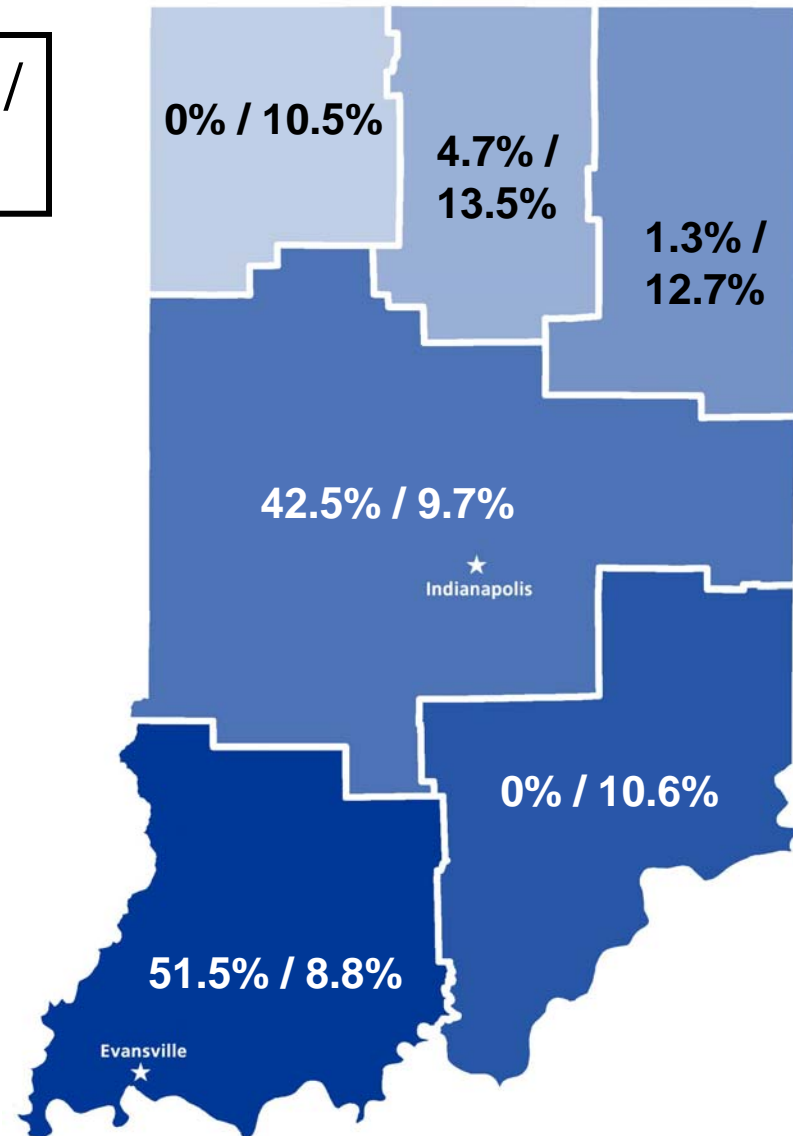
USA = 9.5%

\*Deposits based on 6-30-08 FDIC data,  
including Charter One branches acquired  
by ONB in March, 2009

Unemployment data provided by Indiana Department of  
Workforce Development and Bureau of Labor Statistics

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# Stock Overview

## Average daily volume:

- 2003 – 65,200 shares
- 2004 – 107,500 shares
- 2005 – 140,400 shares
- 2006 – 186,600 shares
- 2007 – 397,800 shares
- 2008 – 919,628 shares
- YTD 7-15-09 745,075 shares

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## Institutional ownership:

- 2003 – 12.2%
- 2004 – 21.5%
- 2005 – 24.7%
- 2006 – 29.9%
- 2007 – 45.2%
- 2008 – 45.6%
- 1Q09 – 42.8%

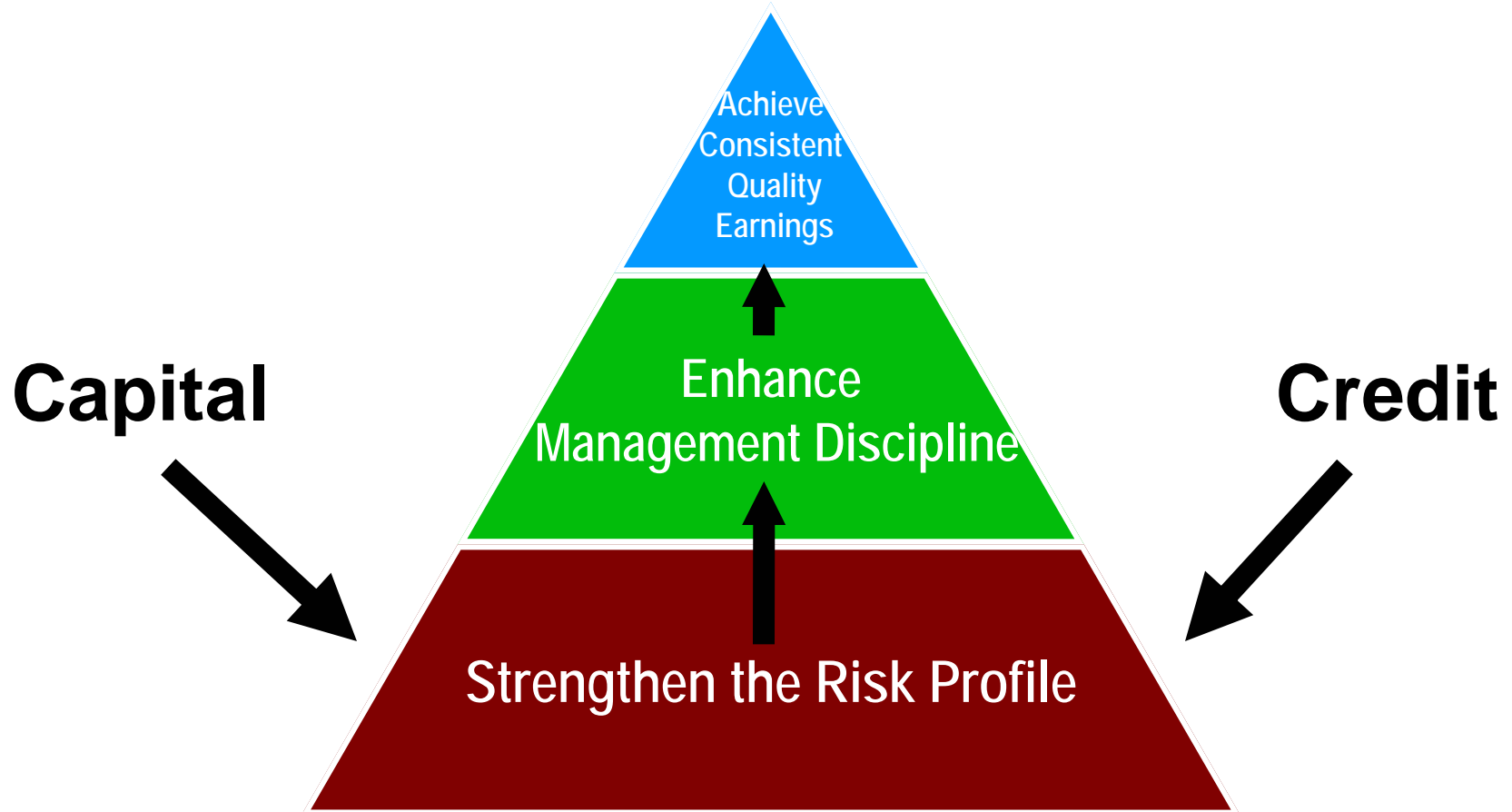
- **Market capitalization at 6-30-09 of \$652.4 million**
- **Current quarterly cash dividend of \$.07 per share yields 2.7% at 7-15-09**

# 2Q09 Overview

- **Net income of \$9.6 million, or \$.15 per common share**
  - **Capital metrics remain strong**
  - **Credit trends stable, outlook remains cautious**
  - **Noninterest-bearing DDA growth continues**
  - **Net interest margin declines slightly**
  - **FDIC special assessment of \$4.0 million**
  - **Repurchased TARP Warrant**



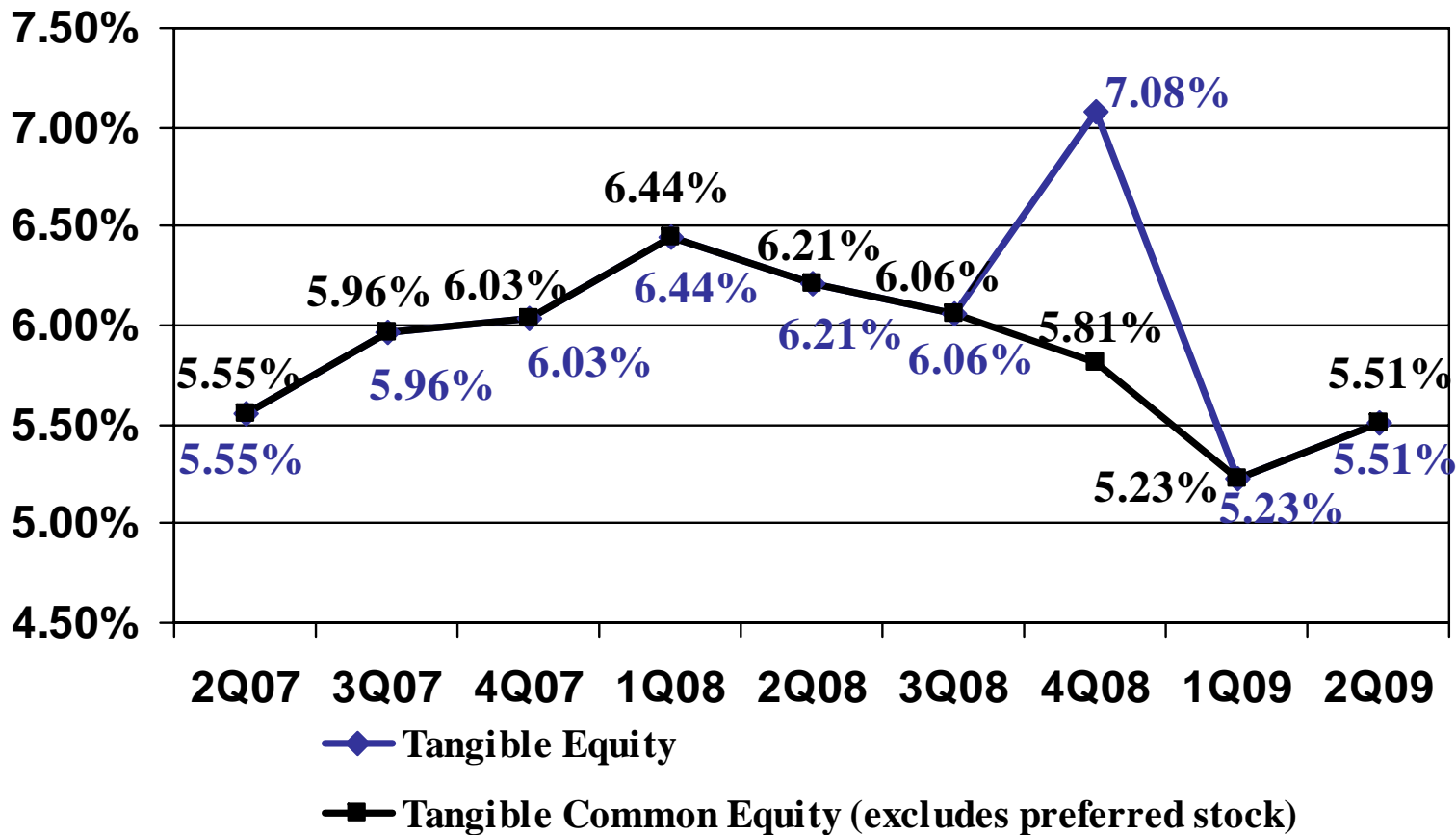
# Strategic Imperatives



# Focus on Capital Management

- **Reduce non-core assets**
  - Total investments declined \$224.8 million from March 31, 2009
  - Leases totaling \$370.2 million moved to Held for Sale
- **Reduce wholesale funding**
  - Short-term borrowings declined \$284.7 million from March 31, 2009
  - Brokered certificates of deposit down \$39.5 million from March 31, 2009
- **Common stock dividend \$.07 per share versus \$.23 per share in 1Q09**

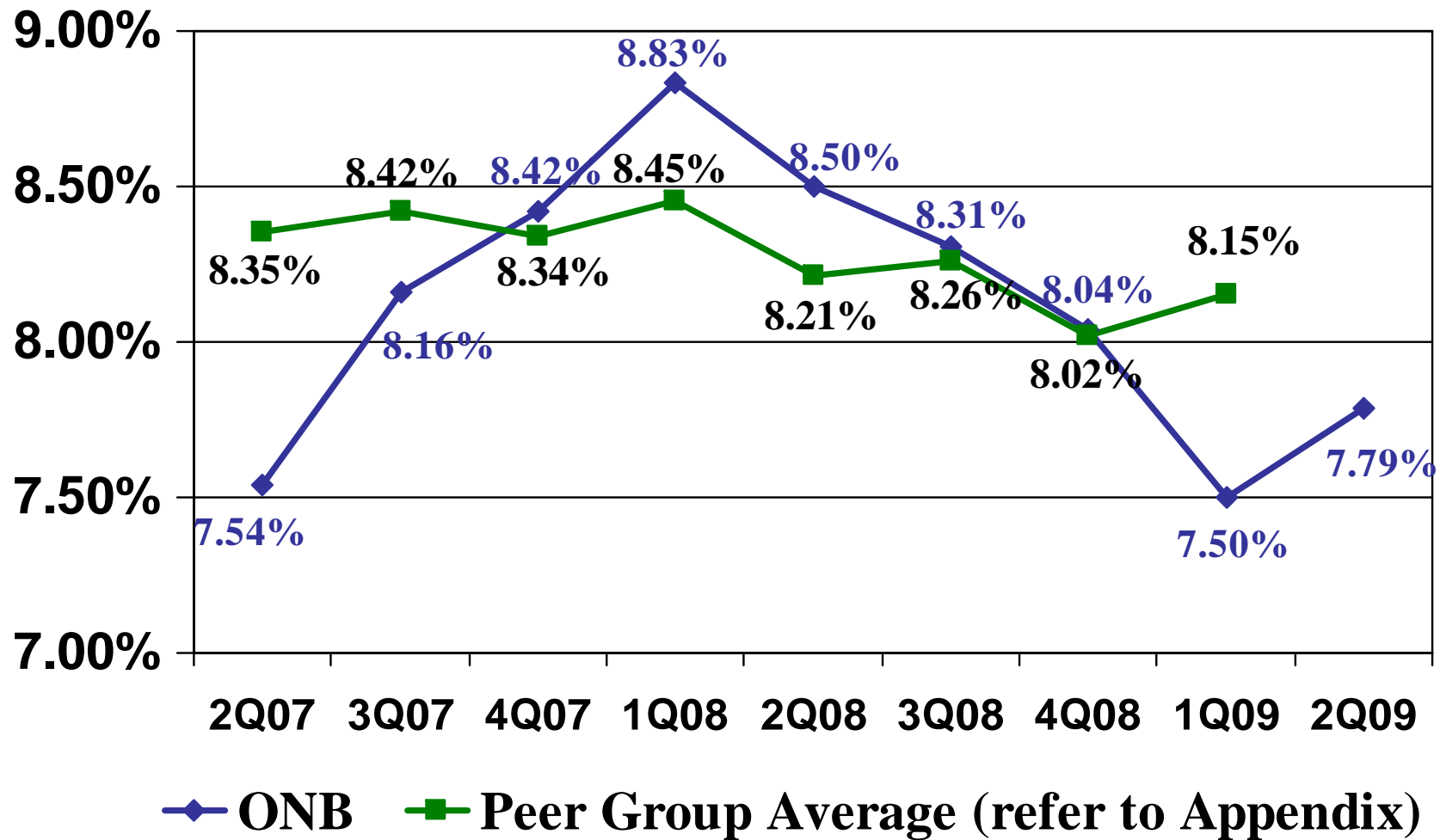
# Tangible Equity to Tangible Assets



**The Company's targeted range for these ratios is 5% to 6%**

The Company's calculation of tangible common equity and corresponding targeted range have been adjusted to include other comprehensive income. Refer to Appendix for non-GAAP reconciliation.

# Tangible Common Equity to Risk Weighted Assets



Refer to Appendix for non-GAAP reconciliation

# Charter One Acquisition Update

- **Added 65 locations, mostly in Indianapolis metro area**
  - **Branches also in Lafayette, Bloomington, Anderson and Ft. Wayne**
  - **Acquisition completed 3-20-09**
  - **Deposits of \$428 million at 3-31-09**
  - **Loans of \$5.9 million at 3-31-09**

# Charter One Acquisition Update

- **2Q09 checking account openings**

<b>Region</b>	<b>Personal Accounts</b>	<b>Business Accounts</b>
<b>Indianapolis (50)</b>	<b>3,015</b>	<b>465</b>
<b>Lafayette (7)</b>	<b>577</b>	<b>28</b>
<b>Anderson (3)</b>	<b>82</b>	<b>12</b>
<b>Bloomington (3)</b>	<b>186</b>	<b>3</b>
<b>Ft. Wayne (2)</b>	<b>211</b>	<b>1</b>
<b>Totals*</b>	<b>4,071</b>	<b>509</b>

\*Represents 28% of all personal accounts and 26% of all business accounts opened by ONB in 2Q09

# Charter One Account Balances

- **Attrition was expected to be 12% or \$49 million in balances**
  - **Exceeds original expectations based on data before financial crisis**

(\$ in millions)	3/20/2009	6/30/2009	Inc. / (Dec.)
<b>DDA</b>	\$79.7	\$84.2	\$4.5
<b>NOW</b>	28.1	27.9	(.2)
<b>Savings</b>	20.1	32.9	12.8
<b>Money Market</b>	132.7	75.1	(57.6)
<b>CD's</b>	166.2	136.1	(30.1)
<b>Totals</b>	\$426.8	\$356.2	\$(70.6)

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**Daryl Moore**

**Executive Vice President**

**Chief Credit Officer**

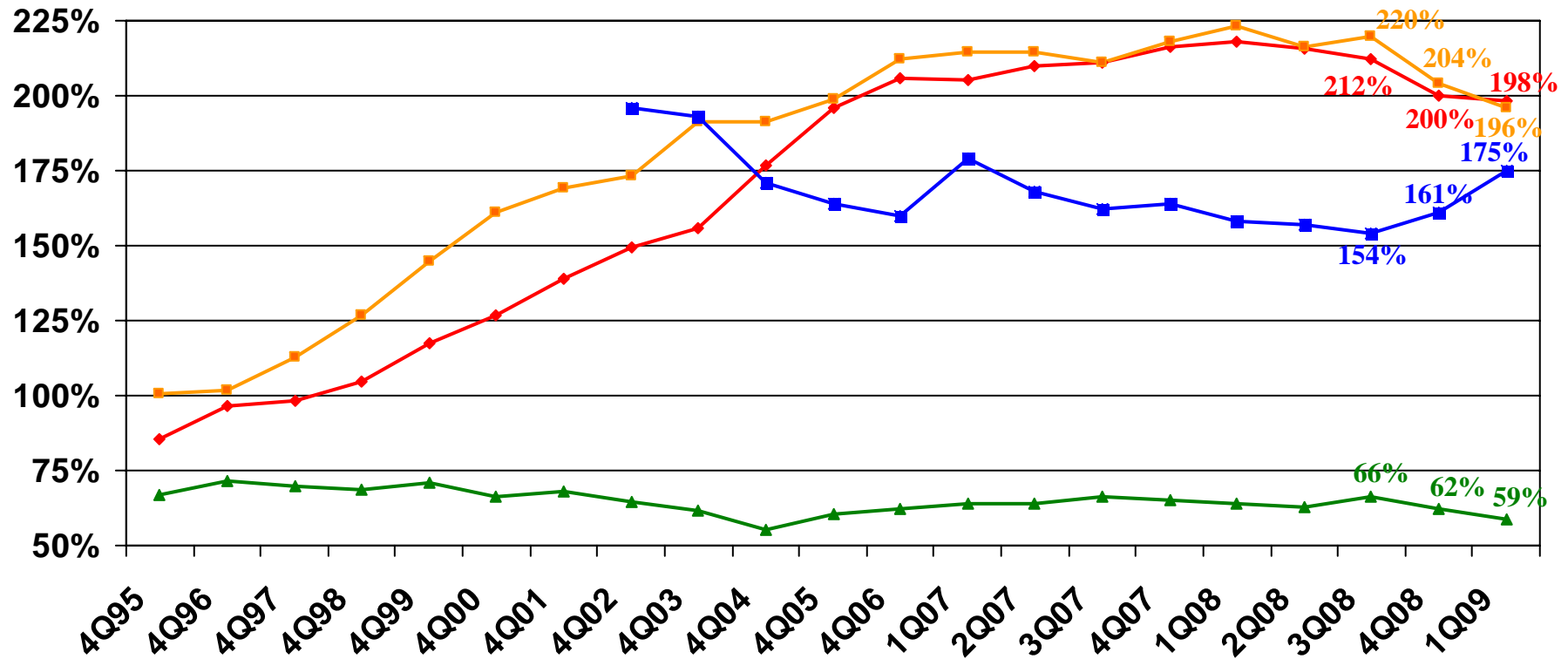


# Proactive Risk Management

- **No subprime business line**
- **Conservative stance on commercial real estate for the past three years**
- **Reduction in higher-risk residential loans in 2004**
- **Sale of credit card portfolio**
- **Secondary market sales of new 1-4 family mortgage originations**
- **Tactical loan sales**
- **Well-staffed experienced special assets area**

# CRE as a % of Capital

Community Banks    Mid-Sized Banks    Large Banks    ONB

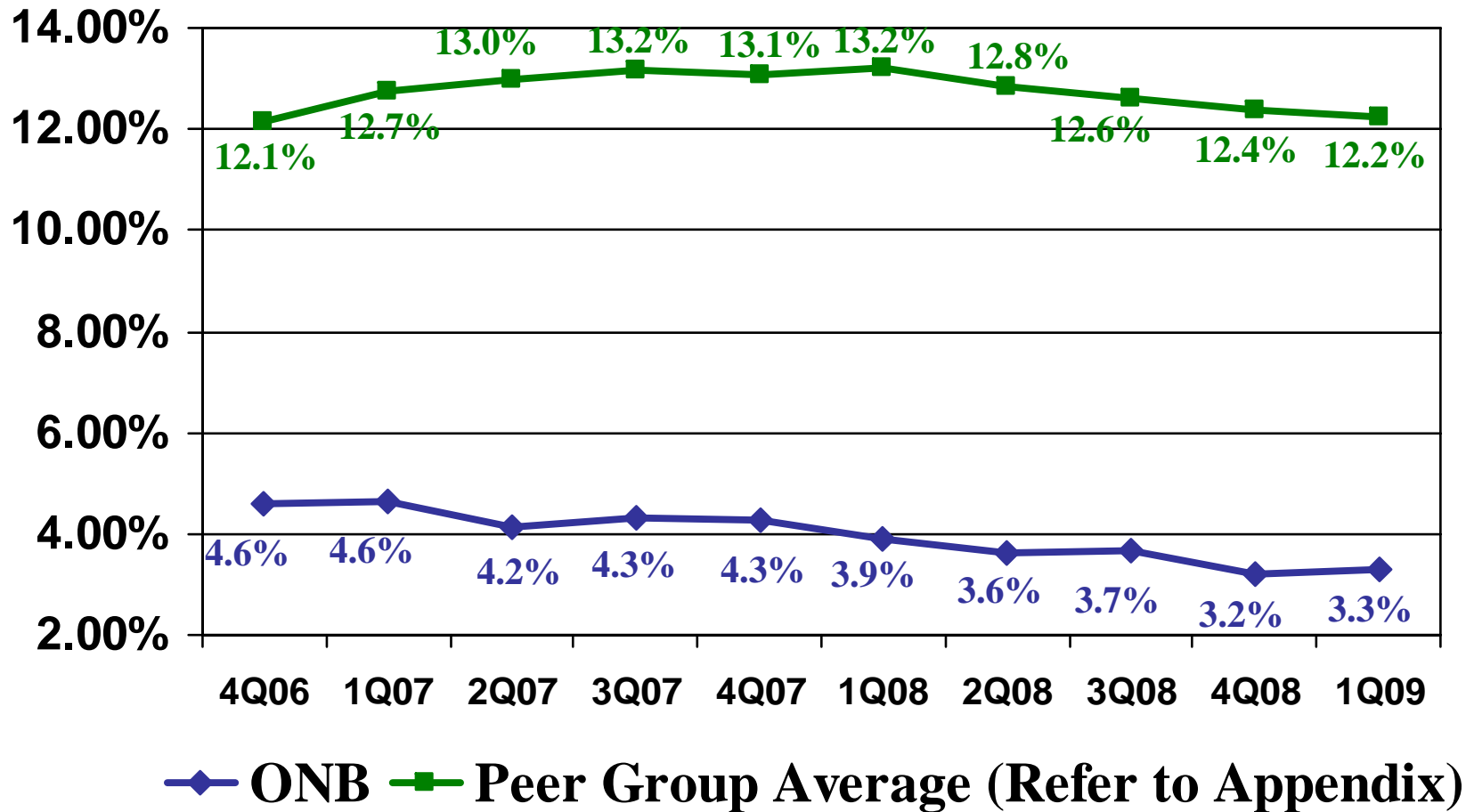


Source: OCC per Bank Call Reports. CRE: Construction & Land Development + Multifamily RE + Nonfarm Nonresidential + Unsecured C&I for RE; Capital: Total RBC.

\*Effective 1Q07, the Call Reports segregated owner and non-owner occupied non-farm non-residential loans, and the proportion was applied retroactively to adjust historical data in order to conform to OCC 2006-46 (Concentrations in Commercial Real Estate Lending, Sound Risk Management Practices: Interagency Guidance on CRE Concentration Risk Management).

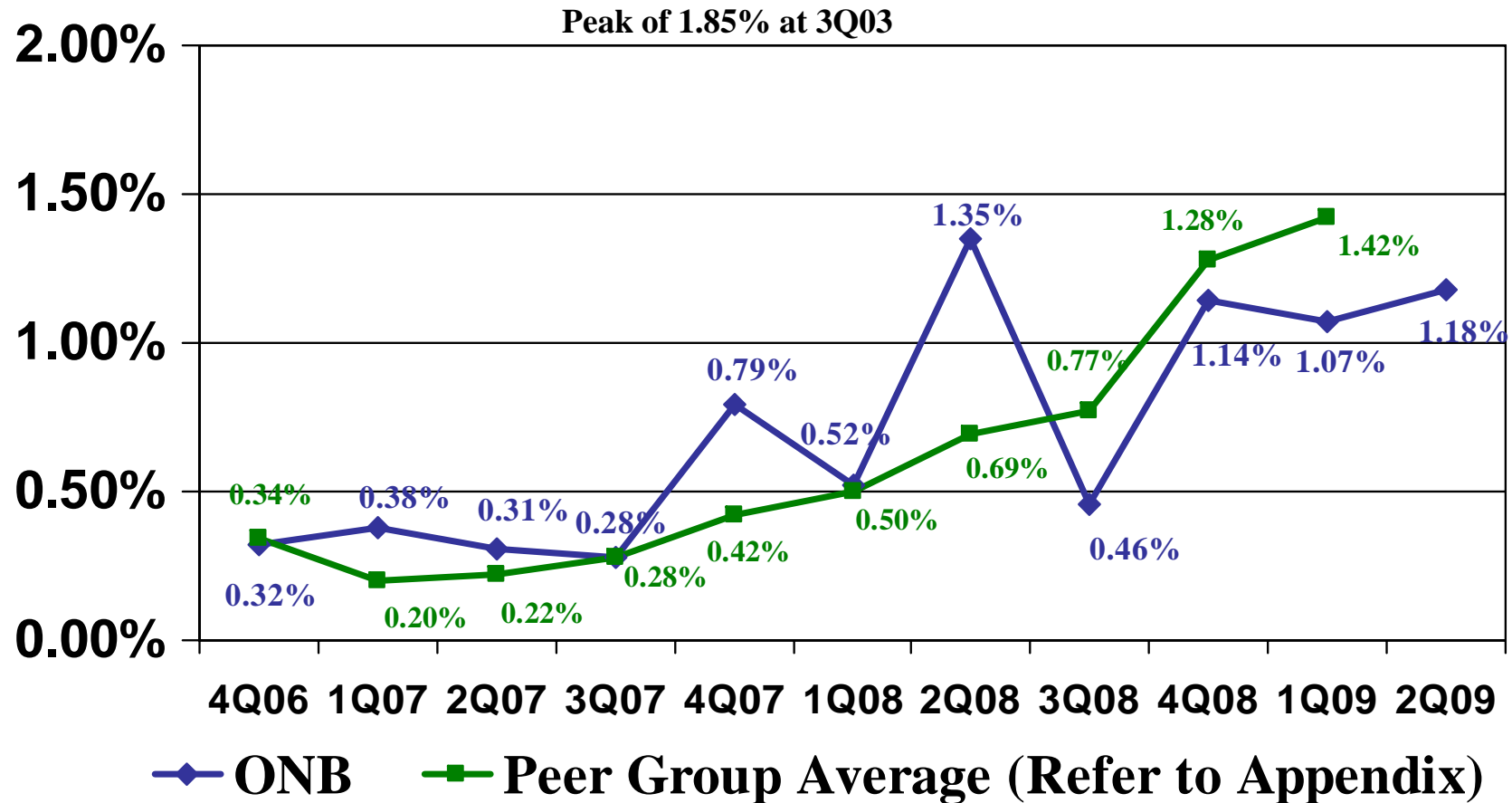
# Construction & Land Loans

(As a % of end of period loans)



# Credit Metrics

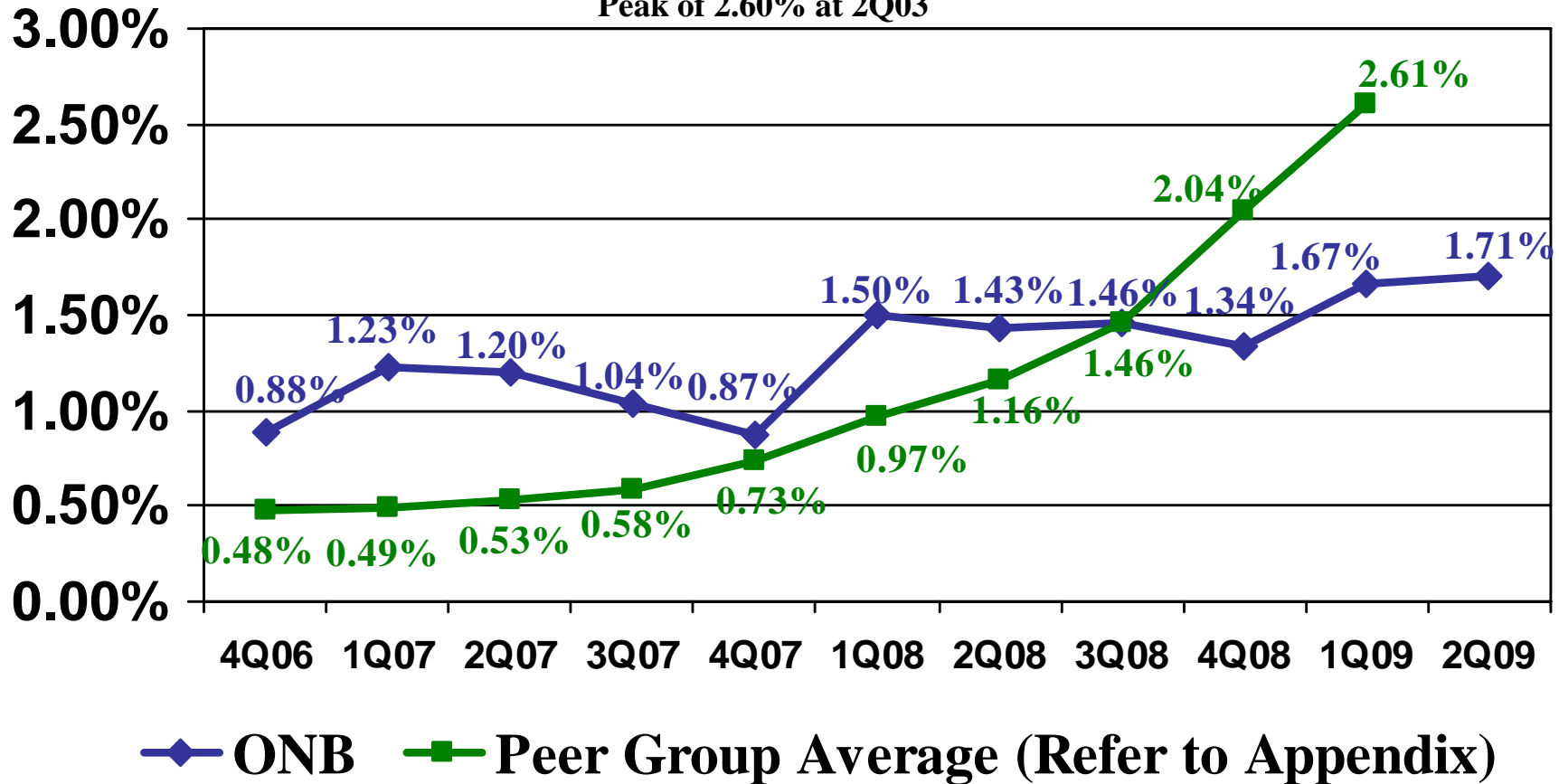
## Quarterly Net Charge-Offs



# Credit Metrics

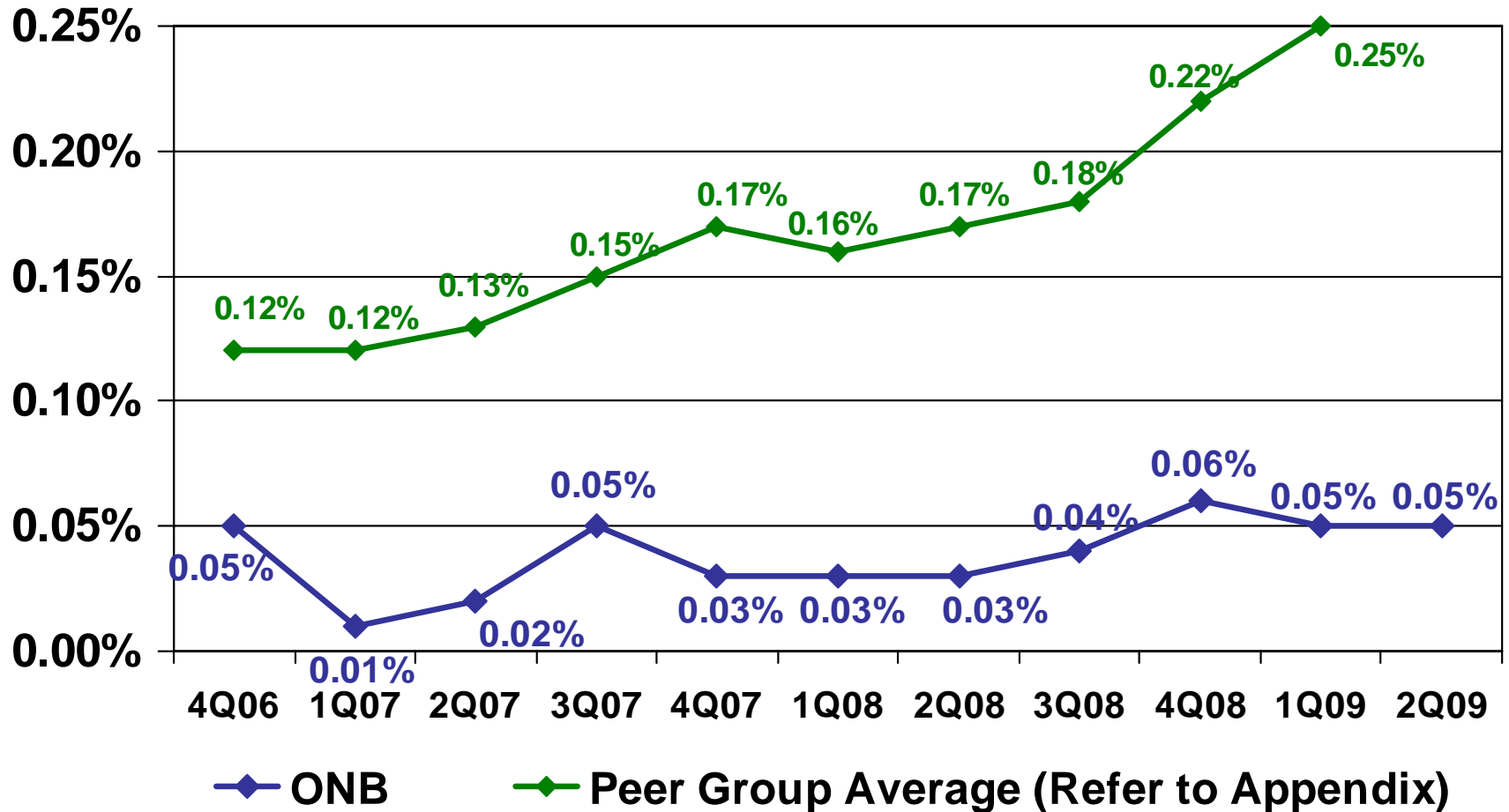
## Non-Performing Loans (As a % of end of period loans)

Peak of 2.60% at 2Q03



# Credit Metrics

## 90+ Day Delinquent Loans (As a % of End of Period Total Loans)



# Credit Metrics

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

<b>30+ Day Delinquent Loans</b>	<b>2Q08</b>	<b>3Q08</b>	<b>4Q08</b>	<b>1Q09</b>	<b>2Q09</b>
<b>Commercial</b>	.45%	.39%	.58%	.48%	.59%
<b>Commercial Real Estate</b>	.58%	.34%	.48%	.47%	.48%
<b>First Mortgage Residential Real Estate</b>	1.34%	1.43%	1.81%	1.56%	1.73%
<b>Home Equity Lines Of Credit</b>	.82%	.77%	.83%	.66%	.80%
<b>All Other Consumer Loans</b>	.83%	1.12%	1.30%	1.09%	1.25%
<b>Loan Type as a % of Total Loans</b>	<b>2Q08</b>	<b>3Q08</b>	<b>4Q08</b>	<b>1Q09</b>	<b>2Q09</b>
<b>Commercial</b>	38.5%	38.4%	39.7%	39.0%	39.4%
<b>Commercial Real Estate</b>	25.2%	24.9%	24.2%	24.4%	24.7%
<b>First Mortgage Residential Real Estate</b>	11.2%	11.1%	10.8%	10.9%	10.4%
<b>Home Equity Lines of Credit</b>	5.3%	5.6%	5.7%	5.8%	6.0%
<b>All Other Consumer Loans</b>	19.8%	20.0%	19.6%	19.9%	19.5%

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**Thank you!**

**Questions**



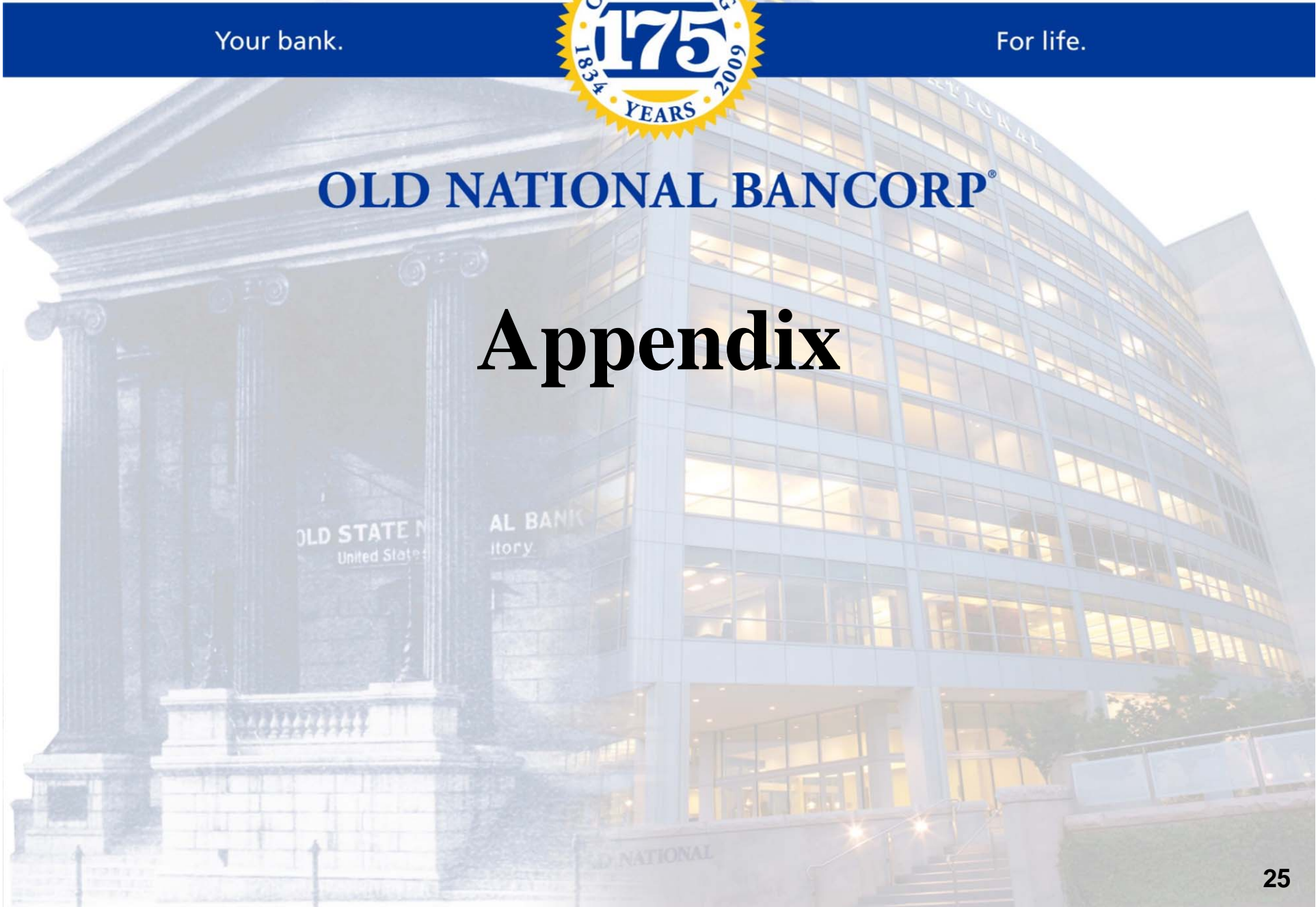
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# Appendix



# Investor Contact

**Additional information can be found on the  
Investor Relations web pages at  
[www.oldnational.com](http://www.oldnational.com)**

## **Investor Inquiries:**

**Lynell J. Walton, CPA**

**SVP – Director of Investor Relations**

**812-464-1366**

**[lynell.walton@oldnational.com](mailto:lynell.walton@oldnational.com)**

# Non-GAAP Reconciliations

(end of period balances- \$ in millions)	2Q07	3Q07	4Q07	1Q08	2Q08	3Q08	4Q08	1Q09	2Q09
<b>Total Shareholders' Equity</b>	\$625.6	\$647.4	\$652.9	\$675.4	\$649.0	\$635.4	\$730.9	\$631.8	\$634.6
<b>Deduct: Goodwill and Intangible Assets</b>	(192.8)	(191.9)	(191.0)	(190.3)	(188.7)	(187.8)	(186.8)	(205.6)	(204.0)
<b>Tangible Shareholders' Equity</b>	432.8	455.5	461.9	485.1	460.3	447.6	544.1	426.2	430.6
<b>Deduct: Preferred Stock</b>	-0-	-0-	-0-	-0-	-0-	-0-	97.4	-0-	-0-
<b>Tangible Common Shareholders' Equity</b>	\$432.8	\$455.5	\$461.9	\$485.1	\$460.3	\$447.6	\$446.7	\$426.2	\$430.6
<b>Total Assets</b>	\$7,987.7	\$7,832.5	\$7,846.1	\$7,723.5	\$7,601.8	\$7,568.3	\$7,873.9	\$8,356.1	\$8,012.2
<b>Add: Trust Overdrafts</b>	.2	.1	1.7	.1	.1	.3	1.0	.1	-0-
<b>Deduct: Goodwill and Intangible Assets</b>	(192.8)	(191.9)	(191.0)	(190.3)	(188.7)	(187.8)	(186.8)	(205.6)	(204.0)
<b>Tangible Assets</b>	\$7,795.1	\$7,640.7	\$7,656.8	\$7,533.2	\$7,413.1	\$7,380.9	\$7,688.1	\$8,150.6	\$7,808.2
<b>Tangible Equity to Tangible Assets</b>	5.55%	5.96%	6.03%	6.44%	6.21%	6.06%	7.08%	5.23%	5.51%
<b>Tangible Common Equity to Tangible Assets</b>	5.55%	5.96%	6.03%	6.44%	6.21%	6.06%	5.81%	5.23%	5.51%

# Non-GAAP Reconciliations

(end of period balances- \$ in millions)	2Q07	3Q07	4Q07	1Q08	2Q08	3Q08	4Q08	1Q09	2Q09
<b>Total Shareholders' Equity</b>	\$625.6	\$647.4	\$652.9	\$675.4	\$649.0	\$635.4	\$730.9	\$631.8	\$634.6
<b>Deduct: Goodwill and Intangible Assets</b>	(192.8)	(191.9)	(191.0)	(190.3)	(188.7)	(187.8)	(186.8)	(205.6)	(204.0)
<b>Tangible Shareholders' Equity</b>	432.8	455.5	461.9	485.1	460.3	447.6	544.1	426.2	430.6
<b>Deduct: Preferred Stock</b>	-0-	-0-	-0-	-0-	-0-	-0-	97.4	-0-	-0-
<b>Tangible Common Shareholders' Equity</b>	\$432.8	\$455.5	\$461.9	\$485.1	\$460.3	\$447.6	\$446.7	\$426.2	\$430.6
<b>Risk Weighted Assets</b>	\$5,738.4	\$5,581.8	\$5,483.0	\$5,496.4	\$5,415.9	\$5,385.5	\$5,555.2	\$5,680.4	\$5,529.0
<b>Tangible Common Equity to Risk Weighted Assets</b>	7.54%	8.16%	8.42%	8.83%	8.50%	8.31%	8.04%	7.50%	7.79%

# ONB's Peer Group

Name	Ticker	Name	Ticker
1st Source Corp.	SRCE	International Bancshares Corp.	IBOC
AMCORE Financial, Inc.	AMFI	Irwin Financial Corp.	IFC
BancorpSouth, Inc.	BXS	MB Financial, Inc.	MBFI
Bank of Hawaii Corp.	BOH	National Penn Bancshares, Inc.	NPBC
Citizens Republic Bancorp, Inc.	CRBC	Park National Corp.	PRK
Cullen/Frost Bankers, Inc.	CFR	Republic Bancorp, Inc.	RBCAA
F.N.B. Corp.	FNB	S.Y. Bancorp, Inc.	SYBT
First Busey Corp.	BUSE	South Financial Group, Inc.	TSFG
First Commonwealth Financial Corp.	FCF	Susquehanna Bancshares, Inc.	SUSQ
First Merchants Corp.	FRME	Trustmark Corp.	TRMK
First Midwest Bancorp, Inc.	FMBI	UMB Financial Corp.	UMBF
FirstMerit Corp.	FMER	United Bankshares, Inc.	UBSI
Fulton Financial Corp.	FULT	Valley National Bancorp	VLY
Hancock Holding Company	HBHC	WesBanco, Inc.	WSBC
Integra Bank Corp	IBNK	Whitney Holding Corp	WTNY