



OLD NATIONAL BANCORP®

NASDAQ: ONB
oldnational.com

Old National Bancorp

Third-Quarter 2013

Financial Review

October 28, 2013





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Lynell Walton

Investor Relations



Additional Information for Shareholders

In connection with the proposed merger, Old National Bancorp will file with the Securities and Exchange Commission (SEC) a Registration Statement on Form S-4 that will include a Proxy Statement of Tower Financial Corporation and a Prospectus of Old National Bancorp, as well as other relevant documents concerning the proposed transaction. Shareholders are urged to read the Registration Statement and the Proxy Statement/Prospectus regarding the merger when it becomes available and any other relevant documents filed with the SEC, as well as any amendments or supplements to those documents, because they will contain important information. A free copy of the Proxy Statement/Prospectus, as well as other filings containing information about Old National Bancorp and Tower Financial Corporation, may be obtained at the SEC's Internet site (<http://www.sec.gov>). You will also be able to obtain these documents, free of charge, from Old National Bancorp at www.oldnational.com under the tab "Investor Relations" and then under the heading "Financial Information" or from Tower Financial Corporation by accessing Tower Financial Corporation's website at www.towerbank.net under the tab "Investor Relations" and then under the heading "SEC Filings."

Old National Bancorp and Tower Financial Corporation and certain of their directors and executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of Tower Financial Corporation in connection with the proposed merger. Information about the directors and executive officers of Old National Bancorp is set forth in the proxy statement for Old National's 2013 annual meeting of shareholders, as filed with the SEC on a Schedule 14A on March 15, 2013. Information about the directors and executive officers of Tower Financial Corporation is set forth in the proxy statement for Tower Financial Corporation's 2013 annual meeting of shareholders, as filed with the SEC on a Schedule 14A on March 28, 2013. Additional information regarding the interests of those participants and other persons who may be deemed participants in the transaction may be obtained by reading the Proxy Statement/Prospectus regarding the proposed merger when it becomes available. Free copies of this document may be obtained as described in the preceding paragraph.

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 benefit 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 proposed acquisition of Tower Financial Corporation, and to satisfy the items addressed in Old National’s Consent Order with the Office of the Comptroller of the Currency; 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; failure to adhere to or 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.

3Q13 Highlights – Executing the Plan

Net Income

- Net income of \$23.9 million, or \$.23 per share
- 21.3% increase over \$19.7 million, or \$.20 per share, in 3Q12
- ROAA of 1.00%
- ROTCE of 13.05%

Balance Sheet & Capital

- 7.9% increase in average ONB Core loans¹ from 3Q12 to 3Q13
- \$98 million YTD increase in loan production over same period last year
- Sold \$96.9 million of residential mortgages with WAC of 4.24%
- Repurchased 250,000 of shares of common stock in the open market

Net Interest Margin

- Core margin² increased .04% to 3.33%
- Rate on total interest-bearing deposits dropped .07% to .33%
- Reduced sensitivity to rising rates

Noninterest Income & Expense

- Service charges and ATM fees increased 13.6% from 2Q13
- Consolidated 18 branches & announced plans to consolidate 4 more
- Continued success with procurement initiatives – Contract renewal
- Announced the sale of 3 branches

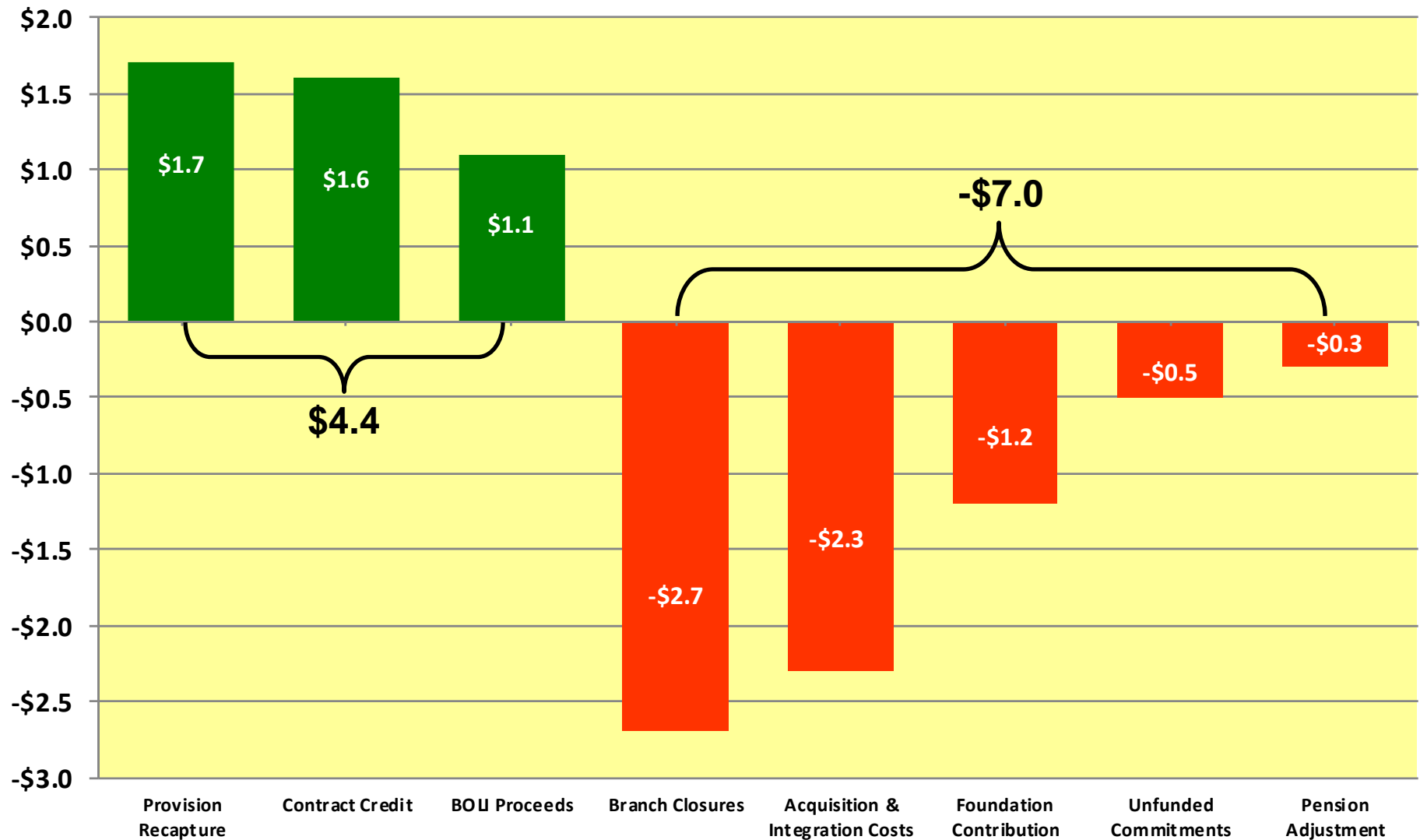
M&A

- Closed on acquisition of 24 Bank of America branches
- Additional relationship managers hired in new MI markets
- Announced the acquisition of Tower Financial Corporation

¹ See slide 11

² See slide 18 for Non-GAAP reconciliation

Other Items in Pre-Tax Income 3Q13



\$ in millions



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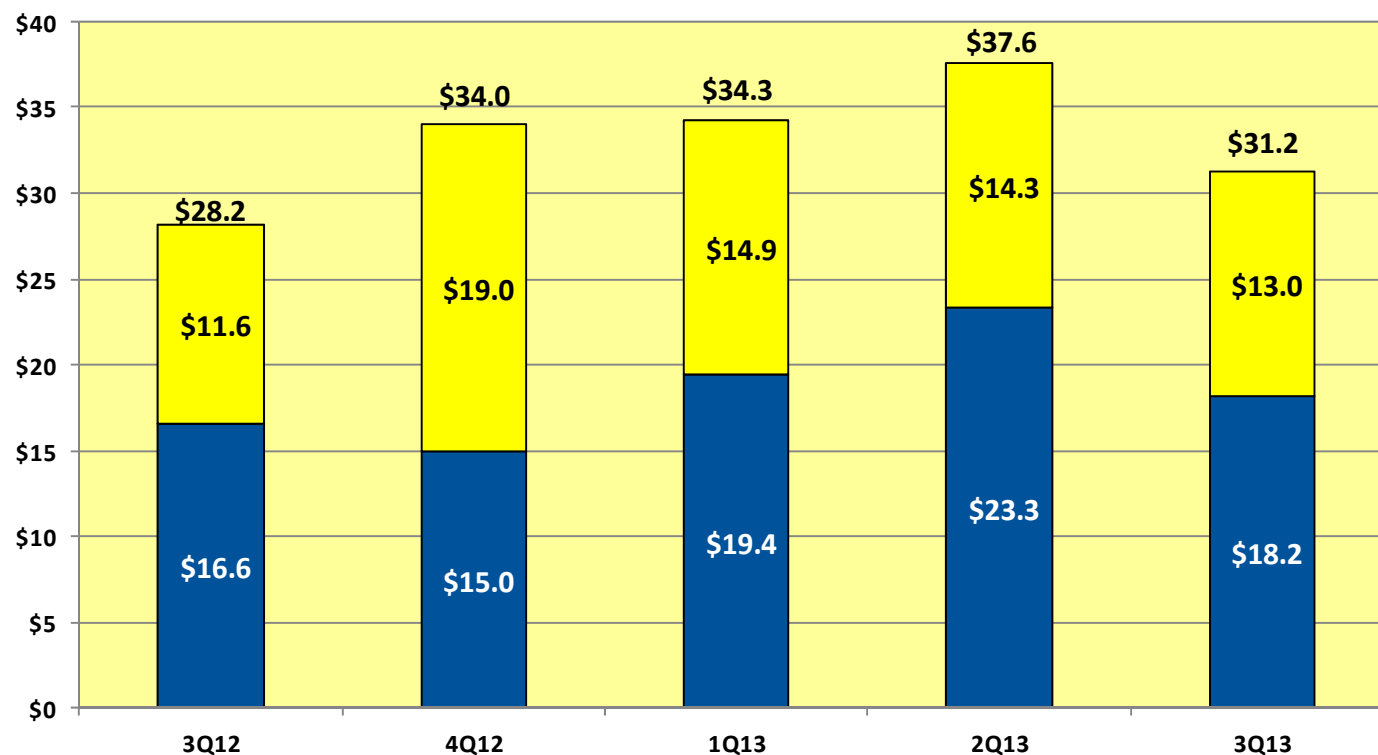
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Chris Wolking

Chief Financial Officer



Pre-Tax, Pre-Provision Income¹



- 10.6% increase 3Q12 to 3Q13

■ Accretion Income - The Amortization/Accretion of the Discounted Carrying Value of Acquired Assets and Liabilities (Excludes Contractual Interest)

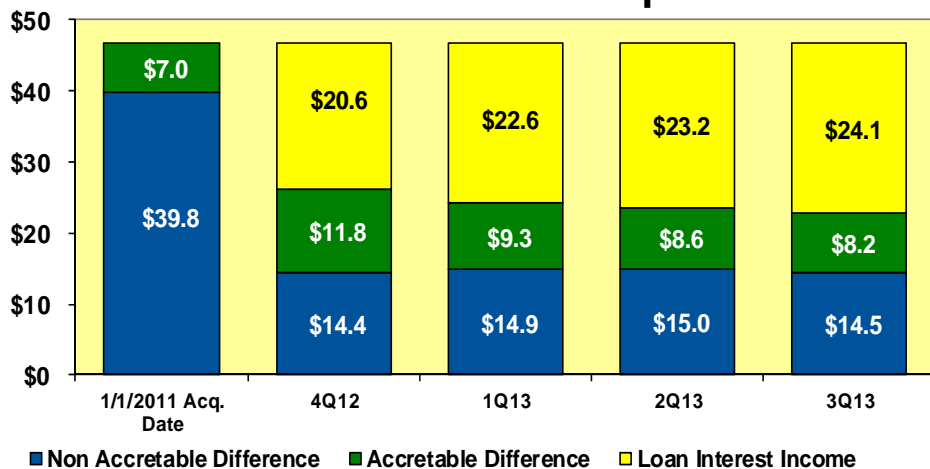
■ Pre-Tax, Pre-Provision Income, Net of Securities Gains and Merger and Integration Expenses

\$ in millions

¹ Non-GAAP financial measure which Management believes is useful in evaluating the financial results of the Company – see Appendix for Non-GAAP reconciliation

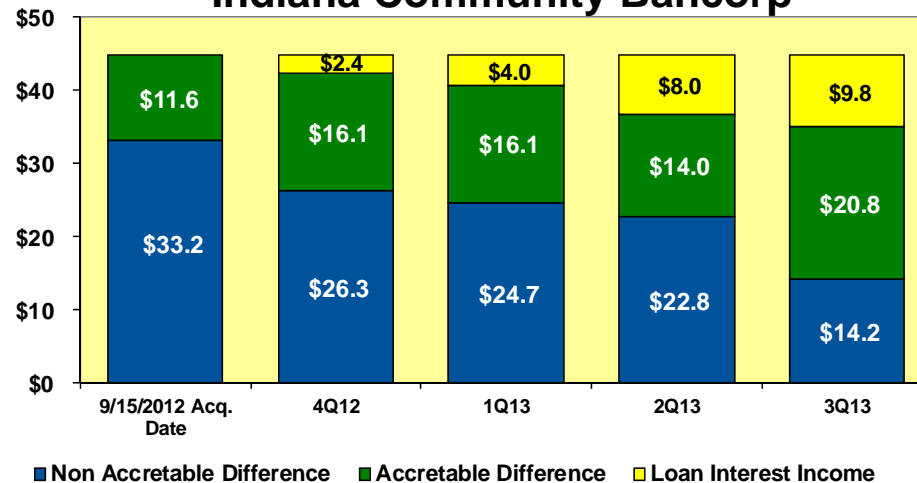
Purchased Impaired Loans

Monroe Bancorp

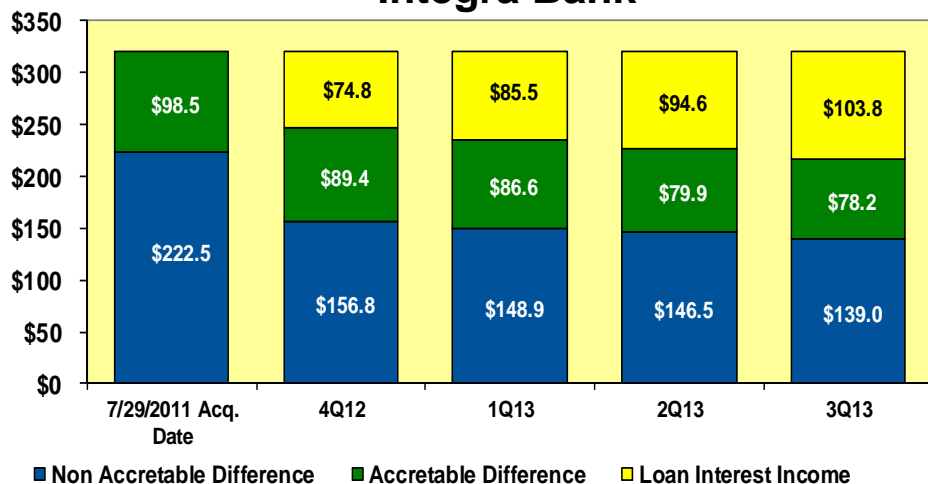


Post-acquisition data is cumulative

Indiana Community Bancorp

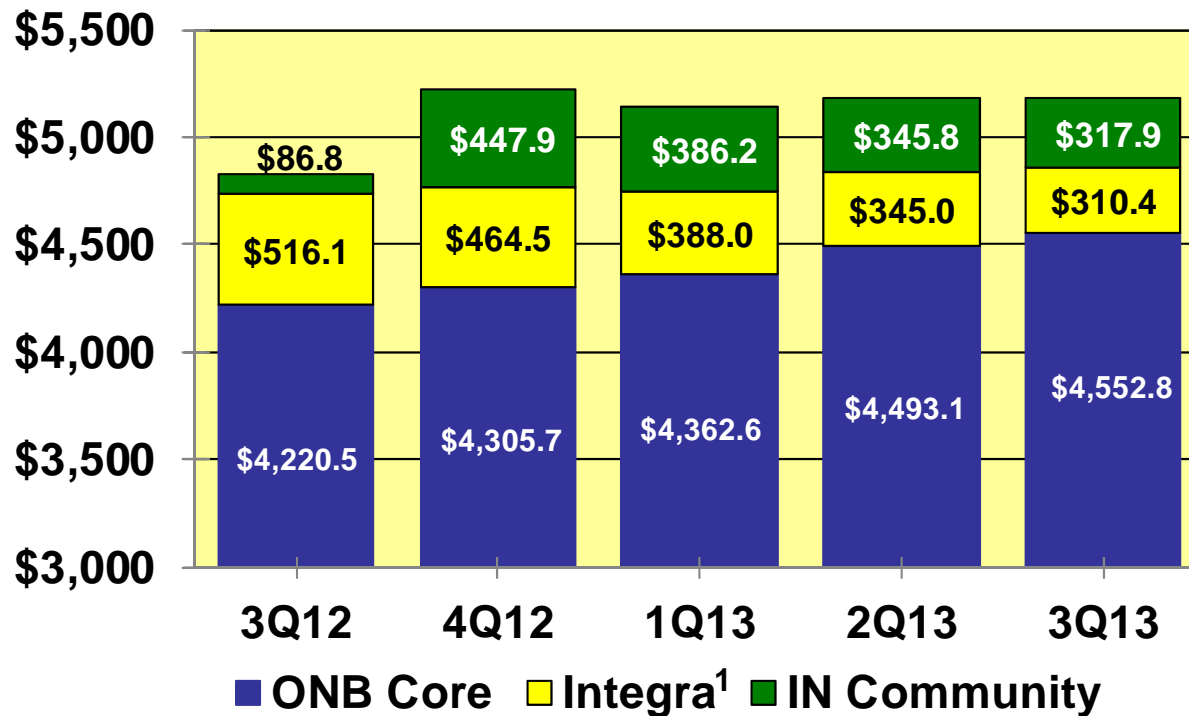


Integra Bank



\$ in millions

Average Loan Trends



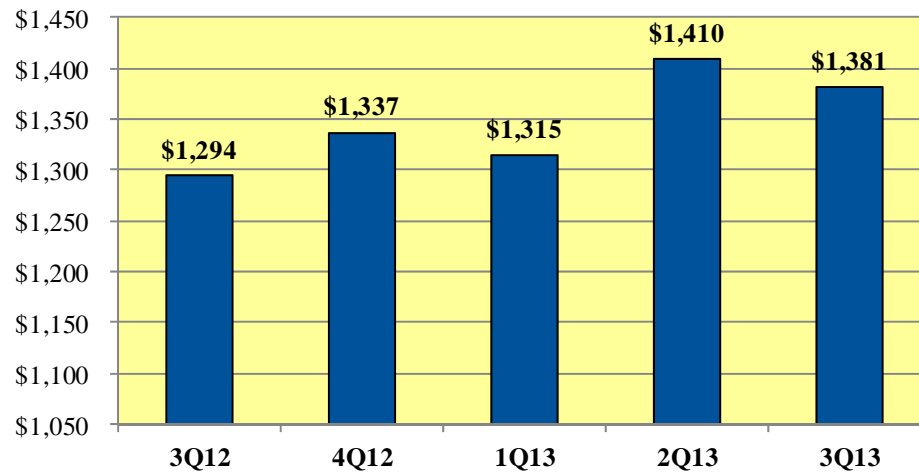
- 3Q12 to 3Q13 increase of \$332.3 million, or 7.9%, in average ONB Core loans
- ONB Core includes \$8.6 million in loans from the newly acquired MI / IN banking centers

¹ Includes both covered and non-covered loans

\$ in millions – Quarterly averages – excludes residential loans and leases held for sale

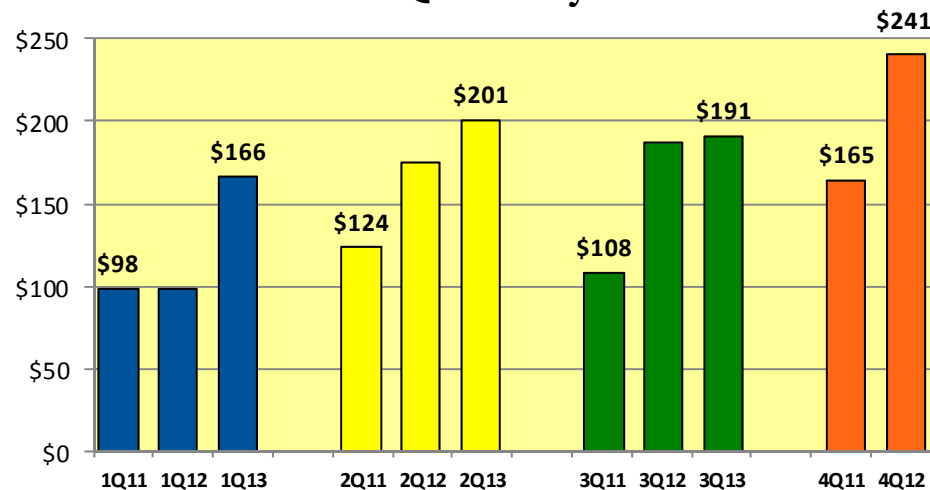
Commercial Loans¹

C&I Loan Balances



- Sold \$11.6 million in leases 3Q13

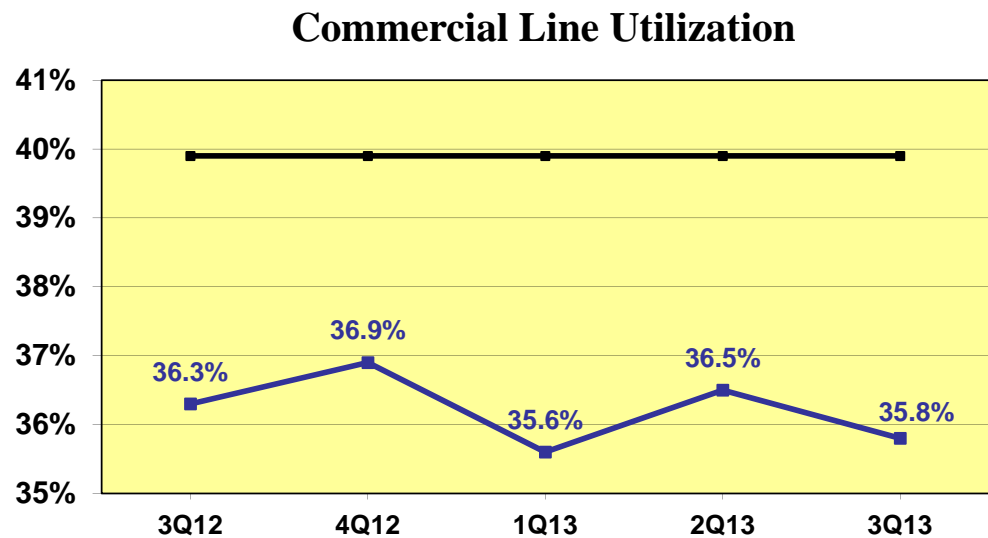
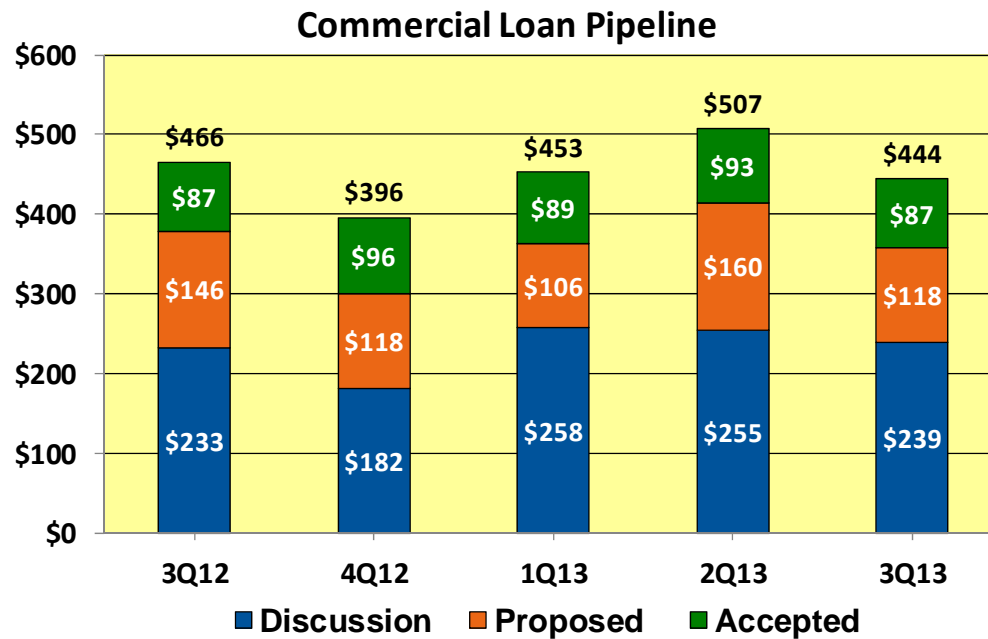
C&I & CRE Quarterly Production



- YTD 2013 production \$98 million over YTD 2012

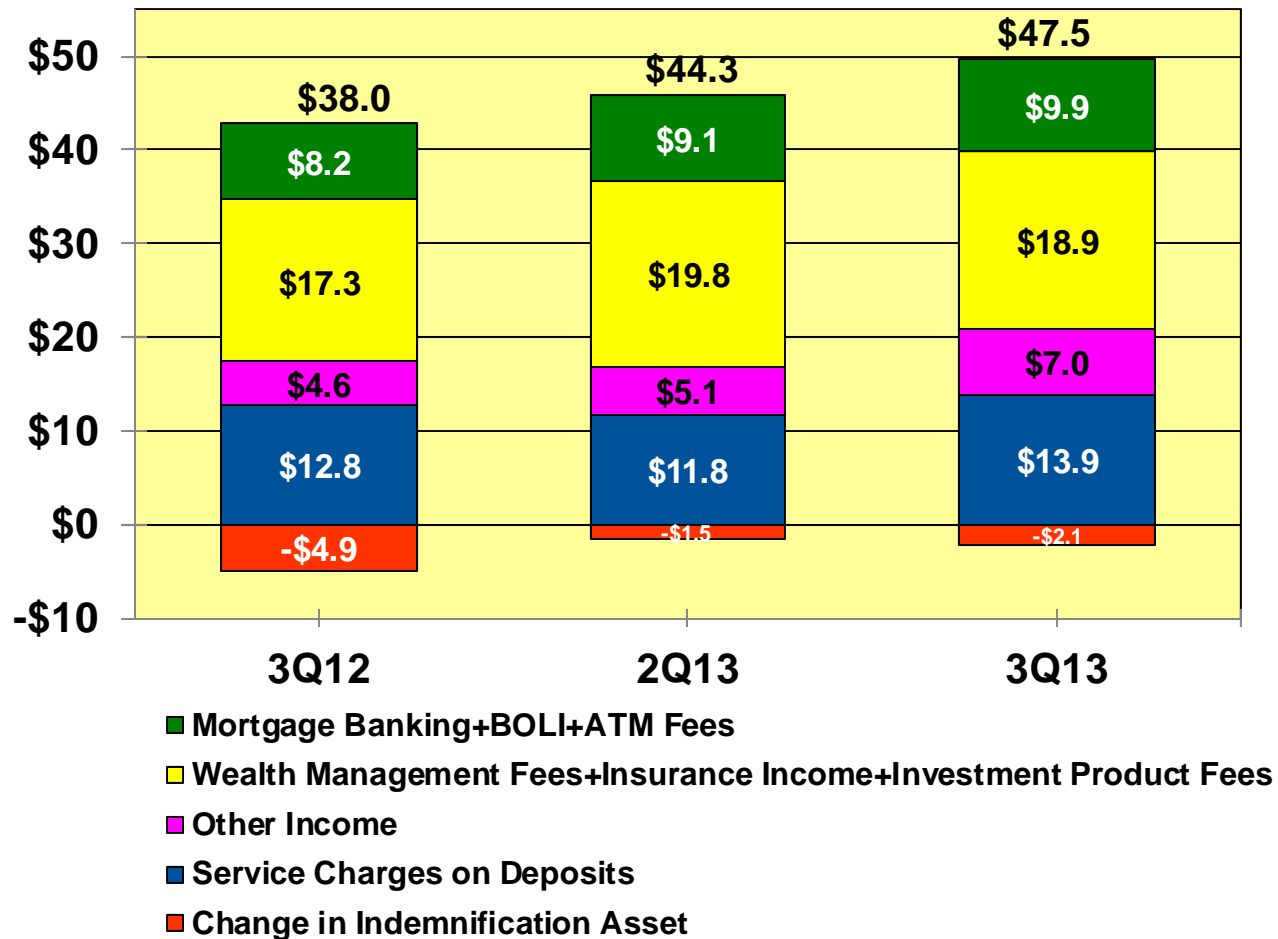
\$ in millions ¹ End of period - excludes covered loans

Commercial Loans



\$ in millions

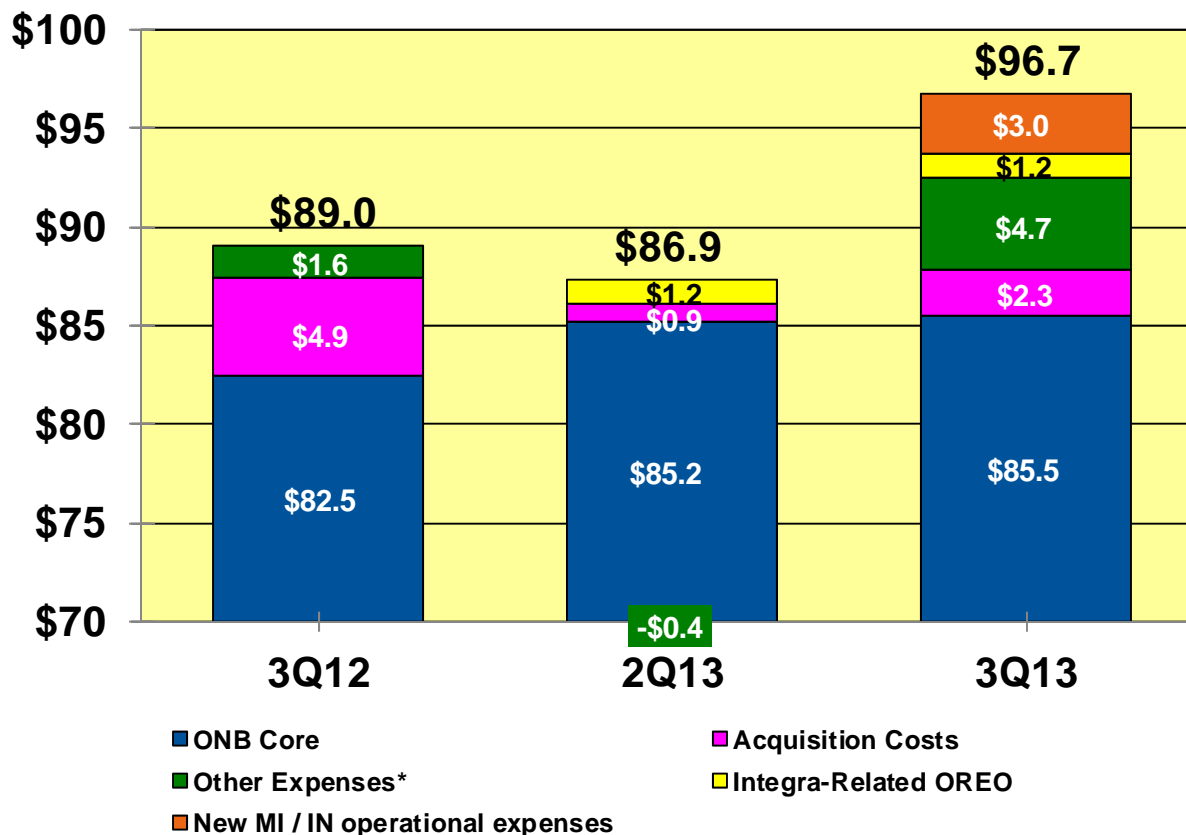
Noninterest Income



- Newly acquired MI / IN branches contributed \$2.1 million in 3Q13, with \$1.7 million in service charges

\$ in millions

Noninterest Expense



- Acquired MI / IN branch operations added \$3.0 million in new operational expenses and \$2.3 million in integration costs
- Anticipated 4Q13 charges
 - MI / IN branch integration charges of \$1.6 million

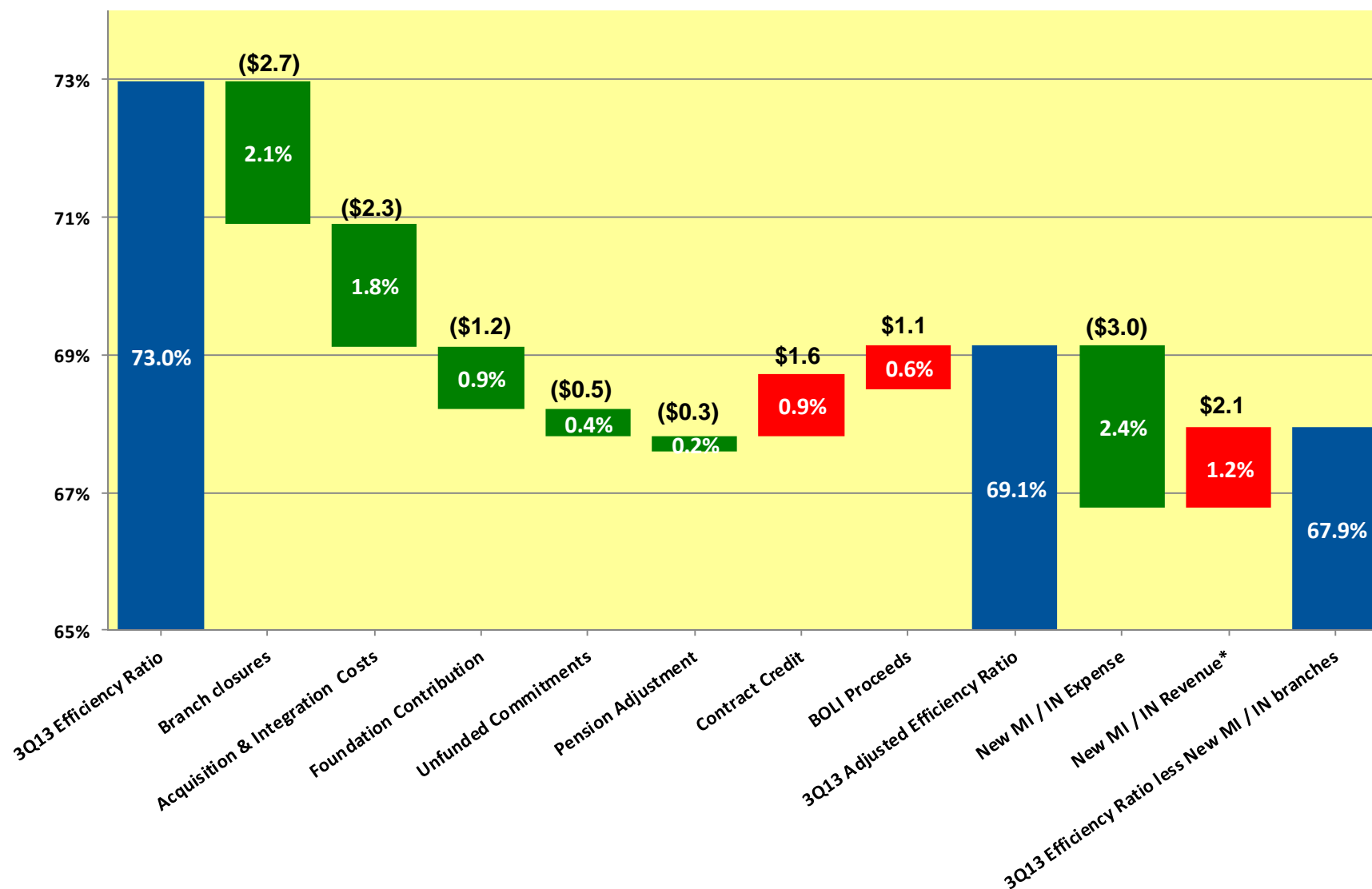
*Other Expenses include: In 3Q12, \$.8 million of ATM and branch optimization expenses and \$.6 million of IN Community expense and \$.2 Integra-related OREO expense;

In 2Q13, \$1.3 million impairment on property held for sale, \$.6 million for the BSA/AML project, a \$.5 million litigation settlement, \$.3 million for ATM/branch optimization, \$.3 million for debt extinguishment charges, a \$2.1 million reversal of provision for unfunded commitments and a \$1.3 million refund of FDIC assessment;

In 3Q13, \$2.7 million for branch closures, \$1.2 million in contribution to ONB Foundation, \$.5 million provision for unfunded commitments and \$.3 million in pension adjustments.

\$ in millions

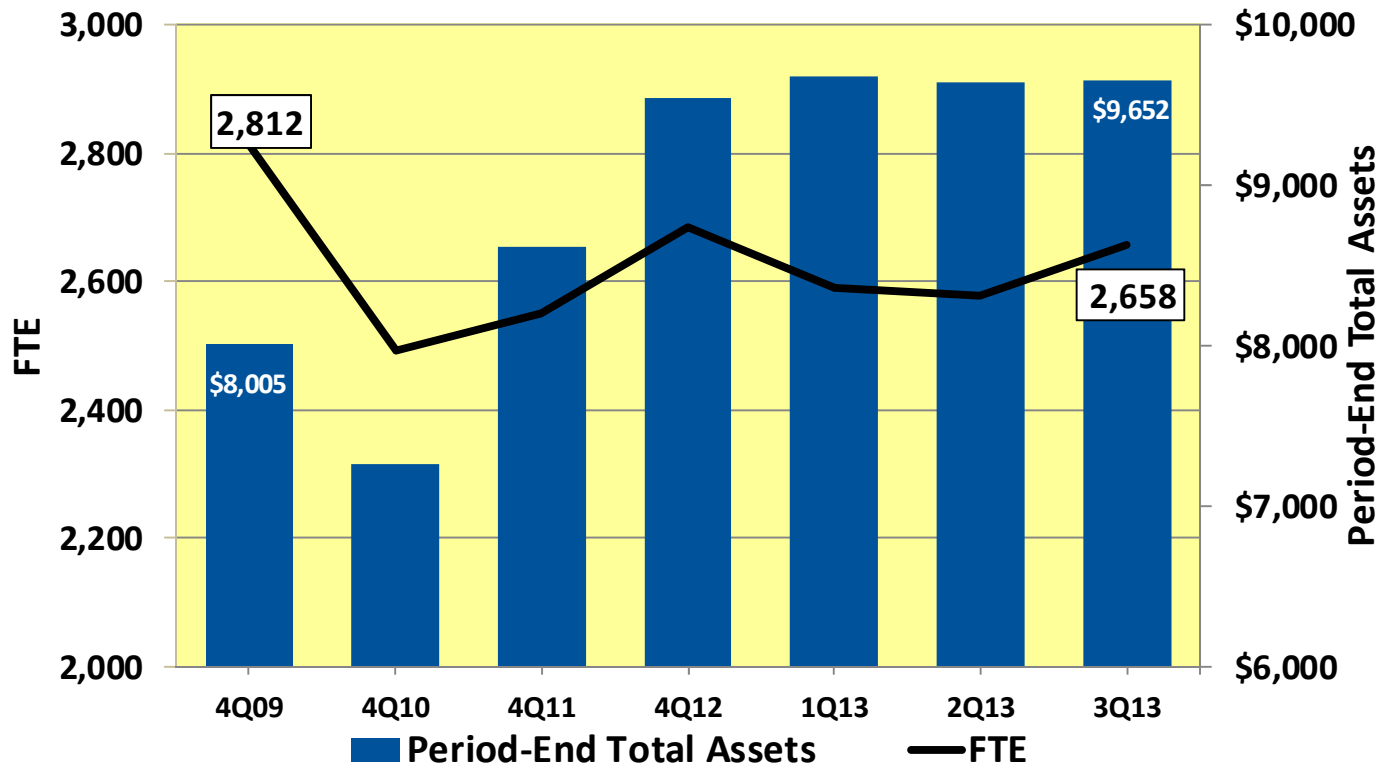
Adjusted Efficiency Ratio¹



*New MI / IN Branch Revenue Excludes Income from Invested Deposits

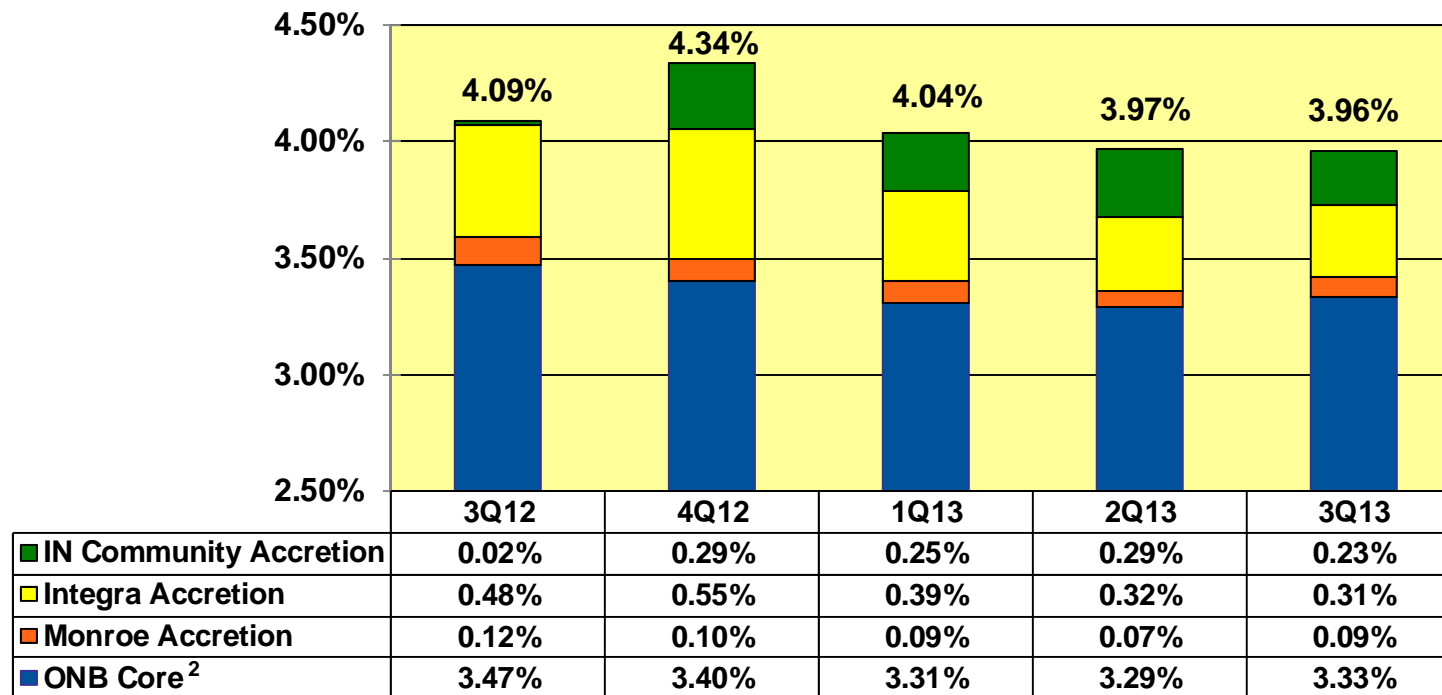
¹ Non-GAAP financial measure which Management believes is useful in evaluating the financial results of the Company

FTE and Asset Change



- 21% increase in total assets with a corresponding 5.5% decrease in FTE

Net Interest Margin¹



Earning assets reflect purchased assets, net of discount

- \$188.2 million book of CD's set to re-price in 4Q13 at an average rate of .99%

¹ Fully taxable equivalent basis

² ONB Core includes contractual interest income of Monroe, Integra and IN Community loans

Interest Rate Sensitivity

- Reduced interest rate risk in 3Q13

Net Interest Income: Two-year Cumulative Impact		
	2Q13	3Q13
Parallel 200 bps Increase	(5.18)%	(2.55)%
Forward Yield Curve	1.67%	1.68%

Economic Value of Equity		
	2Q13	3Q13
Equity	\$949.7	\$1,224.4
Parallel 200 bps Increase	(12.28)%	(10.35)%

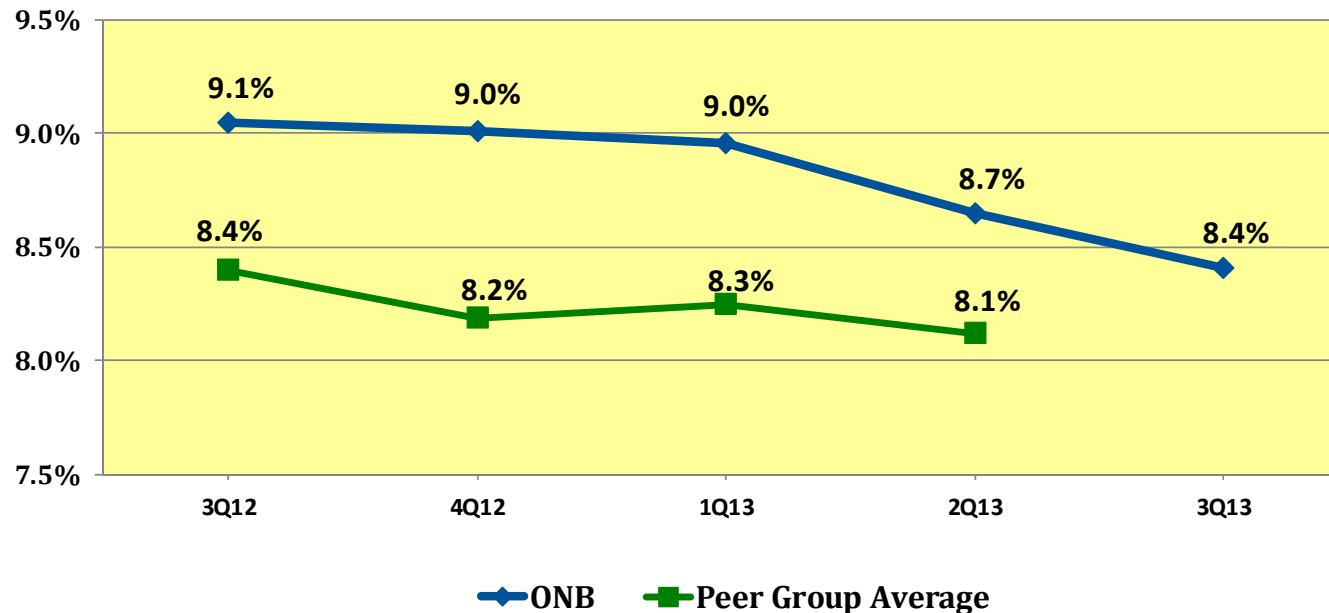
\$ in millions

Interest Rate Sensitivity

- Actions taken to reduce risk to rising interest rates
 - Sold \$96.9 million in fixed rate (WAC 4.24%), agency eligible residential mortgages with a WAM of 281 months in 3Q13
 - Assumed reinvestment rate of 1.5%; impact of approximately \$2.5 to \$3.0 million of lower net interest income
 - Began selling 15-year fixed residential mortgages 3Q13
 - Discontinued 25- and 30-year Quick Home Refinance product 3Q13
 - Entered into forward starting, pay fixed rate, interest rate swaps (\$400 million total, \$300 million 3Q13)

Capital Ratios

Tangible Common Equity to Tangible Assets

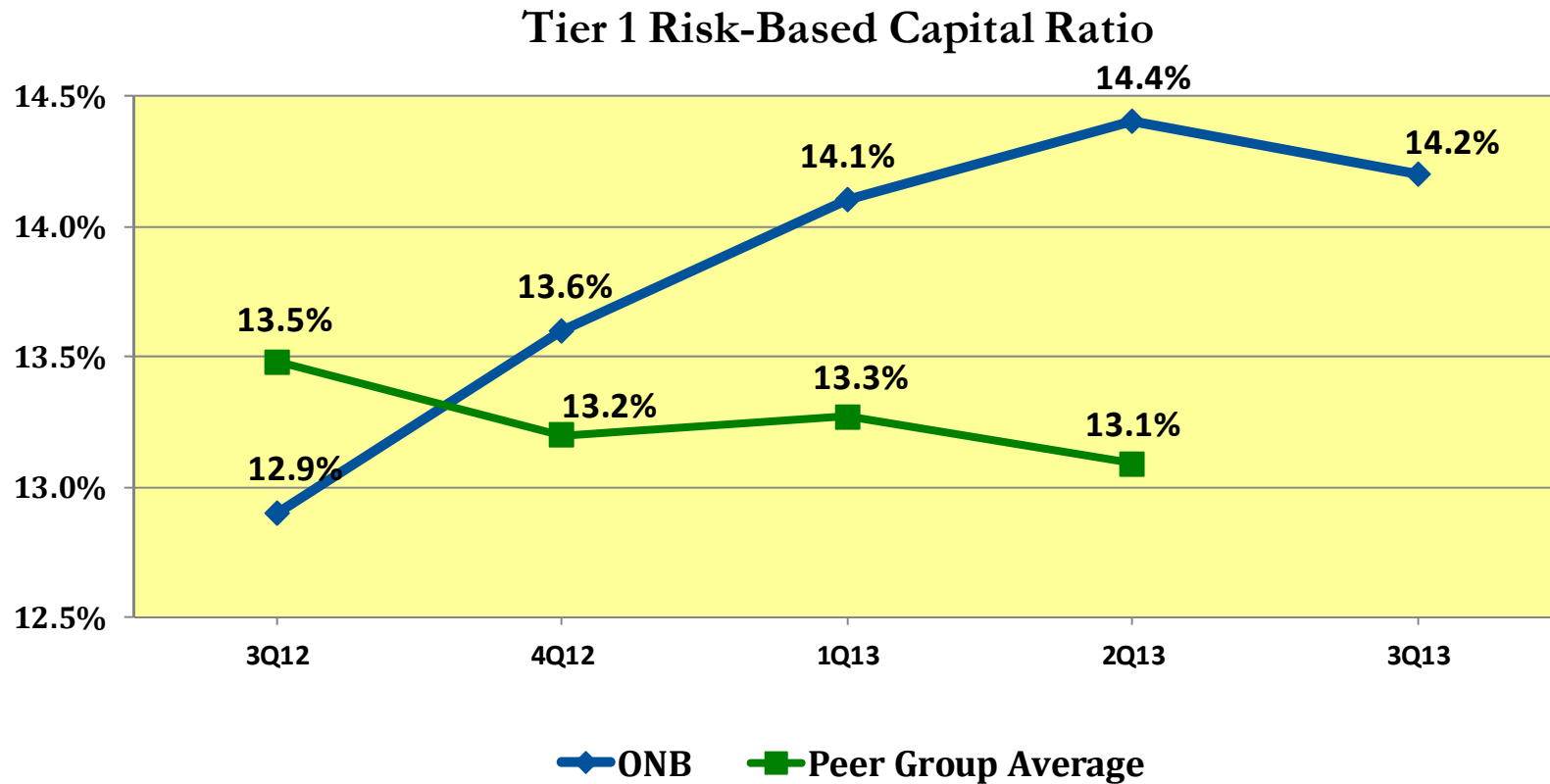


Tangible Common Equity – 6/30/2013	\$802.6
3Q Earnings	23.9
3Q Share Repurchase	(3.4)
3Q Dividend	(10.1)
Changes in OCI – Securities	(18.8)
Changes in OCI – Other	0.6
Changes in Goodwill & Intangibles	(14.9)
Tangible Common Equity – 9/30/2013	\$779.9

\$ in millions

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

Capital Ratios



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



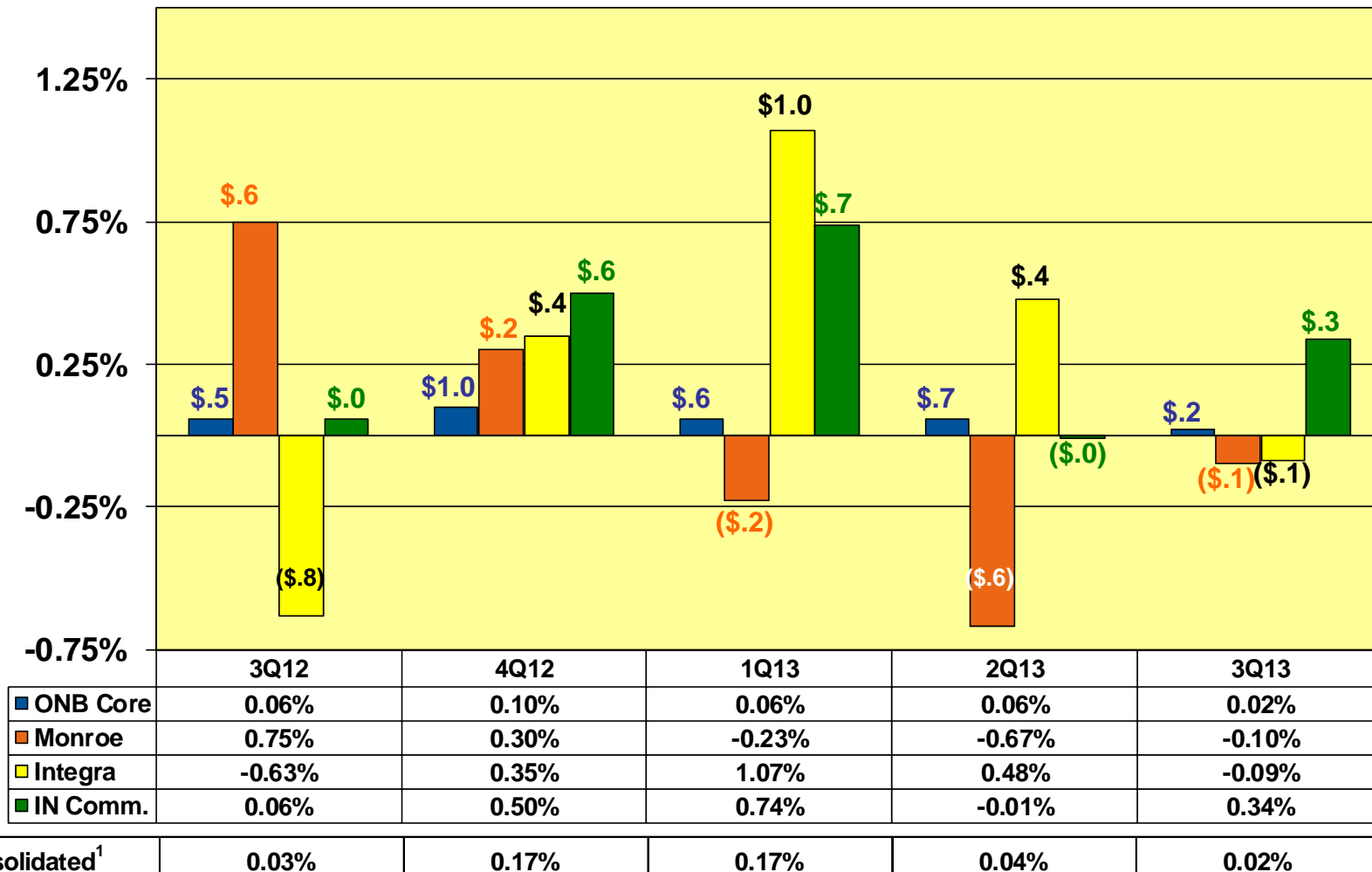
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Daryl Moore
Chief Credit Officer



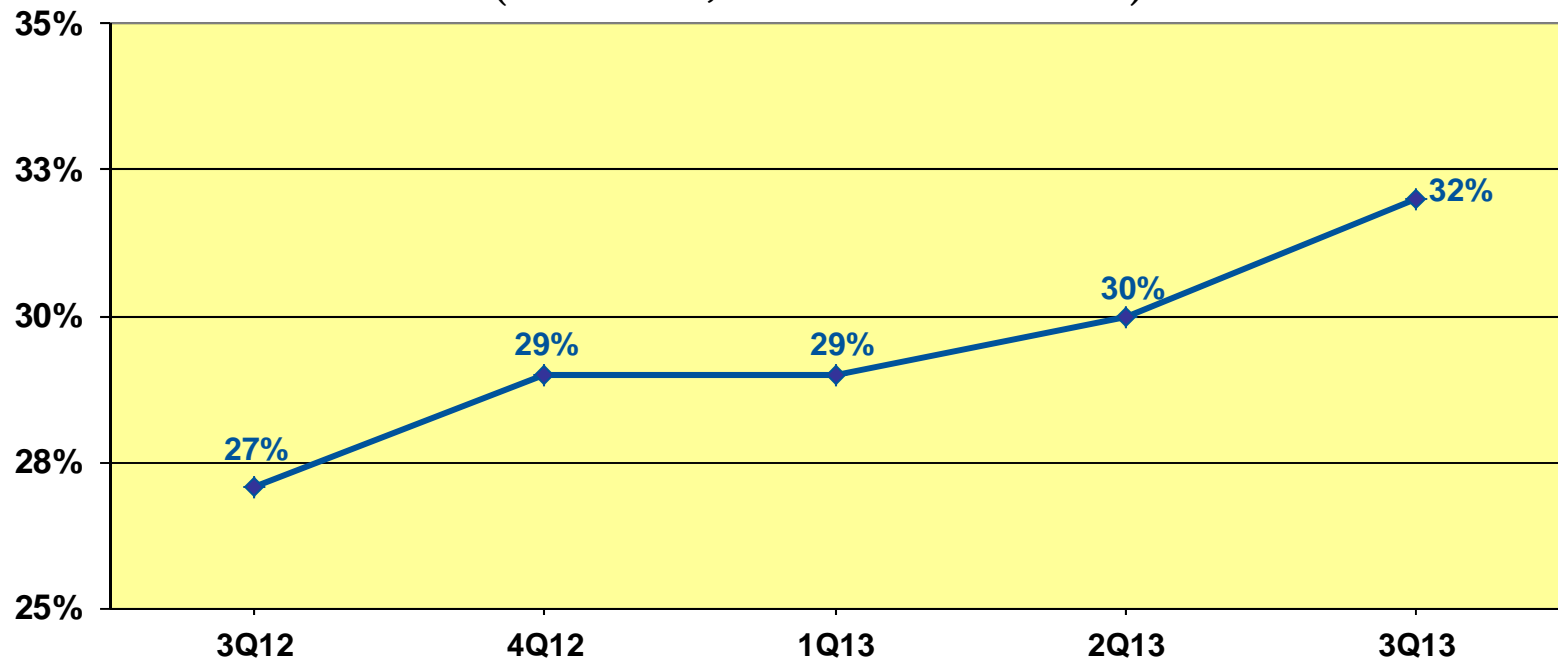
Credit Quality – Net Charge-Offs



\$ in millions ¹ Includes both covered and non-covered loans

Credit Quality – Excluding Covered Loans

Allowance for Loan Losses to Non-Performing Assets
(Nonaccrual, Restructured & OREO)



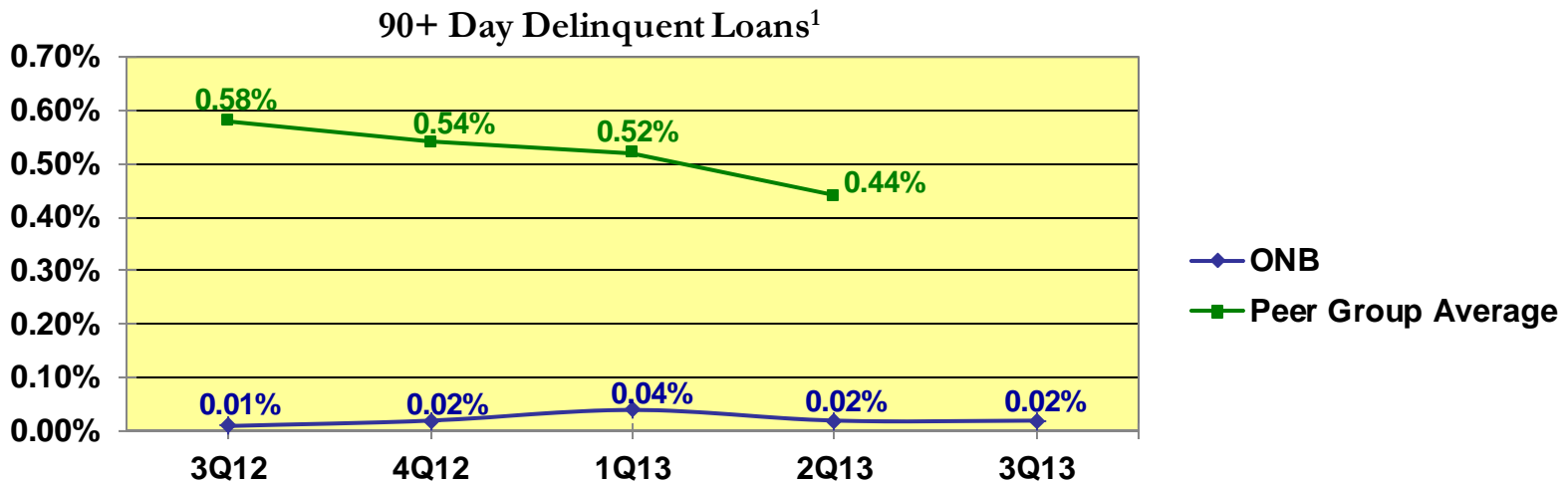
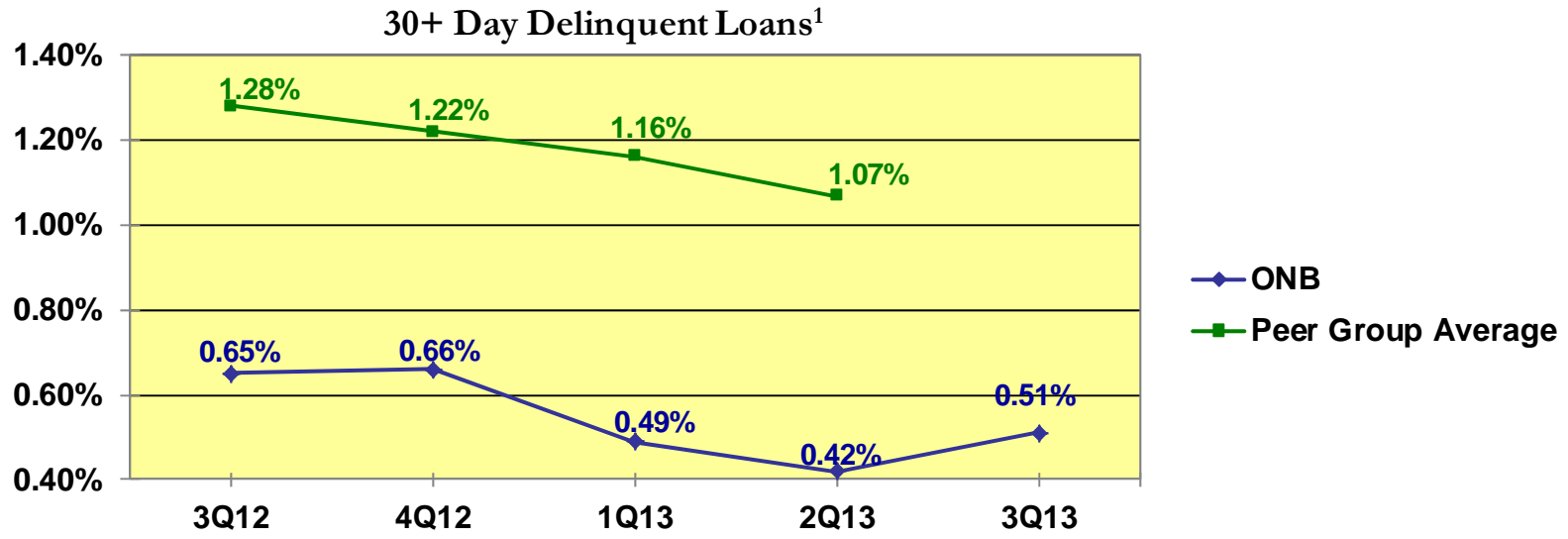
Credit Quality – ALLL and Mark Summary

Allowance For Loan and Lease Loss/Loan Mark Summary					
At September 30, 2013	ONB Legacy	Monroe	Integra	IN Community	Total
Allowance for Loan Losses (ALLL)	\$39.2	\$3.0	\$5.1	\$0.0	\$47.3
Loan Mark	\$0.0	\$12.8	\$106.5	\$45.6	\$164.9
Total ALLL/Mark	\$39.2	\$15.8	\$111.6	\$45.6	\$212.2
Pre-Mark Loan Balance	\$4,245.9	\$264.0	\$386.3	\$349.1	\$5,245.3
ALLL/Pre-Mark Loan Balance	0.92%	1.15%	1.32%	N/A	0.90%
Mark/Pre-Mark Loan Balance	N/A	4.85%	27.57%	13.07%	3.14%
Combined ALLL & Mark/Pre-Mark Loan Balance ¹	0.92%	6.01%	28.89%	13.07%	4.05%

\$ in millions

¹ Non-GAAP financial measure which Management believes useful to demonstrate that the remaining discount considers credit risk and should be included as part of total coverage N/A = not applicable

Credit Quality – Excluding Covered Loans

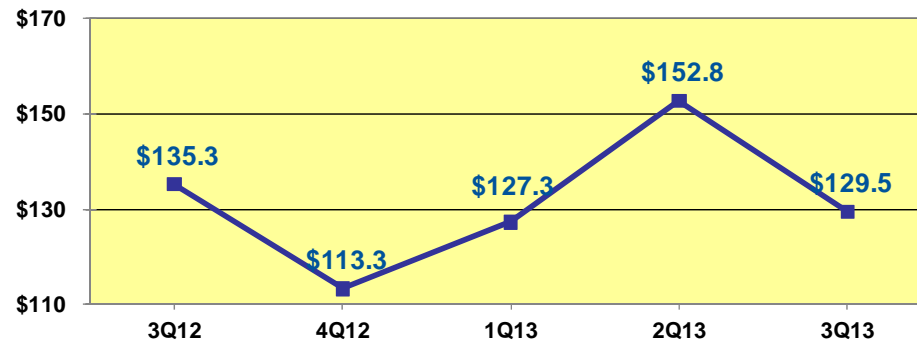


Peer Group data per SNL Financial
See Appendix for definition of Peer Group

¹As a % of end of period total loans

Credit Quality – Excluding Covered Loans

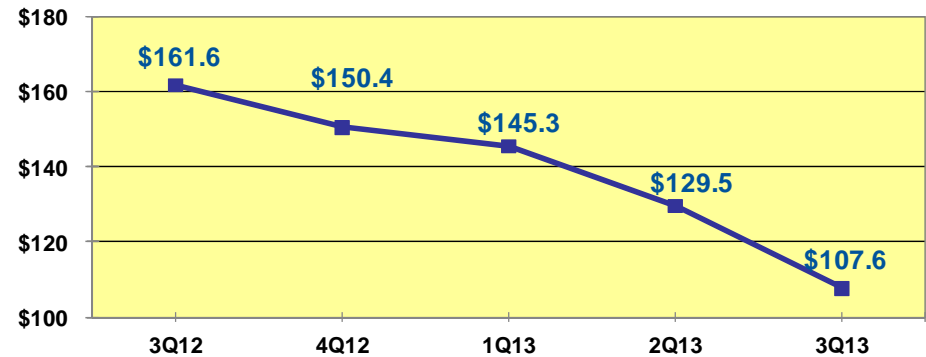
Criticized Loans-Grade 7



Classified Loans-Grade 8



Nonaccrual Loans-Grade 9



\$ in millions
Refer to Appendix for ONB Risk Grade Table



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Bob Jones
Chief Executive Officer



CEO Update

- **Economy**
 - Pockets of strength are increasing
 - Interest rates may be providing cover
 - Risk = D.C.
- **Regulatory Environment**
 - BSA/AML, Cyber security
 - Moving to “strong”
- **Industry**
 - Competition for loans
- **ONB**
 - Michigan market
 - Tower Bank



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Thank You

Q&A





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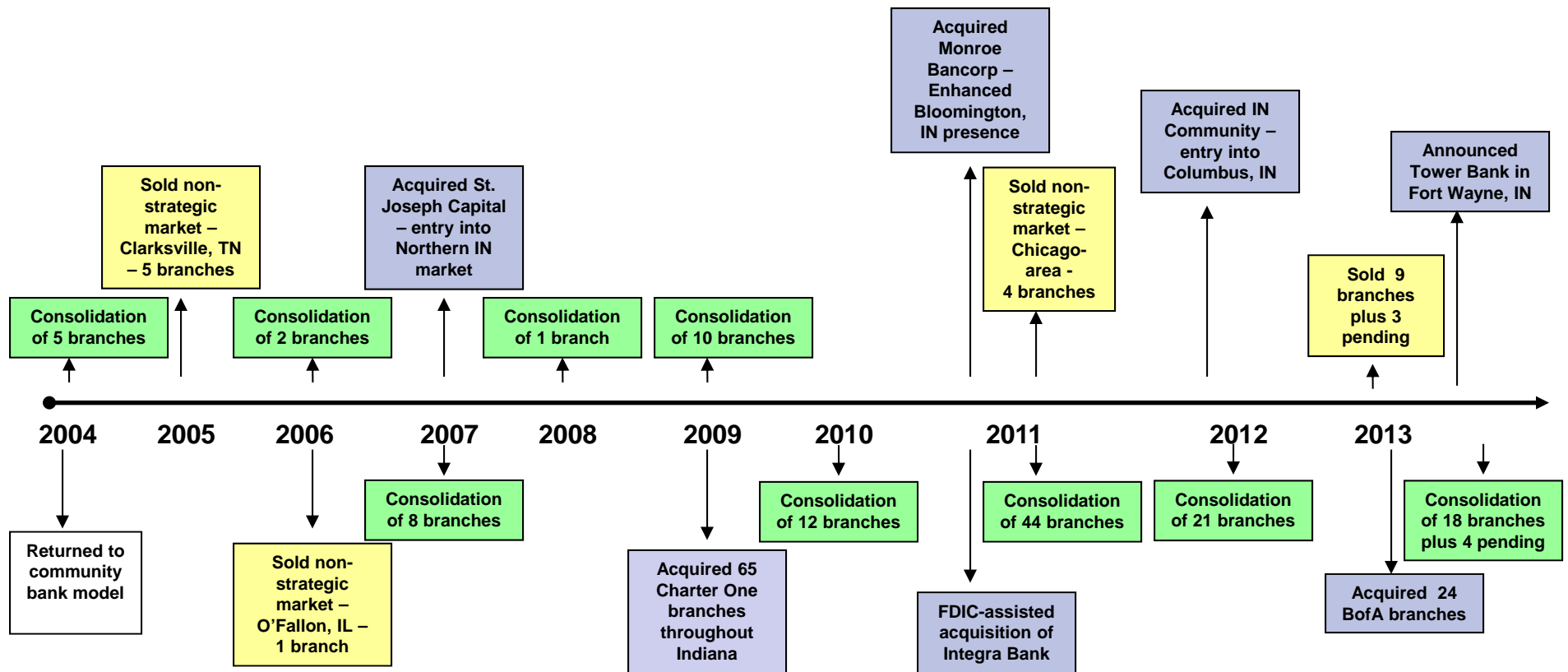
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Old National Bancorp

Appendix



Transforming Old National's Landscape



182 Purchased

19 +3 pending Sold

121 +4 pending Consolidations

Pre-Tax, Pre-Provision Income¹

\$ in millions	3Q12	4Q12	1Q13	2Q13	3Q13
Total Revenues	\$115.0	\$135.6	\$125.4	\$125.4	\$125.8
Less: Provision for Loan Losses	(0.4)	(2.2)	(0.8)	3.7	1.7
Less: Noninterest Expense	(89.0)	(99.4)	(90.2)	(86.9)	(96.7)
Pre-tax Income	25.6	34.0	34.4	42.2	30.8
Add: Provision for Loan Losses	0.4	2.2	0.8	(3.7)	(1.7)
Pre-Tax, Pre-Provision Income ¹	\$26.0	\$36.2	\$35.2	\$38.5	\$29.1
Less: Securities Gains/Losses	(2.7)	(4.2)	(1.0)	(1.8)	(0.2)
Add: Merger and Integration Expenses	4.9	2.0	0.1	0.9	2.3
Pre-Tax, Pre-Provision Income, Net of Securities Gains and Merger and Integration Expenses ¹	\$28.2	\$34.0	\$34.3	\$37.6	\$31.2

¹Non-GAAP financial measure management believes is useful in evaluating the financial results of the Company

9.3%

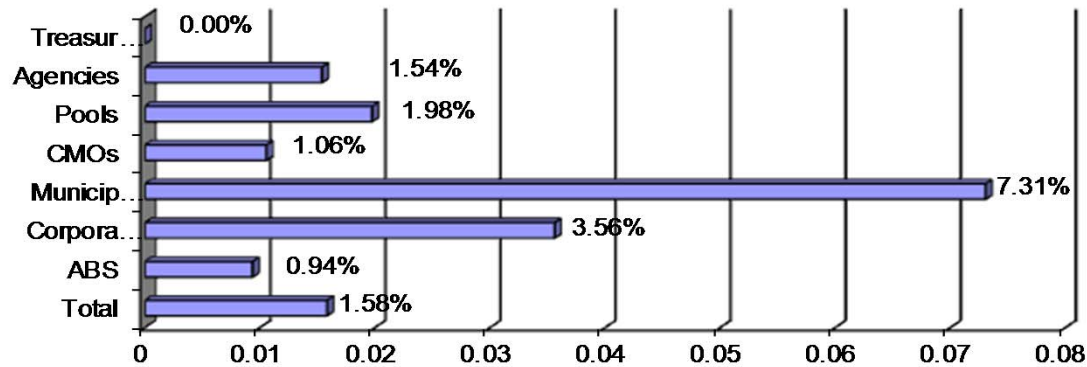
10.6%

.31%

(17.0%)

Investment Portfolio Purchases 3Q13¹

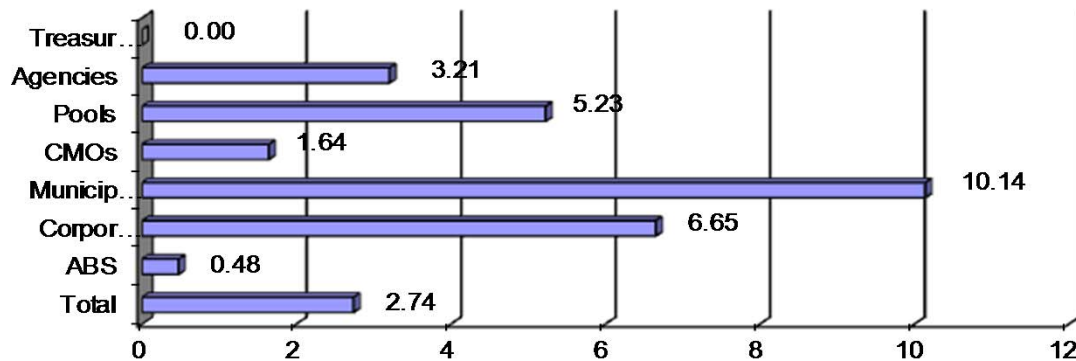
Tax Equivalent Book Yield of Purchases



3Q13 Purchases- Book Value

Agencies	43,989,358
Pools	36,717,952
CMOs	106,535,209
Municipals	9,886,107
Corporates	10,570,679
ABS	48,480,719
Total	\$256,180,024

Duration of Purchases



¹ Data as of September 30, 2013, for purchases made throughout 3Q13

Investment Portfolio

\$ in millions	Book Value Jun. 30, 2013	Book Value Sep. 30, 2013	Market Value ¹ Jun. 30, 2013	Market Value ¹ Sep. 30, 2013	Market Value \$ Change
Federal National Mortgage Association			\$388.9	\$372.2	
Federal Home Loan Mortgage Corporation			133.0	157.2	
Federal Farm Credit Bank			34.3	33.9	
Federal Farmer Mac			-	8.5	
Subtotal U.S. Government Agencies-Senior Debentures	\$561.1	\$580.3	\$556.2	\$571.8	\$15.6
U.S. Treasury	\$14.2	\$28.1	\$14.4	\$28.3	\$13.9
Issued or guaranteed by FNMA, FHLMC, GNMA	1,427.8	1,434.4	1,438.5	1,431.3	
Nonagency guaranteed	19.6	18.1	20.4	18.4	
Subtotal Mortgage Backed Securities	\$1,447.4	\$1,452.5	\$1,458.9	\$1,449.7	(\$9.2)
Trust Preferred	35.8	35.6	20.7	21.0	
Other Corporate	134.1	192.5	137.3	193.3	
Subtotal Corporate Securities	\$169.9	\$228.1	\$158.0	\$214.3	\$56.3
Municipal Securities – Taxable	\$243.9	\$242.8	\$254.0	\$254.6	\$0.6
Municipal Securities – Tax Exempt	\$594.9	\$571.0	\$582.0	\$579.2	(\$2.8)
Other Securities	\$95.5	\$95.5	\$95.5	\$95.5	\$0.0
Totals	\$3,126.9	\$3,198.3	\$3,119.0	\$3,193.4	\$74.4

¹Includes market value for both available for sale and held to maturity securities

Investment Portfolio

\$ in thousands	Effective Duration Jun. 30, 2013	Effective Duration Sep. 30, 2013	Book Value Jun. 30, 2013	Book Value Sep. 30, 2013
Money Market Investments ¹	0.01	0.01	\$58,148	\$24,659
Treasuries	2.61	1.23	14,166	28,131
Agencies	4.84	4.83	561,105	580,323
Pools	2.08	2.42	567,208	617,639
CMOs	3.74	3.66	880,666	833,613
Municipals	8.17	8.18	838,900	813,774
Corporates	2.60	2.54	137,764	137,393
ABS	4.62	1.96	32,195	91,342
Totals	4.72	4.66	\$3,090,152	\$3,126,874

¹Money market investments includes balances in the Federal Reserve Bank Account

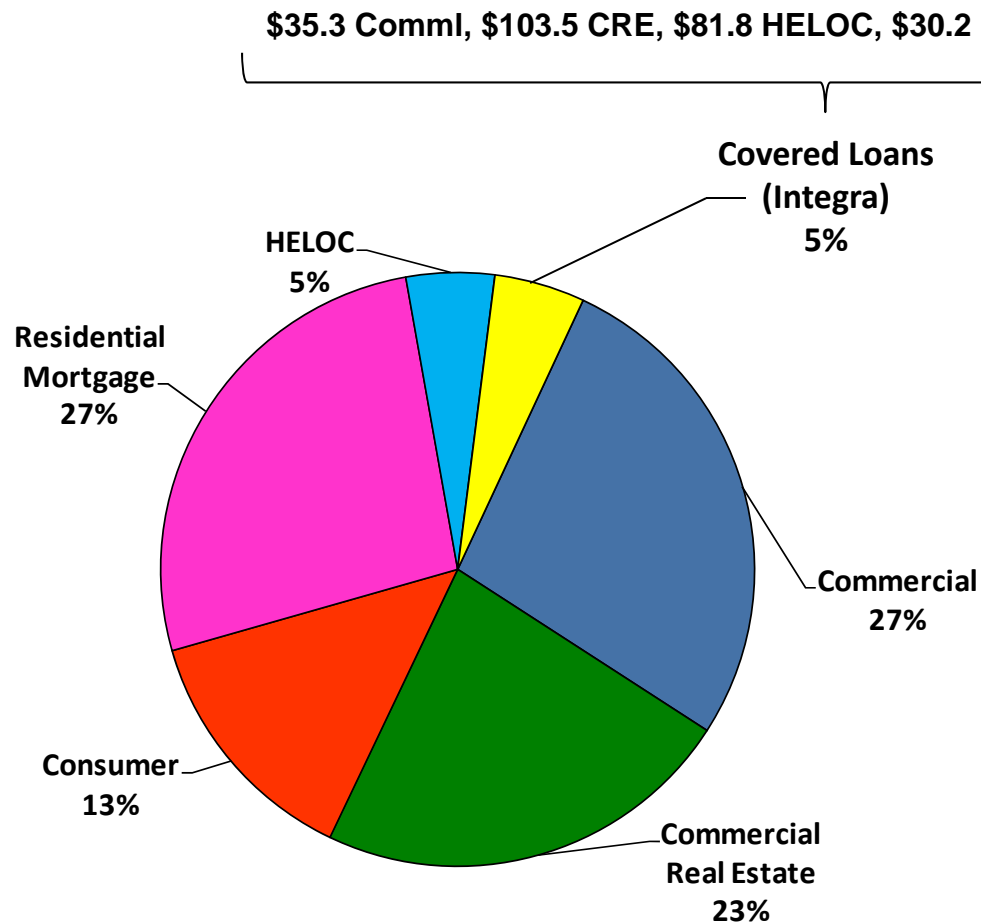
Securities with OTTI

¹ Lowest credit rating provided by any nationally recognized credit rating agency. \$ in thousands	Vintage	Lowest Credit Rating ¹	Book Value at Sep. 30, 2013	YTD OTTI 3Q13	OTTI Life to Date
BAFC Ser 4	2007	CCC	\$9,969	\$0	\$441
CWALT Ser 73CB (security sold 2Q13)	2005				441
CWALT Ser 73CB (security sold 2Q13)	2005				644
CWHL 2006-10 (security sold 1Q11)	2006				1,071
CWHL 2005-20	2005				111
FHASI Ser 4 (security sold 3Q12)	2007				1,192
HALO Ser 1R (security sold 3Q12)	2006				149
RFMSI Ser S9 (security sold 4Q10)	2006				2,803
RFMSI Ser S10	2006	D	2,655		668
RALI QS2 (security sold 4Q10)	2006				1,017
RAST A9 (security sold 3Q12)	2004				142
RFMSI S1 (security sold 2Q12)	2006				206
Totals Non-Agency Mortgage Backed Securities			\$12,624	\$0	\$8,885
TROPC (security sold 4Q12)	2003				\$4,849
MM Community Funding IX	2003	D	2,067		2,777
Reg Div Funding	2004	D	4,012		5,685
PRETSL XII	2003	C	2,671		1,897
PRETSL XV (security sold 1Q13)	2004				3,374
Reg Div Funding (security written down 4Q12)	2005				4,078
Totals Pooled Trust Preferred Securities			\$8,750		\$22,660
Grand Totals			\$21,374	\$0	\$31,545

Other Classified Assets

\$ in millions	Book Value Jun. 30, 2013	Book Value Sep. 30, 2013	Market Value Jun. 30, 2013	Market Value Sep. 30, 2013
Corporate Bonds	\$8.0	\$8.0	\$7.5	\$7.7
Pooled Trust Preferred Securities	\$23.0	\$22.9	\$9.2	\$9.4
Non-Agency Mortgage Backed Securities	\$17.3	\$16.2	\$18.0	\$16.4
Other	\$1.3	\$1.3	\$1.3	\$1.3
Totals	\$49.6	\$48.4	\$36.0	\$34.8

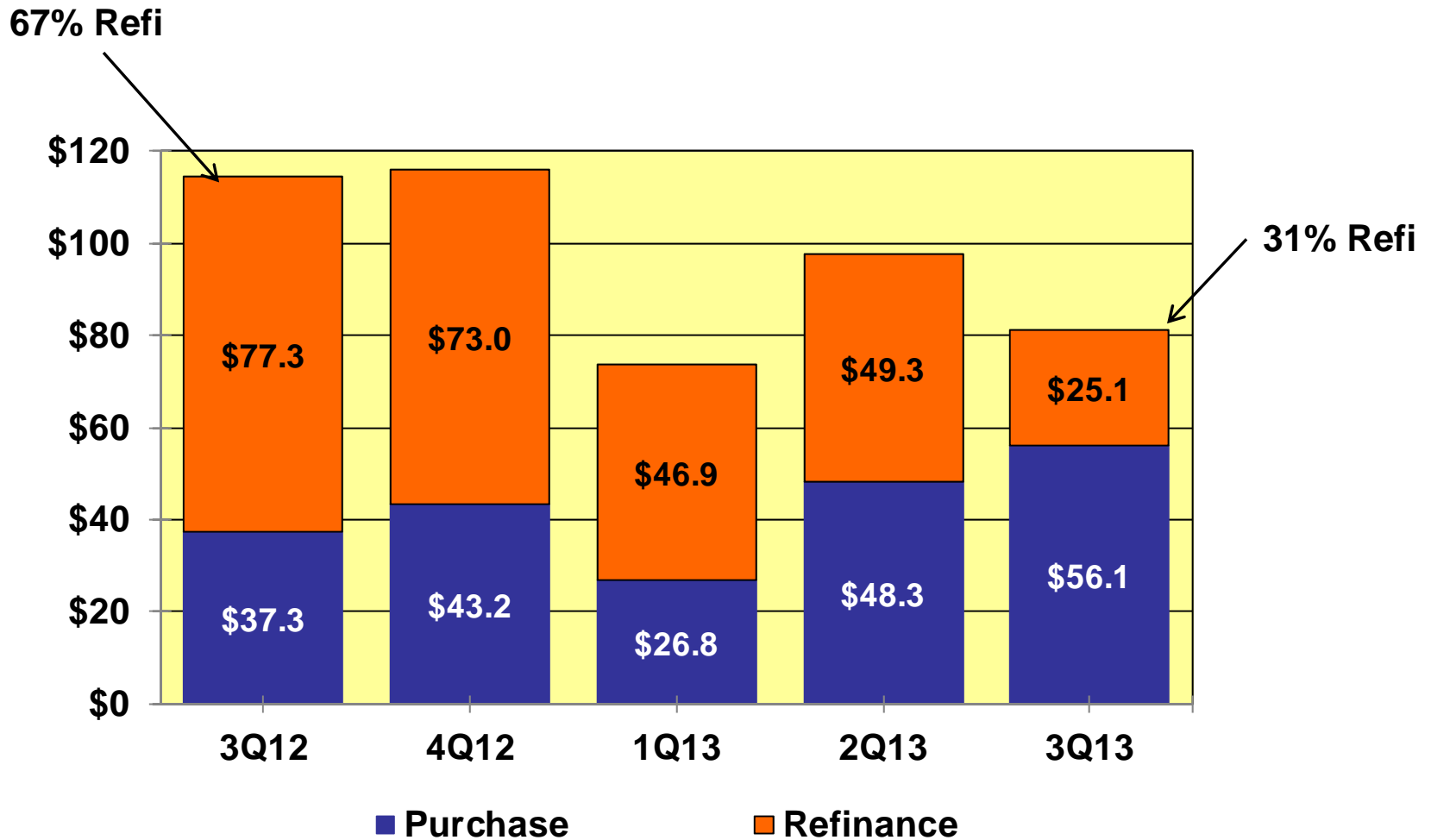
Loan Portfolio at September 30, 2013



Commercial	\$1,381.2
Commercial Real Estate	1,165.8
Consumer	686.1
Residential Mortgage	1,352.2
HELOC	244.3
Covered Loans (Integra)	250.8
Total Loans	\$5,080.4

\$ in millions – period-end balances

Residential Mortgage Production¹



Application pipeline as of 10-15-13 is just under 65% purchase

\$ in millions

¹ Excludes Quick Home Refinance (QHR) product

Quick Home Refi (QHR) Product Statistics

Portfolio Statistics	
Average loan outstanding	\$76,605
Average yield of closed loans	3.88%
Average Credit Score	779
Average FICO	304
Average debt to income	20%
Average loan to value	60%



Term	
10 years	26%
15 years	36%
20 years	15%
25 years	7%
30 years	16%

Production 6-30-13 to 9-30-13	
Average loan outstanding	\$71,298
Average yield of closed loans	4.22%
Average Credit Score	777
Average FICO	303
Average debt to income	21%
Average loan to value	56%



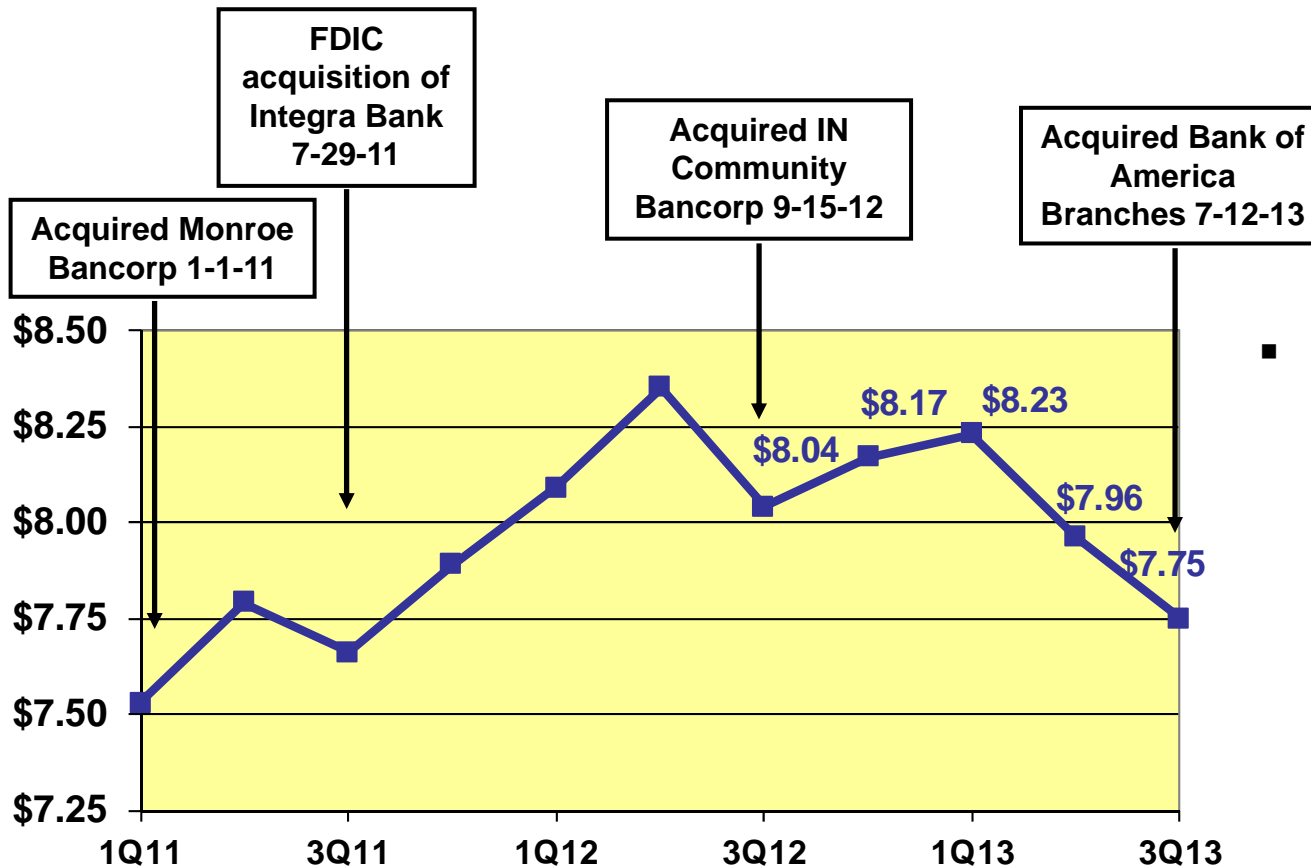
Term	
10 years	35%
15 years	34%
20 years	15%
25 years	2%
30 years	15%

Portfolio balance as of September 30, 2013 = \$697 million

ONB Loan Risk Grade Table

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

Tangible Common Book Value¹

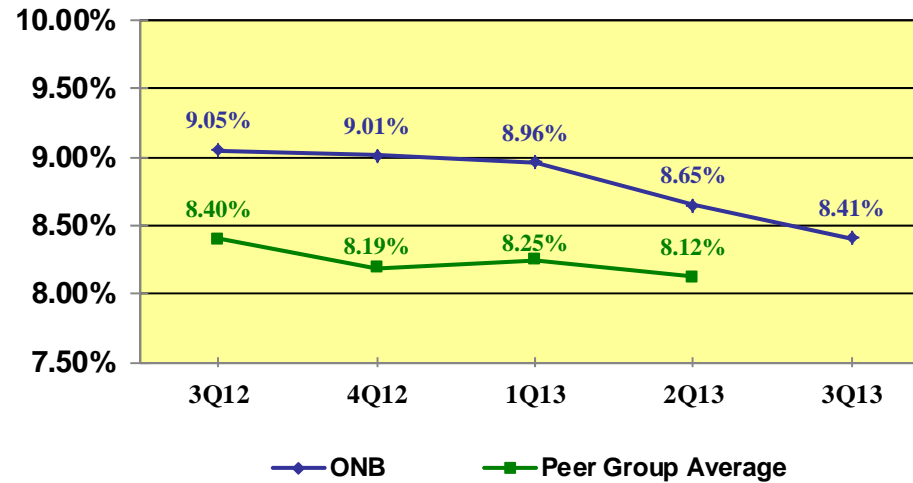


- Old National Bancorp purchased 250,000 shares of ONB stock on the open market during 3Q13

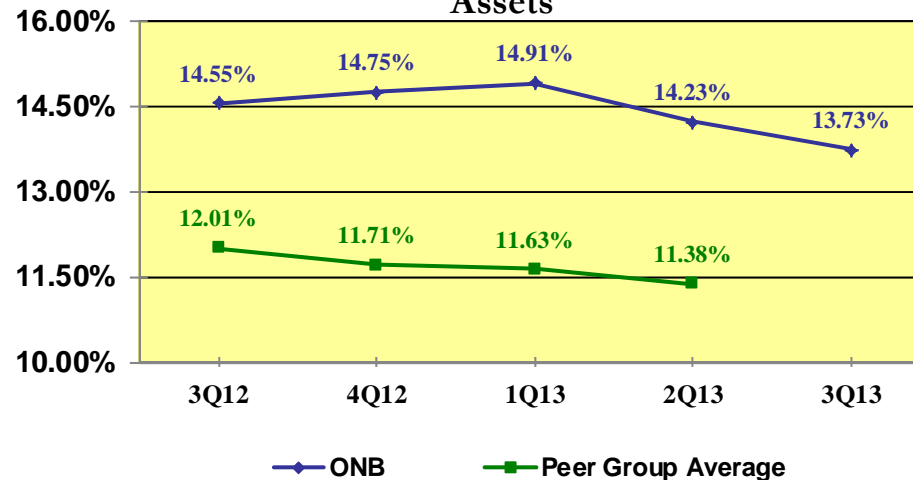
¹ Non-GAAP financial measure management believes is useful in evaluating the financial results of the Company – see Appendix for Non-GAAP reconciliation

Capital Ratios

Tangible Common Equity To Tangible Assets



Tangible Common Equity to Risk Weighted Assets



Credit Quality – Excludes Covered Loans

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

30+ Day Delinquent Loans	3Q12	4Q12	1Q13	2Q13	3Q13
Commercial	0.16%	0.27%	0.15%	0.07%	0.22%
Commercial Real Estate	0.38%	0.35%	0.26%	0.16%	0.28%
First Mortgage Residential Real Estate	1.27%	1.24%	0.86%	0.77%	0.82%
Home Equity Lines Of Credit	0.35%	0.38%	0.61%	0.30%	0.42%
All Other Consumer Loans	1.12%	1.15%	0.83%	0.92%	0.91%
Loan Type as a % of Total Loans, excluding covered	3Q12	4Q12	1Q13	2Q13	3Q13
Commercial	26.9%	27.6%	27.4%	28.7%	28.6%
Commercial real Estate	26.9%	26.0%	25.6%	24.4%	24.2%
First Mortgage Residential Real Estate	26.8%	27.7%	28.5%	28.8%	27.9%
Home Equity Lines of Credit	5.5%	5.2%	5.1%	4.9%	5.1%
All Other Consumer Loans	13.9%	13.5%	13.4%	13.2%	14.2%

Credit Quality – Excludes Covered Loans

Nonaccrual Relationships \$2 Million or Greater

\$ in millions	3Q12	IN Comm.	2Q13	IN Comm.	3Q13	IN Comm.
Count (#)	20	11	12	6	5	3
Total Exposure	\$68.7	\$36.3	\$38.9	\$17.7	\$18.4	\$8.3
Dollar Outstanding	\$62.8	\$31.9	\$37.6	\$16.7	\$17.7	\$7.7
Associated Impairment	\$4.9	\$-	\$1.2	\$-	\$0.3	\$-
Loan Type Breakdown – Outstandings			2Q13	IN Comm.	3Q13	IN Comm.
Commercial			\$10.1	\$-	\$5.7	\$-
Commercial Real Estate			\$27.5	\$16.7	\$12.0	\$7.7
Largest Geographic Concentration – Outstandings			2Q13		3Q13	
Evansville Region			\$10.2		\$5.1	

Covered Assets

	3Q12	4Q12	1Q13	2Q13	3Q13	
Loans 90+ Days & Over	\$0.1	\$-	\$-	\$-	\$0.1	
Commercial Loans	Grades 1 through 6	\$147.0	\$111.4	\$108.1	\$89.1	\$87.0
	Criticized – Grade 7	14.3	9.3	14.2	14.0	10.0
	Classified – Grade 8	24.7	17.6	15.7	6.6	4.4
	Nonaccrual – Grade 9	120.6	100.1	62.0	60.3	37.5
	Retail Loans	142.2	133.9	126.4	118.6	111.9
	Total Covered Loans	\$448.8	\$372.3	\$326.4	\$288.6	\$250.8
Other Real Estate Owned	\$28.8	\$26.1	\$26.1	\$23.1	\$18.2	

On this portfolio of covered loans*, the FDIC will reimburse Old National for 80% of the losses up to \$275.0 million, 0% of losses from \$275.0 million up to \$467.2 million and 80% of losses in excess of \$467.2 million.

\$ in millions – period-end balances

Refer to Appendix for ONB Risk Grade Table

*Covered loans shown net of \$106.5 million discount

Shared National Credits – Excludes Covered Loans

\$ in millions	3Q12	4Q12	1Q13	2Q13	3Q13
Count (#)*	7	7	7	7	7
Total exposure	\$63.3	\$70.0	\$70.0	\$70.0	\$75.0
Dollar outstanding	\$23.1	\$20.8	\$20.0	\$19.3	\$23.8
Largest exposure	\$10.0	\$20.0	\$20.0	\$20.0	\$20.0
Weighted average risk grade**	1.6	1.5	1.5	1.5	1.4

*All but one in Indiana, Kentucky or Illinois

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

CD Maturity Schedule

Bucket	Amount (\$ in 000's)	Rate
0-30 days	64,716	1.08%
31-60 days	67,682	1.22%
61-90 days	55,808	0.62%
91-120 days	65,503	1.04%
121-150 days	40,489	0.44%
151-180 days	59,387	0.46%
181-210 days	40,660	0.61%
211-240 days	32,499	0.62%
241-270 days	33,552	0.63%
271-300 days	53,525	0.65%
301-330 days	60,927	0.79%
331-365 days	51,359	0.60%
1-2 years	211,564	1.13%
2-3 years	89,861	2.09%
3-4 years	113,538	3.60%
4-5 years	35,145	1.05%
Over 5 years	32,002	2.00%

Represents CD maturities at September 30, 2013

Non-GAAP Reconciliations

end of period balances- \$ in millions	3Q12	4Q12	1Q13	2Q13	3Q13
Total Shareholders' Equity	\$1,186.8	\$1,194.6	\$1,199.7	\$1,167.0	\$1,159.3
Deduct: Goodwill and Intangible Assets	(371.2)	(368.0)	(365.5)	(364.4)	(379.3)
Tangible Common Shareholders' Equity	\$815.6	\$826.5	\$834.2	\$802.6	\$779.9
Total Assets	\$9,383.0	\$9,543.6	\$9,673.7	\$9,641.1	\$9,652.1
Add: Trust Overdrafts	1.7	0.1	0.2	0.1	0.1
Deduct: Goodwill and Intangible Assets	(371.2)	(368.0)	(365.5)	(364.4)	(379.3)
Tangible Assets	\$9,013.6	\$9,175.7	\$9,308.4	\$9,276.7	\$9,272.8
Tangible Equity to Tangible Assets	9.05%	9.01%	8.96%	8.65%	8.41%
Tangible Common Equity to Tangible Assets	9.05%	9.01%	8.96%	8.65%	8.41%

Non-GAAP Reconciliations

end of period balances- \$ in millions	3Q12	4Q12	1Q13	2Q13	3Q13
Total Shareholders' Equity	\$1,186.8	\$1,194.6	\$1,199.7	\$1,167.0	\$1,159.3
Deduct: Goodwill and Intangible Assets	(371.2)	(368.0)	(365.5)	(364.4)	(379.3)
Tangible Common Shareholders' Equity	\$815.6	\$826.5	\$834.2	\$802.6	\$779.9
Risk Weighted Assets	\$5,604.7	\$5,604.9	\$5,595.2	\$5,640.7	\$5,680.6
Tangible Common Equity to Risk Weighted Assets	14.55%	14.75%	14.91%	14.23%	13.73%

Non-GAAP Reconciliations

\$ in thousands	3Q12	4Q12	1Q13	2Q13	3Q13
Net Interest Income	\$74,150	\$84,361	\$79,050	\$79,191	\$77,996
Taxable Equivalent Adjustment	\$3,340	\$3,545	\$3,912	\$4,243	\$4,362
Net Interest Income – Taxable Equivalent	\$77,490	\$87,906	\$82,962	\$83,434	\$82,358
Average Earning Assets	\$7,572,282	\$8,093,291	\$8,210,526	\$8,406,635	\$8,309,417
Net Interest Margin	3.92%	4.17%	3.85%	3.77%	3.75%
Net Interest Margin – Fully Taxable Equivalent	4.09%	4.34%	4.04%	3.97%	3.96%

Old National'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.	PB
Cullen/Frost Bankers, Inc.	CFR	Renasant Corp.	RNST
F.N.B. Corporation	FNB	S&T Bancorp, Inc.	STBA
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
Fulton Financial	FULT	Wintrust Financial Corporation	WTFC
Glacier Bancorp, Inc.	GBCI		

Dodd-Frank



The challenge of implementing Dodd-Frank is really **stacking up**

Tony Aylsworth, Old National Bank corporate compliance director, standing with the **13,435 pages** of Dodd-Frank regulations and guidance released so far

Old National Investor Contact

Additional information can be found on the
Investor Relations web pages at
www.oldnational.com

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