AustinAssociates

M&A Transaction Announcement

September 14, 2011

Mainline Bancorp, Inc. (Ebensburg, PA)

has announced its intention to merge with and into

S&T Bancorp, Inc. (Indiana, PA)

Austin Associates served as financial advisor to Mainline Bancorp, Inc.
with Richard F. Maroney, Jr. serving as lead advisor
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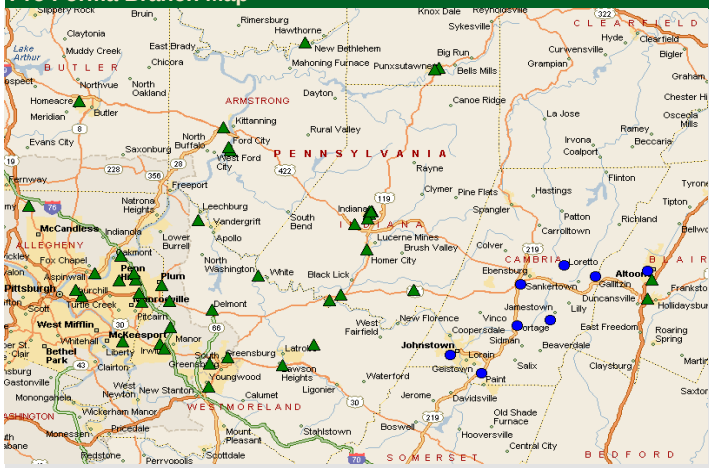
Transaction Summary

- **The transaction is in-market and will expand S&T Bancorp's existing footprint in Cambria and Blair Counties, PA.**
- **Mainline Bancorp operates eight branches in Cambria and Blair Counties through its subsidiary bank, Mainline National Bank.**
- **The aggregate transaction value is $21.5 million, or $69.00 per share, representing a price to tangible book value of 127 percent.**
- **The transaction consideration is 60 percent stock and 40 percent cash with an election process for Mainline Bancorp shareholders.**
- **The combined company will have more than $4.3 billion in assets.**
- **S&T Bancorp expects the merger to be accretive to earnings per share in the first full year, excluding one-time costs.**

Deal Terms

Aggregate Deal Value ($Mils.)	**$21.5**
Deal Consideration	**Stock/Cash**
Announcement Date	**September 14, 2011**
Deal Value-to-Book	**126%**
Deal Value-to-Tangible Book	**127%**
Premium-to-Core Deposits	**2.6%**
Premium-to-Stock Price	**194%**

Pro Forma Branch Map



Financial Profiles (As of 6/30/11)

	S&T	***Mainline***
Total Assets ($000)	$4,058,290	$241,594
Total Loans ($000)	$3,202,837	$141,120
Total Deposits ($000)	$3,253,983	$210,036
Total Equity ($000)	$592,537	$21,507
Tangible Equity ($000)	$420,708	$21,399
Tg Equity/ Tg Assets	10.82%	8.86%
YTD Net Income ($000)	$21,205	$134
YTD Net Income to Common ($000)	$18,092	$10
YTD ROAA	1.04%	0.11%
YTD ROACE	7.59%	0.12%
Stock Price (9/13/2011)	$16.93	$23.50
Price / Tg Book	151%	43%
Price / LTM Core EPS	12.2	NM
Branches at announcement	51	8

Tg = Tangible; LTM = Last Twelve Months;
YTD = Year-to-Date; EPS = Earnings Per Share
Source: SNL Financial

Pro Forma Deposit Market Share (As of June 30, 2010)

Cambria and Blair Counties

Rank	Company	Offices (1)	Deposits ($000)	Market Share
1	F.N.B. Corp.	34	$766,655	14.4%
2	First Commonwealth Fncl	17	$719,990	13.5%
3	M&T Bank Corp.	11	$713,031	13.4%
4	AmeriServ Financial Inc.	10	$604,693	11.3%
5	1st Summit Bancorp	11	$472,098	8.8%
6	Royal Bk of Scotland Group	7	$250,205	4.7%
7	***S&T / Mainline Pro Forma***	***10***	***$246,698***	***4.6%***
8	Reliance Bancorp MHC	6	$221,268	4.1%
9	Northwest Bancshares Inc.	4	$188,556	3.5%
10	Altoona First Savings Bank	4	$114,767	2.2%
	2-County Total	**172**	**$5,335,738**	**100.0%**

(1) Includes only active branches.
Source: SNL Financial

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