

NB&T Financial Group, Inc. (Wilmington, OH)
has announced its intention to acquire
Community National Corporation (Franklin, OH)
**Austin Associates served as financial advisor to NB&T Financial Group, Inc.,
 with Richard F. Maroney, Jr. serving as lead advisor.**
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Transaction Summary

- NB&T Financial Group, Inc. (Nasdaq: NBTF) has expanded its footprint in Southwest Ohio with the announced signing of a definitive agreement to acquire Community National Corporation ("Community").
- Community's shareholders will receive either \$11.41 per share in cash or 0.761 shares of NBTF, subject to allocation to ensure 50 percent of the consideration is in NBTF stock.
- NBTF is the parent company for The National Bank & Trust Company, Wilmington, Ohio (\$529 million) and Community is the parent company of Community National Bank, Franklin, Ohio (\$100 million).
- Community operates full-service offices in the communities of Franklin, Springboro, Centerville, Carlisle and Middletown, Ohio.
- NBTF will increase its market share in Warren County to be ranked No. 5 with a 5.9% share of the \$2.1 billion in total county deposits. NBTF will also expand into Butler and Montgomery Counties as a result of this transaction.

Deal Terms

Announcement Date	June 30, 2009
Deal Consideration	Cash and Stock
Aggregate Deal Value (\$Mils.)	\$6.8
Deal Value-to-Book	76%
Deal Value-to-Tangible Book	78%
Deal Value-to-Net Income	NM

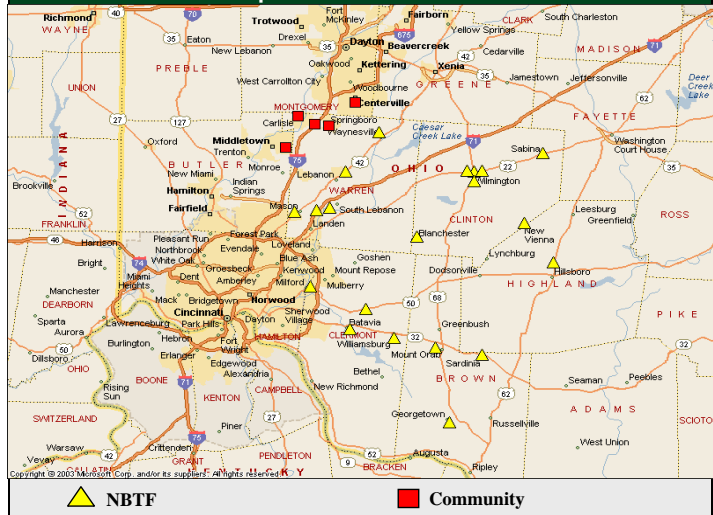
NBTF will acquire Community in a combination of stock and cash. Based on NBTF's closing price on June 30, 2009, the aggregate deal value is estimated at \$6.8 million.

Bank Financial Profiles (12-Months Ending 3/31/09)

	National Bank & Trust Co.	Community National Bank
Total Assets (\$000)	\$528,908	\$100,143
Total Loans (\$000)	\$326,281	\$70,986
Total Deposits (\$000)	\$432,090	\$90,853
Total Equity (\$000)	\$62,102	\$8,755
Tangible Equity (\$000)	\$57,440	\$8,523
Tg Equity/ Tg Assets	10.96%	8.53%
LTM Net Income (\$000)	\$3,837	-\$2,326
LTM ROAA	0.73%	-2.04%
LTM ROAE	6.18%	-24.50%
NPAs / Assets (1)	0.76%	4.68%
LTM NCOs/ Avg Loans	0.33%	2.49%
LLR/ Loans	0.91%	4.19%

Branches at Announcement 19 5

(1) Includes 90+ days past due, nonaccrual loans and OREO.
 Tg = Tangible; LTM = Last Twelve Months

Pro Forma Branch Map

Pro Forma Deposit Market Share (As of June 30, 2008)

3-County Market Area ⁽¹⁾		Number of Offices	Jun-08 Deposits (\$000)	Jun-08 Market Share
Rank	Company			
1	Fifth Third Bank	65	\$3,154,562	21.8%
2	National City Bank	45	\$1,971,278	13.6%
3	JPMorgan Chase Bank	29	\$1,583,427	11.0%
4	First Financial Bank NA	33	\$1,233,130	8.5%
5	KeyBank NA	23	\$1,086,935	7.5%
6	U.S. Bank NA	38	\$713,478	4.9%
7	Huntington Ntnl. Bank	14	\$587,659	4.1%
8	Union Savings Bank	6	\$506,183	3.5%
9	LCNB National Bank	20	\$479,468	3.3%
10	Liberty SB FSB	12	\$348,381	2.4%
12	NBTF/Community	10	\$141,569	1.0%
	All Other Institutions	161	\$2,654,309	18.4%
	Total	456	\$14,460,379	100.0%

(1) Includes Butler, Montgomery and Warren Counties