

LSB FINANCIAL CORP  
Form 425  
June 04, 2014

Old National Bancorp To Acquire  
LSB Financial Corp.  
June 4, 2014  
Filed by Old National Bancorp  
Pursuant to Rule  
425 under the Securities Act of 1933  
Subject Company: LSB Financial Corp.  
Commission File No.: 000-25070  
A Winning Combination

Lynell Walton  
Investor Relations  
Old National Bancorp

3  
Additional  
Information  
for  
Shareholders  
of  
LSB  
Financial

Corp.  
Communications  
in  
this  
document  
do  
not  
constitute  
an  
offer  
to  
sell  
or  
the  
solicitation  
of  
an  
offer  
to  
buy  
any  
securities  
or  
a  
solicitation  
of  
any  
vote  
or  
approval.  
In  
connection  
with  
the  
proposed  
merger,  
Old  
National  
Bancorp  
( Old  
National  
or  
ONB )  
will  
file  
with  
the  
Securities  
and  
Exchange

Commission  
( SEC )  
a  
Registration  
Statement  
on  
Form  
S-4  
that  
will  
include  
a  
Proxy  
Statement  
of  
LSB  
Financial  
Corp.  
( LSB  
or  
LSBI )  
and  
a  
Prospectus  
of  
Old  
National,  
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  
and  
LSB,

may  
be  
obtained  
at  
the  
SEC's  
Internet  
site  
(<http://www.sec.gov>).

You  
will  
also  
be  
able  
to  
obtain  
these  
documents  
(when  
available),  
free  
of  
charge,  
from  
Old  
National  
at  
[www.oldnational.com](http://www.oldnational.com)  
under  
the  
tab

Investor  
Relations  
and  
then  
under  
the  
heading  
Financial  
Information  
or  
from  
LSB  
by  
accessing  
LSB's  
website  
at  
[www.lsbank.com](http://www.lsbank.com)  
under

the  
heading  
About  
and  
then  
under  
the  
the  
heading  
Investor  
Relations  
Old  
National  
and  
LSB  
and  
certain  
of  
their  
directors  
and  
executive  
officers  
may  
be  
deemed  
to  
be  
participants  
in  
the  
solicitation  
of  
proxies  
from  
the  
shareholders  
of  
LSB  
in  
connection  
with  
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proposed  
merger.  
Information  
about  
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directors  
and  
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officers  
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forth  
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for  
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National s  
2014  
annual  
meeting  
of  
shareholders,  
as  
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SEC  
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Schedule  
14A  
on  
March  
14,  
2014.  
Information  
about  
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directors  
and  
executive  
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Schedule  
14A  
on  
March  
14,  
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Additional  
information  
regarding  
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interests  
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participants  
and  
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persons  
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participants  
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transaction  
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obtained  
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reading  
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Proxy  
Statement/Prospectus  
regarding  
the  
proposed  
merger  
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it  
becomes  
available.  
Free  
copies  
of  
this  
document  
may  
be  
obtained  
as  
described  
in  
the  
preceding  
paragraph.

4  
Additional  
Information  
for  
Shareholders  
of  
United  
Bancorp,

Inc.  
Communications  
in  
this  
document  
do  
not  
constitute  
an  
offer  
to  
sell  
or  
the  
solicitation  
of  
an  
offer  
to  
buy  
any  
securities  
or  
a  
solicitation  
of  
any  
vote  
or  
approval.  
In  
connection  
with  
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proposed  
merger,  
Old  
National  
Bancorp  
( Old  
National  
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ONB )  
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filed  
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Securities  
and  
Exchange

Commission  
( SEC )  
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Registration  
Statement  
on  
Form  
S-4  
(Registration  
Statement  
No.  
333-193868)  
that  
includes  
a  
Proxy  
Statement  
of  
United  
Bancorp,  
Inc.  
( United  
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Prospectus  
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National,  
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documents  
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proposed  
transaction.  
The  
SEC  
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Form  
S-4  
Registration  
Statement  
effective  
May

15,  
2014.  
Shareholders  
are  
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Statement  
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Proxy  
Statement/Prospectus  
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contain  
important  
information.  
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the  
Proxy  
Statement/Prospectus,  
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other  
filings  
containing  
information  
about  
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National  
and  
United,  
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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  
at  
[www.oldnational.com](http://www.oldnational.com)  
under  
the  
tab  
Investor  
Relations  
and  
then  
under  
the  
heading  
Financial  
Information  
or  
from



United  
by  
accessing  
United's  
website  
at  
www.ubat.com  
under  
the  
heading  
About  
Us  
and  
then  
under  
the  
tab  
Investor  
Relations  
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Filings.  
Old  
National  
and  
United  
and  
certain  
of  
their  
directors  
and  
executive  
officers  
may  
be  
deemed  
to  
be  
participants  
in  
the  
solicitation  
of  
proxies  
from

the  
shareholders  
of  
United  
in  
connection  
with  
the  
proposed  
merger.  
Information  
about  
the  
directors  
and  
executive  
officers  
of  
Old  
National  
is  
set  
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in  
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proxy  
statement  
for  
Old  
National's  
2014  
annual  
meeting  
of  
shareholders,  
as  
filed  
with  
the  
SEC  
on  
a  
Schedule  
14A  
on  
March  
14,  
2014.  
Information  
about

the  
directors  
and  
executive  
officers  
of  
United  
is  
set  
forth  
in  
United s  
Annual  
Report  
on  
Form  
10-K,  
as  
filed  
with  
the  
SEC  
on  
February  
28,  
2014.  
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.  
Free  
copies  
of  
this  
document  
may  
be  
obtained  
as  
described  
in  
the  
preceding  
paragraph.

5  
Disclosures  
Forward-Looking  
Statements  
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  
mergers.  
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  
acquisitions  
of  
United  
Bancorp,  
Inc.  
and  
LSB  
Financial  
Corp.;  
changes  
in  
the  
economy  
which  
could  
materially  
impact  
credit  
quality

trends  
and  
the  
ability  
to  
generate  
loans  
and  
gather  
deposits;  
failure  
or  
circumvention  
o  
f 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  
Old  
National 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.

6  
Old National Bancorp to Acquire LSB Financial Corp.  
Expansion in Lafayette is a key part of  
ONB's strategy.  
Consistent with ONB's goal of  
transforming the franchise into higher  
growth markets  
Significantly enhances ONB's



presence in the strong college market  
with a #3 pro forma deposit market  
share ranking

LSB (NASDAQ: LSBI), the largest bank  
headquartered in Lafayette, offers 5  
branches and \$312 million of deposits in  
Lafayette, Indiana, more than doubling  
ONB's presence in the area.

(1) Pending branches from UBMI transaction

7  
1  
Excluding  
Chicago-Naperville-Elgin  
IL-IN-WI,  
Cincinnati  
OH-KY-IN  
and

Louisville/Jefferson  
County  
KY-IN  
MSAs  
2  
Tippecanoe  
county  
employment  
figures  
as  
of  
January  
28,  
2014  
Using  
U.S.  
census  
data,  
SNL  
Financial  
FDIC  
Summary  
of  
Deposits  
data  
as  
of  
June  
30,  
2013  
2  
nd  
fastest  
household  
growth  
in  
Indiana  
5  
th  
most  
populated  
in  
Indiana  
1  
with  
207k  
8  
th  
out  
of

184  
in  
Forbes  
2013  
Best  
Small  
Places  
for  
Business and Careers  
Recently selected by GE to house a \$100 million jet  
engine assembly factory  
Top  
Employers  
2  
:

Purdue  
University

15,612

Subaru  
of  
Indiana

3,700

Wabash  
National

3,323  
Notable business operations in Lafayette  
Projected HHI & Pop. Change 13- 18  
Lafayette MSA  
Branches  
Deposits  
Mkt. Share

1  
JPMorgan Chase & Co.

6  
\$541,594  
20.1%

2  
First Merchants Corp.

10  
493,776  
18.4%

3  
Pro Forma

8

384,137

14.3%

3

Regions Financial Corp.

8

358,511

13.3%

4

LSB Financial Corp.

5

314,955

11.7%

5

Salin Bancshares Inc.

7

152,581

5.7%

6

Huntington Bancshares Inc.

3

131,237

4.9%

7

Lafayette Community Bancorp

4

130,852

4.9%

8

Farmers and Merchants Bancorp

2

96,173

3.6%

9

First Financial Bancorp.

4

93,126

3.5%

10

Fifth Third Bancorp

4

87,493

3.3%

11

Benton Financial Corp.

2

77,733

2.9%

12

Old National Bancorp

3

69,182

2.6%

Market Total

70

2,690,656

Lafayette-West Lafayette, IN MSA

16.1%

19.2%

21.1%

23.6%

3.6%

2.8%

2.1%

4.6%

US

Midwest

Indiana

Lafayette

HHI Pop.

HHI Pop.

HHI Pop.

HHI Pop.

Bob Jones  
President and CEO  
Old National Bancorp

9  
Transaction Highlights

2.269  
common  
shares  
1  
of



ONB  
+  
\$10.63  
per  
share  
in  
cash  
(fixed)  
for  
each  
common  
share  
of  
LSBI

Approximately  
75%  
stock  
/  
25%  
cash

Assumes  
3.6  
million  
shares  
of  
ONB  
common  
stock  
issued

Expected  
to  
be  
immediately  
accretive  
in  
2015  
by  
approximately  
\$7.5  
million,  
or  
\$.03  
per  
share

Modest  
tangible

book  
value  
dilution  
of  
approximately  
2%  
expected  
at  
closing,  
inclusive  
of  
\$8.2  
million  
of  
pre-tax  
merger  
and  
acquisition  
charges

Projected  
capital  
ratios  
exceed  
well-capitalized  
guidelines

Expected  
to  
create  
goodwill  
and  
intangibles  
of  
approximately  
\$43.0  
million

No  
additional  
common  
equity  
raise  
necessary

Transaction  
anticipated  
to  
close  
mid

to  
late  
4Q14,  
subject  
to  
regulatory  
and  
LSBI  
shareholder  
approval  
and  
other  
customary  
closing  
conditions

Approximately  
40%  
of  
non-interest  
expense,  
or  
\$4.4  
million  
on  
a  
pre-tax  
basis,  
expected  
to  
be  
fully  
achieved  
in  
2015  
1  
The  
exchange  
ratio  
is  
subject  
to  
adjustment  
under  
certain  
circumstances  
as  
provided  
in  
the

merger  
agreement.

2

Includes  
the  
in-the-money  
value  
of  
the  
outstanding  
stock  
options.

3

See  
Appendix  
for  
Non  
GAAP  
Reconciliation  
Modeling  
assumes  
merger  
and  
acquisition  
charges  
to  
be  
booked  
in  
4Q14  
Consideration  
Financial Impact  
Operating  
Efficiencies  
Capital  
Closing

Loan  
credit  
mark  
estimated  
at  
\$11.7  
million,  
or  
4.5%  
of  
total  
gross  
loans

Loan  
interest  
rate  
mark  
estimated  
at  
\$13.0  
million,  
or  
5.0%  
of  
total  
gross  
loans  
Loan Mark  
Deal Value

\$41.67  
per  
LSBI  
share,  
or  
approximately  
\$66.7  
million  
in  
the  
aggregate  
2

,  
assuming  
an  
ONB  
price  
of  
\$13.68  
(closing  
price  
as  
of  
June  
3,  
2014)

13.0x  
LTM  
earnings  
with  
cost

savings

158%

price

/

tangible

book

value

3

(3/31/14)

10  
Transaction Rationale  
Compelling  
Strategic  
Rationale

Meaningful  
extension

in  
Lafayette  
that  
strengthens  
ONB s  
overall  
Indiana  
footprint  
by  
reinforcing  
its  
high-quality  
markets

Adds  
5  
full-service  
branches  
with  
\$312  
million  
in  
deposits  
and  
\$261  
million  
in  
loans  
2

Further  
distances  
ONB  
from  
the  
\$10B  
Durbin  
threshold  
with  
over  
\$11.6B  
in  
pro  
forma  
assets  
at  
close

Well-defined,  
achievable



operating  
efficiencies  
that  
drive  
enhanced  
operating  
leverage  
and  
profitability  
Financially  
Attractive

Allows  
Old  
National  
to  
prudently  
and  
accretively  
deploy  
excess  
capital,  
based  
upon  
conservative  
assumptions

Approximately  
\$7.5  
million,  
or  
\$.03  
per  
share,  
accretive  
to  
2015  
earnings

Tangible  
book  
value  
dilution  
of  
approximately  
2%  
at  
closing

Tangible

book  
value  
earn  
back  
period  
of  
approximately  
5  
years  
3  
(inclusive  
of  
acquisition  
costs)

Internal  
rate  
of  
return  
exceeds  
internal  
hurdle  
Low Risk  
Opportunity

Comprehensive  
due  
diligence  
completed,  
including  
extensive  
credit  
review

In-market  
transaction  
with  
an  
established  
and  
complementary  
customer  
base  
and  
business  
mix

Retention  
of  
key

management  
members

Positive  
relationship  
with  
Lafayette  
management  
and  
board  
Financial  
data

as  
of  
March  
31,  
2014,  
per  
SNL  
Financial  
and  
Company  
documents  
Modeling  
assumes  
merger  
and  
acquisition  
charges

to  
be  
booked  
in  
4Q14  
Consideration  
of  
2.269  
common  
shares  
1  
of  
ONB  
+  
\$10.63  
per  
share  
in  
cash  
(fixed)  
for

each  
common  
share  
of  
LSBI  
Implied  
Transaction  
value  
of  
approximately  
\$41.67  
per  
LSBI  
share  
and  
\$66.7  
million  
in  
the  
aggregate,  
assuming  
ONB  
price  
of  
\$13.68  
(closing  
price  
as  
of  
June  
3,  
2014)  
1  
The  
exchange  
ratio  
is  
subject  
to  
adjustment  
under  
certain  
circumstances  
as  
provided  
in  
the  
merger  
agreement.

2

Excludes  
loans  
held  
for  
sale  
3  
Defined  
as  
the  
number  
of  
years  
for  
pro  
forma  
TBV  
per  
share  
to  
exceed  
stand-alone  
projected  
TBV  
per  
share,  
inclusive  
of  
acquisition  
costs

11  
Covering Durbin  
Anticipated  
2015  
earnings  
per  
share  
accretion

from  
recent  
acquisitions

1

:

Tower Financial Corp. \$.08 to \$.10

United Bancorp \$.06

LSB Financial Corp. \$.03

Durbin amendment expected to impact earnings \$.04 to \$.07 per share after-tax on an annualized basis

Actual 2015 Durbin impact expected to impact earnings \$.02 to \$.04 per share after-tax (due to July 1

st

, 2015 effective date)

\$.17 to \$.19 cumulative accretion

Our recent acquisitions are expected to cover our anticipated Durbin impact

1

Anticipated

earnings

accretion

at

each

respective

deal s

announcement

date

12  
Summary  
ONB has a proven track record of performance  
Last  
four  
bank  
deals  
met



or  
exceeded  
expectations  
on  
expense  
saves,  
internal  
rate  
of  
return,  
earnings  
per  
share  
accretion,  
credit  
performance  
and  
tangible  
book  
value  
earn  
back  
Financially  
attractive

Meaningful  
earnings  
accretion  
expected  
while  
retaining  
strong  
capital  
position

Achievable  
cost  
saves  
expected

Revenue  
potential  
(not  
built  
into  
model)  
from  
Wealth  
Management  
and

Insurance  
Efficient  
use  
of  
capital  
Integration  
experience  
and  
retention  
of  
key  
management  
minimizes  
execution  
risk  
Strategic  
fill-in  
of  
attractive  
Lafayette  
market  
expected  
to  
enhance  
franchise  
value

Old National Bancorp  
Thank You  
Q&A

Old National Bancorp  
Appendix

15  
Returned to  
community  
bank model  
2004  
2005  
Sold non-  
strategic

market  
Clarksville, TN

5 branches  
2006  
Sold non-  
strategic market

O Fallon, IL  
1 branch  
2007  
2008  
2009  
2010  
2011  
2012  
2013

Acquired St.  
Joseph Capital  
Entry into  
Northern IN  
market  
February, 2007  
Acquired 65  
Charter One  
branches  
throughout  
Indiana  
March, 2009  
Acquired Monroe  
Bancorp  
Enhanced  
Bloomington, IN  
presence  
January, 2011  
Acquired IN  
Community  
Entry into  
Columbus, IN  
September, 2012  
FDIC-assisted  
acquisition of  
Integra Bank  
July, 2011  
Sold non-  
strategic  
market  
Chicago-area -  
4 branches  
Consolidation of

21 branches  
Acquired 24  
MI / IN branches  
July, 2013  
Consolidation  
of 2 branches  
Consolidation  
of 8 branches  
Consolidation  
of 1 branch  
Consolidation  
of 10 branches  
Consolidation  
of 12 branches  
Consolidation  
of 44 branches  
Consolidation  
of 5 branches  
Sold 12  
branches  
Consolidation  
of 22  
branches  
Purchased 182 + 23 pending  
Sold 22  
Consolidated 128  
Acquired Tower  
Financial  
Enhancing Ft.  
Wayne, IN  
presence April,  
2014  
Pending  
acquisition of  
United  
Bancorp  
Entry into  
Ann Arbor, MI  
2014  
Consolidation  
of 3 branches  
Pending  
acquisition of  
LSB Financial  
Corp.,  
Lafayette, IN  
Transforming Old National's Landscape

16  
2004  
2014  
16  
Transforming Old National's Landscape  
Pending UBMI and LSBI locations



17

-

New markets since 2004

Per SNL Financial

2014 map includes pending UBMI locations

Market

MSA Population

Adding Markets with Greater Populations

2004

Bloomington, IN

162,131

Kalamazoo, MI

328,709

South Bend, IN

319,575

Indianapolis, IN

1,913,665

>50k

<50k

Counties with Populations

Columbus, IN

77,943

Ft. Wayne, IN

421,029

Lafayette, IN

205,437

Louisville, KY

1,247,256

Ann Arbor, MI

348,690

2014

18  
An Experienced Acquirer  
Partner  
Monroe

Integra Bank  
Indiana  
community  
BofA - 24  
Branches  
Tower  
Financial  
United  
Bancorp<sup>1</sup>  
Deal Type  
Traditional  
FDIC-Assisted  
Traditional  
Branch Deal  
Traditional  
Traditional  
Principal Geography  
Bloomington,  
IN  
Evansville, IN  
Columbus, IN /  
I-65 Corridor  
Southwest MI /  
Northern IN  
Fort Wayne, IN  
Ann Arbor, MI  
Purchase Price  
\$84  
NM  
\$79  
\$23  
\$108  
\$173  
Total Assets  
\$838  
\$1,900  
\$985  
\$756  
\$681  
\$919  
% Stock Consideration  
100%  
NM  
100%  
0%  
71%  
80%  
Announce Date  
10/6/2010  
7/29/2011

1/25/2012

1/9/2013

9/10/2013

1/8/2014

Close Date

1/1/2011

7/29/2011

9/15/2012

7/12/2013

4/25/2014

Early 3Q14

Cost Saves

30%

75%

35%

N/A

35%

32%

Credit Mark

5.5% to 6.5%

N/A

12.0%

N/A

10.2%

8.6%

Interest Rate Mark

3.0%

N/A

4.4%

N/A

3.8%

3.5%

EPS Accretion (First Full Year)

\$.06 to \$.07

\$0.23

\$.06 to \$.08

\$.03 to \$.05

\$.08 to \$.10

\$0.06

Deposit Premium

5.5%

1.0%

1.6%

2.9%

9.7%

13.0%

At deal announcement date

\$ in millions

1

Anticipated closing early 3Q14

NM  
=  
Not  
Meaningful

19  
MMDA & Sav.  
30.7%  
Retail  
33.3%  
Jumbo  
5.6%  
Non-int.

bearing

14.1%

NOW & Trans.

16.2%

MMDA & Sav.

73.2%

Retail

10.3%

Jumbo

3.8%

Non-int.

bearing

7.6%

NOW & Trans.

5.1%

1-4 Family

35.5%

Multifamily

2.1%

CRE

19.7%

C&D

2.8%

Farm & Ag.

4.5%

C&I

17.2%

Cons. & Other

18.2%

Balance Sheet Mix as of March 31, 2014

Old National

LSBI

Pro Forma

Old National

LSBI

Pro Forma

Per SNL Financial/company documents as of March 31, 2014, including Tower and pending United transactions

1-4 Family

35.9%

Multifamily

2.8%

CRE

20.0%

C&D

2.8%

Farm & Ag.

4.4%

C&I

16.7%

Cons. & Other



17.4%  
1-4 Family  
44.2%  
Multifamily  
18.8%  
CRE  
28.3%  
C&D  
1.8%  
Farm & Ag.  
2.5%  
C&I  
4.0%  
Cons. & Other  
0.4%  
MMDA & Sav.  
71.7%  
Retail  
11.1%  
Jumbo  
3.8%  
Non-int.  
bearing  
7.8%  
NOW & Trans.  
5.5%

20  
Estimated Merger and Acquisition Charges  
HR-related expenses  
\$2.6  
Processing and communication expense  
3.8  
Professional fees  
1.0

Occupancy expense

.4

Marketing

.4

Total estimated merger and acquisition charges<sup>1</sup>

\$8.2

\$ in millions, pre-tax

1

Modeling assumes merger and acquisition charges to be booked in 4Q14

21  
Non GAAP Reconciliation  
Deal Price Per Share to LSBI s TBV  
GAAP Shareholders  
Equity at March 31, 2014  
\$41,283  
Deduct: Goodwill and Intangibles  
0

Tangible Common Shareholders

Equity

41,283

Common Shares Issued and Outstanding at Period End

1566.9

Tangible Common Book Value at March 31, 2014

\$26.35

Deal Consideration Per Common Share

\$41.67

Price to Tangible Book Value

158%

\$ in millions

Per SNL Financial based on LSBI company filings

22

ONB's Peer Group

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

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



23

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

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