



## AMBASSADOR FINANCIAL GROUP

Notes from the Ambassador Bank Vault

November 18, 2016

### Mergers & Acquisitions: A Look at Ohio Make Sure It's Clear Now

#### Summary

*"...let them know that the grass may be greener on the other side, but believe me, it's just as hard to cut." – Little Richard*

We opine that consolidation activity will slow down as the market digests the sudden and sharp run-up bank stocks experienced since the election of Mr. Trump. There are typically more deals when potential acquirers enjoy stronger currencies, however, the considerable price appreciation of bank stocks may encourage potential sellers to wait for better deal terms. As always, banks are sold; and not bought!

Bank consolidation in Ohio, the focus of this *Industry Report*, has been fairly active in recent years, which reflects the improved economy, abundance of smaller community banks, and desire on the part of acquirers to gain new customers and achieve greater efficiencies. Since the start of 2008, there have been 54 merger transactions with Ohio sellers. Thus far in 2016, nine deals were announced vs. seven deals for all of 2015. By far, the largest announced deal over the past 12 months was the acquisition of FirstMerit Corporation by Huntington Bancshares Incorporated (NASDAQ: HBAN). This transaction was completed in August 2016.

**Based on anecdotal evidence and recent history, it appears that deal activity over the longer-term will remain steady, but there are few reasons to expect deal pace in the Buckeye State (and elsewhere) to accelerate rapidly in the short-run. This should be particularly true given the aforementioned considerable price movement of bank stocks over the past week or so.** We also believe that most community banks have learned to cope with the industry-wide challenges; and investors have accepted lower profitability metrics caused by the macro operating environment. While hopeful that the macro operating environment will improve (regulatory costs should have crested and tax rates will be lowered), but we adopt a more cautious attitude regarding the economic and interest rate environment. We also opine that succession and other social issues are the chief reasons why community bank management sell rather than remain independent.

The primary goal of buyers' appears to be finding an institution that expands the bank's geographic franchise, with cost savings and increasing scale as secondary considerations. We believe aggressive competition for quality loans entices banks to seek new commercial and retail customers outside of traditional markets. As long as pricing discipline is maintained, this strategy makes sense given continued net interest margin pressure. In addition, any further development of the Utica and Marcellus shale basins creates more potential to attract business to eastern Ohio over the next decade. Buyers, however, appear more price-sensitive and less willing to make deals with significant tangible book value dilution and earn-back periods.

|   |   |  |   |  |
|---|---|--|---|--|
| <b>Rick Weiss</b><br>610.724.7133<br>rweiss@ambfg.com | <b>Matt Resch</b><br>610.351.1633<br>mresch@ambfg.com | <b>Rob Pachence</b><br>610.351.1633<br>rpachence@ambfg.com | <b>Eric Tesche</b><br>610.351.1633<br>etesche@ambfg.com | <b>Michael Harrison</b><br>610.351.1633<br>mharrison@ambfg.com |
|---|---|--|---|--|

Locations: Allentown, PA 610.351.1633  
Rockville, MD 240.242.4083  
Chicago, IL 312.466.7646

www.ambfg.com  
MEMBER FINRA/SIPC

## Highlights

- Ohio, which is the subject of this *Industry Report*, has a relatively large number of community banks versus other Midwest states. That said, only Ohio 13 banks have total assets greater than \$1 billion. Although many smaller institutions face serious earnings and regulatory challenges, there are banks located in counties which should benefit from the Utica and Marcellus shale fields if and when exploration and production activity picks up again.
- Ohio is diverse demographically, culturally, and economically. The state is home to 11.6 million people, or 4% of the U.S. population. **Excluding the large banks highlighted in the next two bullet points, about 50 publicly-traded community banks have only approximately 25% of Ohio's total deposits.** Both local and out-of-state acquirers looking to build market share should be attracted to Ohio's more desirable counties, which are included in *Appendix B*.
- The top three Ohio banks - Fifth Third Bancorp (NASDAQ: FITB), Huntington Bancshares (NASDAQ: HBAN), and KeyCorp (NYSE: KEY) have a combined deposit market share of 37%.
- The three largest out-of-state banks U.S. Bancorp (NYSE: USB), PNC Financial (NYSE: PNC), and JPMorgan Chase (NYSE: JPM) have a combined deposit market share in Ohio of about 36%. Other larger banks headquartered outside the state, but with an Ohio presence include Citizens Financial Group, Inc., (NYSE: CFG), Well Fargo & Co. (NYSE: WFC), New York Community (NYSE: NYCB), and WesBanco, Inc. (NASDAQ: WSBC).
- On a national and year-over-year basis, the number of mergers has remained fairly healthy. There have been 217 bank deals since January 1, 2016, compared with 233 deals for the same period, last year.
- There have been nine whole bank deals thus far in 2016 with Ohio sellers compared with seven deals for all of 2015. Ohio deals, however, should be smaller in size due to the number of smaller banks and less companies with the capacity or desire to buy larger institutions.
- Recent deals with Ohio sellers have used a combination of stock and cash as consideration. Banks with stronger currencies should favor stock deals, which helps maintain comfortable capital ratios.
- There are several out-of-state banks and thrifts, which we view as interested acquirers of Ohio institutions. Among the relatively larger institutions, the more logical buyers appear to be Chemical Financial Corporation (NASDAQ: CHFC), First Commonwealth Financial Corporation (NYSE: FCF), Horizon Bancorp, Inc. (NASDAQ: HBNC), MainSource Financial Group, Inc. (NASDAQ: MSFG), Northwest Bancshares (NASDAQ: NWBI), and WesBanco. Community Bank System (NYSE: CBU) and F.N.B. Corp. (NYSE: FNB) are both experienced acquirers, but could be on the sidelines due to their recently-announced acquisitions.
- Ohio's community banks trade at relatively low valuations compared with national pricing multiples. Please see *Valuation Summary* and *Appendix A*.
- If the yield curve should flatten should the Fed were to raise interest rates, community bankers may seek a partner to help overcome earnings pressure. As we go to press, the spread between two-year and five-year Treasury notes was 66 basis points compared with 70 basis points as of December 31, 2015.
- Institutions with significant commercial real estate loan concentrations could face heightened regulatory scrutiny. We believe this has factored into the strategic planning process at many community banks.

- Ohio, as a whole, is slow-growing; however, there are faster-growing and/or more densely populated counties. **Any further development of the Marcellus and Utica shale fields over the next few years potentially benefits many smaller banks in eastern Ohio and may make them more desirable acquisition targets.** We surmise that recent election results portend more drilling activity if economically feasible.
- Banks of all sizes need to upgrade risk management systems, which will weigh down efficiency ratios and earnings. Complex customer relationship management systems, asset/liability procedures, and credit review processes help profitability and reduce risk over time, but it is difficult for investors to assess infrastructure improvements. Smaller companies, in particular, seem more likely to sell as they do not have enough interest-earning assets or other revenue drivers to offset increased fixed costs.
- Consolidation activity could be restrained by managements' desire to remain independent for social and other issues, rather than adhering to the strict discipline of maximizing shareholder value. Mergers of equals could make sense financially, but deals are restrained due to social factors.
- At this stage of the M&A cycle, we tend to find value among both buyers and sellers as deal premiums are justified by projected earnings accretion and reasonable tangible book value earn-back periods.
- Mergers of equals often make sense financially, but rarely occur due to social factors. The difficulty of forming a *de novo* bank probably restricts deal activity, as sellers have one less career path option.
- Despite increased shareholder activism, we anticipate hostile deals to remain rare given the historically low rate of success due to regulation and industry customs. Management may desire to remain independent for social and other reasons, rather than strictly adhere to the discipline of maximizing shareholder value. Considerations for potential sellers include the earnings challenges, ongoing technology and cyber-security costs, regulatory demands, succession planning, edgy shareholder activists, and attractive deal premiums.

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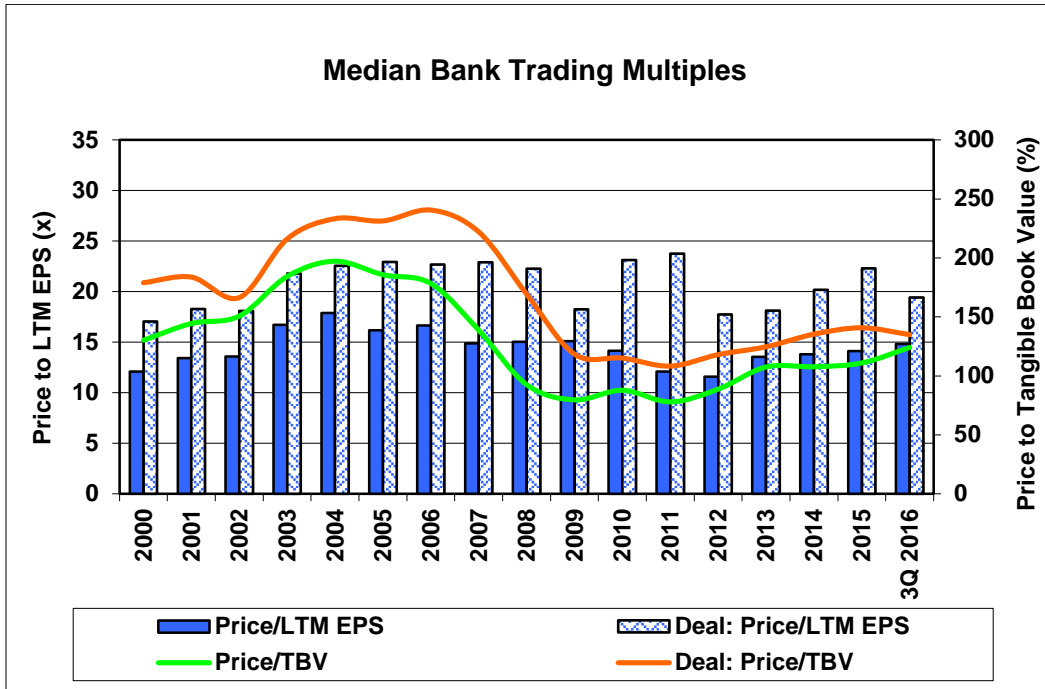
## Valuation Summary

Based on anecdotal evidence, it appears that there is disparity regarding pricing expectations between buyers and sellers. Investors often assess deals based on tangible book value and not necessarily earnings. It appears that potential buyers have balked at rich book value valuations and longer earn-back periods, even if deals are accretive to earnings.

As of November 16, 2016 (when we went to press), the median price-to-trailing 12 month earnings and price-to-tangible book multiples for Ohio banks and thrifts (ex. MHCs) with assets between \$500 million and \$15 billion were 14.1x and 131%, respectively. As of the same date, all Midwest banks and thrifts in the same asset range were trading at median multiples of 15.6x and 132%, respectively. Nationally, the median price-to-trailing 12 month earnings and price-to-tangible book multiples for banks and thrifts in the same asset range were 17.1x and 146%, respectively. Many of the stock prices of those banks are based on tangible book value, rather than earnings.

Since the election of Donald Trump as president, the KBW Nasdaq Bank index increased approximately 14% compared with a 3% increase in the Dow Jones Industrial Index. Reasons for the optimism regarding bank stocks include the possibility of lower tax rates, an easing of regulatory demands and costs, and the potential for higher interest rates, which should improve banks' earnings, all other things remaining equal.

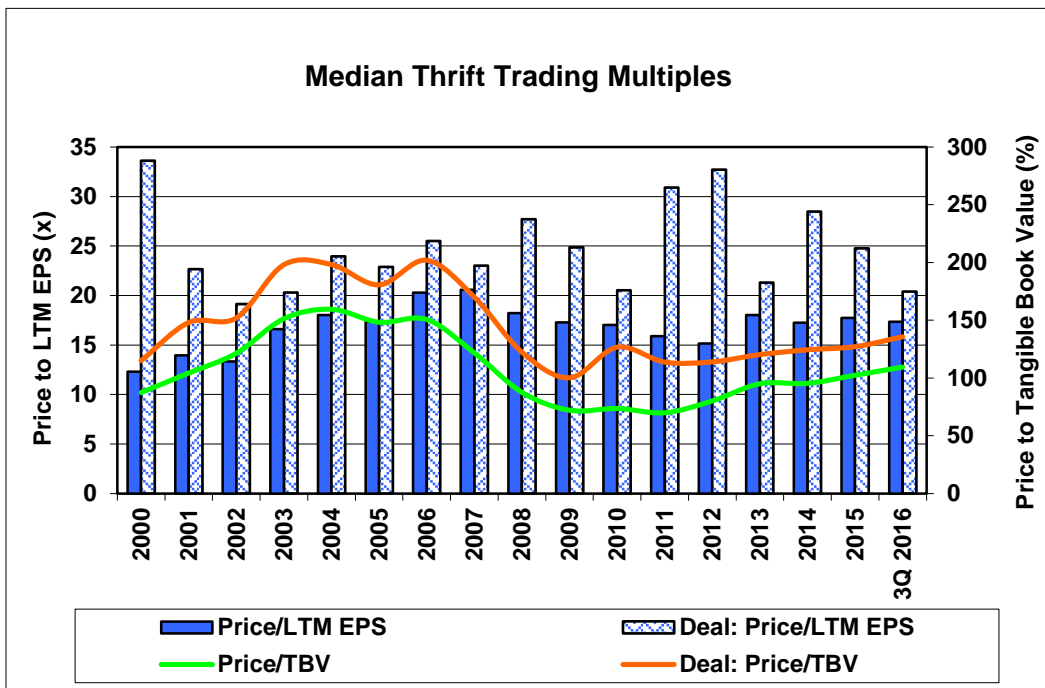
Figure 1



Includes all publicly traded U.S. banks

Source: SNL Financial

Figure 2



Includes all publicly traded U.S. banks

Source: SNL Financial

## Investment Thesis

Merger activity has been fairly steady in Ohio as there have been both in-state transactions and deals with out-of-state acquirers. **Smaller companies, in particular, face earnings issues and elevated regulatory demands, but management and board teams show much resiliency to cope with these challenges.** Market expectations seem to have been ratcheted down in the low interest rate environment and there still is a pricing disparity between sellers' expectations and buyers' ability to pay market premiums without incurring significant earnings dilution. In the meantime, bank valuations appear rich based strictly on fundamentals, particularly in light of the recent stock run-up following the election results last week.

On a national basis, there were 223 bank and thrift deals thus far in 2016, compared with 259 deals for the same period, last year and 291 deals for the 12 months ending December 31, 2015. Since the mid 1980s, there have been thousands of acquisitions/mergers as the number of banks decreased from approximately 15,000 to approximately 5,300 today. We also believe Ohio deals will occur mainly in faster-growing markets such as Cincinnati and Columbus where buyers have increased odds of accelerating earnings growth, although franchises in slower-growing markets can be desirable because of their core deposits and less competition.

**Increased CRE loan concentration has attracted more regulatory scrutiny.** Bank regulators, including The Office of the Comptroller of the Currency ("OCC"), the Board of Governors of the Federal Reserve System ("Fed"), and the Federal Deposit Insurance Corporation ("FDIC") have greater concerns regarding low capitalization rates and fast-appreciating property values. These agencies also noted that CRE loan underwriting standards have eased and certain risk management practices at some institutions that cause concern include a greater number of underwriting policy exceptions and insufficient monitoring of market conditions. The agencies specified supervisory criteria that they intend to focus on to reduce portfolio risk: (1) total construction, land development and other land loans representing 100% or more of total risk-based capital; (2) total CRE loans representing 300% or more of total risk-based capital; and (3) if the outstanding balance of the institution's CRE and/or construction loan portfolio increased 50% or more during the prior 36 months.

**Institutions with outsized CRE loan portfolios may expect regulators to require more detailed plans to identify, measure, and monitor CRE concentrations; raise underwriting standards; slow growth; and/or to raise capital.** We believe that some management teams will prefer to sell the institution instead.

Among the larger community banks in Ohio, First Financial Bancorp (NASDAQ: FFBC), which has total assets of \$8.4 billion, and Park National Corp (NYSE: PRK), which has total assets of \$7.4 billion, will face challenges if and when their total assets exceed \$10 billion. Among other items mandated by the Dodd-Frank Act, institutions which exceed \$10 billion are capped on fees they can charge retailers, face more extensive stress tests, and are directly regulated by the Consumer Finance Protection Board. That said, elections do have consequences and there could be regulatory relief for community banks in 2017.

We could see more Board and shareholder activist pressure on management of selected banks and thrifts to capitulate given the difficulty of rationalized independence if the franchise has shown mediocre performance. **While causing board pressure and boosting the odds of a sale, unfriendly deals will likely remain rare given the historically low rate of success due to regulation and prevailing industry customs.** Dissident shareholders typically pressure management through proxy contests.

**We regard the Fed as the wildcard, which could materially affect the merger and acquisition arena.** Largely due to the low interest rate environment, net interest margins remain under pressure. Newly-originated loans

generally have yields lower than those of legacy loans and funding costs cannot be significantly reduced at this point.

**We believe the yield curve could flatten more should the Fed decide to materially raise Fed funds rates.** As we go to press, it appears that the Fed will raise rates 25 basis points at the next meeting in December 2016. If so, banks could face the same problems as in the previous decade should the recent rise in longer-term rates and increased steepness to the yield curve prove to be yet another head fake.

Although credit quality generally remained steadfast through the third quarter of 2016, results from the latest Shared National Credit (SNC) Review by the FDIC, Fed, and OCC indicated that future losses and problem loans might increase significantly in the next credit cycle. The review indicated that classified assets remained high compared with previous periods of economic expansion.

**Figure 3: Ohio Bank Deals Since 2013**

| Buyer/Target Name                                       | Status     | Announce Date | Deal Value (\$MM) | Price/ Tang. Book (%) | Price/ LTM Earnings (X) | Core Dep. Premium (%) |
|---|------------|---------------|-------------------|-----------------------|-------------------------|-----------------------|
| First Commonwealth Financial Corp/ DCB Financial Corp   | Pending    | 10/3/2016     | 106.4             | 176.8                 | 8.9                     | NA                    |
| United Community Financial Corp./ Ohio Legacy Corp      | Pending    | 9/8/2016      | 40.3              | NA                    | 31.5                    | 6.5                   |
| First Defiance Financial Corp./ Commercial Bancshares   | Pending    | 8/23/2016     | 66.3              | 164.0                 | 14.3                    | 11.3                  |
| Middlefield Banc Corp./ Liberty Bank, NA                | Pending    | 7/28/2016     | 37.7              | NA                    | NA                      | 6.3                   |
| First State Bancorp, Inc./ First Safety Bank            | Completion | 3/24/2016     | 12.2              | NA                    | NA                      | 5.7                   |
| Huntington Bancshares Incorporated/ FirstMerit Corp.    | Completion | 1/26/2016     | 3,437.4           | 169.1                 | 15.3                    | 7.4                   |
| United Bankers' Bancorp, Inc./ Bankers Bancshares, Inc. | Completion | 2/29/2016     | 11.0              | NA                    | NA                      | -3.1                  |
| Ohio Valley Banc Corp./ Milton Bancorp, Inc.            | Completion | 1/7/2016      | 15.7              | NA                    | NA                      | 7.5                   |
| CNB Financial Corporation/ Lake National Bank           | Completion | 12/30/2015    | 24.8              | NA                    | NA                      | 11.0                  |
| Farmers National Banc Corp./ Tri-State 1st Banc, Inc.   | Completion | 6/24/2015     | 14.2              | NA                    | NA                      | 2.9                   |
| First Commonwealth Financial/ First Community Bank      | Completion | 5/11/2015     | 14.8              | NA                    | NA                      | 3.6                   |
| Farmers National Banc Corp./ National Bancshares        | Completion | 1/27/2015     | 70.6              | 142.8                 | 11.7                    | 5.9                   |
| First Merchants Corporation/ C Financial Corporation    | Completion | 1/6/2015      | 14.5              | NA                    | NA                      | 7.7                   |
| First Citizens Banc Corp/ TCNB Financial Corporation    | Completion | 9/11/2014     | 17.3              | NA                    | NA                      | 7.3                   |
| First Financial Bancorp./ Guernsey Bancorp, Inc.        | Completion | 4/29/2014     | 13.5              | NA                    | NA                      | 8.8                   |
| LCNB Corp./ BNB Bancorp, Inc.                           | Completion | 12/29/2014    | 12.6              | NA                    | NA                      | NA                    |
| Northwest Bancshares, Inc./ LNB Bancorp, Inc.           | Completion | 12/15/2014    | 180.7             | 195.0                 | 23.9                    | 11.2                  |
| Peoples Bancorp Inc./ NB&T Financial Group, Inc.        | Completion | 8/4/2014      | 104.4             | 151.5                 | 22.6                    | 6.9                   |
| Community Bancshares, Inc./ Citizens Bank of Ashville   | Completion | 7/15/2014     | 12.2              | NA                    | NA                      | 4.5                   |
| United Bancshares, Inc./ Ohio State Bank                | Completion | 7/1/2014      | 1.98              | NA                    | NA                      | -3.5                  |
| First Financial Bancorp./ Guernsey Bancorp, Inc.        | Completion | 4/29/2014     | 13.5              | NA                    | NA                      | 8.8                   |
| Peoples Bancorp Inc./ Ohio Heritage Bancorp, Inc.       | Completion | 4/4/2014      | 37.7              | 146.9                 | 26.5                    | 7.4                   |
| Peoples Bancorp Inc./ Midwest Bancshares, Inc.          | Completion | 1/21/2014     | 12.6              | 107.3                 | 32.0                    | 1.2                   |
| First Financial Bancorp./ Insight Bank                  | Completion | 12/20/2013    | 36.6              | 166.0                 | NA                      | 20.2                  |
| LCNB Corp./ Eaton National Bank and Trust Co.           | Completion | 10/28/2013    | 24.8              | NA                    | NA                      | 5.0                   |
| Huntington Bancshares, Inc./ Camco Financial Corp.      | Completion | 10/10/2013    | 98.1              | 121.2                 | 7.5                     | 6.0                   |
| Peoples Bancorp Inc./ Ohio Commerce Bank                | Completion | 7/2/2013      | 16.5              | NA                    | NA                      | 8.6                   |
| Croghan Bancshares, Inc./ Indebancorp                   | Completion | 6/21/2013     | 29.1              | NA                    | NA                      | 4.7                   |
| CNB Financial Corporation/ FC Banc Corp.                | Completion | 3/26/2013     | 40.5              | 117.2                 | 10.9                    | 2.3                   |

Deals announced through November 16, 2016

Source: SNL Financial



**Figure 4: Ohio Thrift Deals Since 2008**

| Buyer/Target Name                                     | Status     | Announce Date | Deal Value (\$MM) | Price/ Tang. Book (%) | Price/ LTM Earnings (X) | Core Dep. Premium (%) |
|---|------------|---------------|-------------------|-----------------------|-------------------------|-----------------------|
| Southern Hills Community Bank/ Ripley Federal Savings | Pending    | 9/29/2016     | NA                | NA                    | NA                      | NA                    |
| MainSource Financial Group, Inc./ Cheviot Financial   | Completion | 11/24/2015    | 107.4             | 123.4                 | 60.2                    | 5.4                   |
| First Mutual Holding Co./ Belpre Savings Bank         | Pending    | 8/20/2015     | NA                | NA                    | NA                      | NA                    |
| Community Savings/ Home Building and Loan Company     | Completion | 6/3/2014      | NA                | NA                    | NA                      | NA                    |
| Peoples Bancorp Inc./ North Akron Savings Bank        | Completion | 4/21/2014     | 20.1              | NA                    | NA                      | 6.3                   |
| Ohio Farmers Insurance Company/ Valley Savings Bank   | Completion | 3/18/2014     | NA                | NA                    | NA                      | NA                    |
| First Financial Bancorp./ First Bexley Bank           | Completion | 12/18/2013    | 44.5              | 185.4                 | NA                      | 12.7                  |
| F.N.B. Corporation/ PVF Capital Corp.                 | Completion | 2/19/2013     | 109.6             | 141.5                 | 22.8                    | 6.9                   |
| Talmer Bancorp Inc./ First Place Bank                 | Completion | 10/29/2012    | 45.0              | NA                    | NA                      | -6.4                  |
| ASB Financial Corp./ Cottage Savings Bank             | Completion | 6/8/2012      | 9.4               | NA                    | NA                      | 9.0                   |
| Cheviot Financial Corp./ First Franklin Corporation   | Completion | 10/13/2010    | 24.6              | 112.0                 | NM                      | NA                    |
| First Federal SLA of Lakewood/ Century Bank           | Completion | 9/7/2010      | NA                | NA                    | NA                      | NA                    |
| Leesburg Federal Savings Bank/ Home Builders Assoc.   | Completion | 8/26/2010     | NA                | NA                    | NA                      | NA                    |
| CSB Bancorp, Inc./ Indian Village Bancorp, Inc.       | Completion | 5/14/2008     | 8.1               | 95.5                  | NM                      | 0.3                   |
| First Place Financial Corp./ OC Financial, Inc.       | Completion | 4/2/2008      | 7.5               | 124.9                 | NM                      | 3.9                   |

Deals announced through November 16, 2016

Source: SNL Financial

**On a national scale, the stock price performance of acquirers was generally strong over the past 36 months or so.** From the time that deals were announced in 2014, 2015, and 2016 through November 15, 2016, the stock prices of buyers have outperformed the SNL U.S. Bank and Thrift Index by a median of 5.5%. We generally attribute such performance to the overall market and deals that were reasonably valued and made sense strategically. We opine that low premium deals afford higher price potential on a combined basis because management does not need to extract cost savings that hurt, rather than help, long-term profitability.

**Examples of recent Ohio deals are shown below.**

- On October 3, 2016, First Commonwealth, which is headquartered in Indiana, PA, announced an agreement to acquire DCB Financial Corporation (OTC: Pink DCBF). DCB Financial is based near Columbus and has total assets around \$556 million. The transaction is valued at approximately \$106 million; and the consideration is 80% stock and 20% cash. The acquisition transaction is priced at approximately 177% of tangible book value and 8.9x trailing 12-month earnings. DCB's stock price soared 75.6% over the two days following the announcement whereas First Commonwealth's stock price fell 3.2% over the same time period.
- Youngstown-based United Financial Community Corp. (NASDAQ: UCFC) agreed to acquire North Canton-based, Ohio Legacy Corp. on September 8, 2016. Ohio Legacy has total assets of approximately \$320 million and the combined company will have total assets of \$2.5 billion. The merger between United Financial and Ohio Legacy was valued at \$40.3 million and the consideration will be 50% stock and 50% cash. At the time of announcement, the transaction was valued at approximately 140% of tangible book value and 31.5x trailing 12-month earnings. The core deposit premium was 6.45% at the time of announcement.
- On August 23, 2016, First Defiance Financial Corp. (NASDAQ: FDEF) agreed to acquire Commercial Bancshares, Inc. Commercial Bancshares is based in Upper Sandusky and had total assets of \$342 million and seven branches. The aggregate deal value was approximately \$66 million and the consideration will be 20% cash and 80% stock. The deal was valued at approximately 164% of tangible book value and 14.3x trailing 12-month earnings. The core deposit premium was 11.3% at the time of the announcement. The acquisition price represented a one-day market premium of 51.6%, based on Commercial Bancshares' stock price of \$34.50 on August 22, 2016.
- Huntington Bancshares acquired First Merit Corporation on August 16, 2016. Announced on January 26, 2016, the aggregate deal value was \$3.4 billion and the consideration was stock and cash. First Merit is headquartered in Akron, and had total assets of approximately \$25.2 billion. At completion, the deal was priced at 167% of tangible book value and 16.4x trailing 12-month earnings. Huntington's stock price fell 6.1% over the two days following the announcement.

Ohio Market Demographics

Figure 5

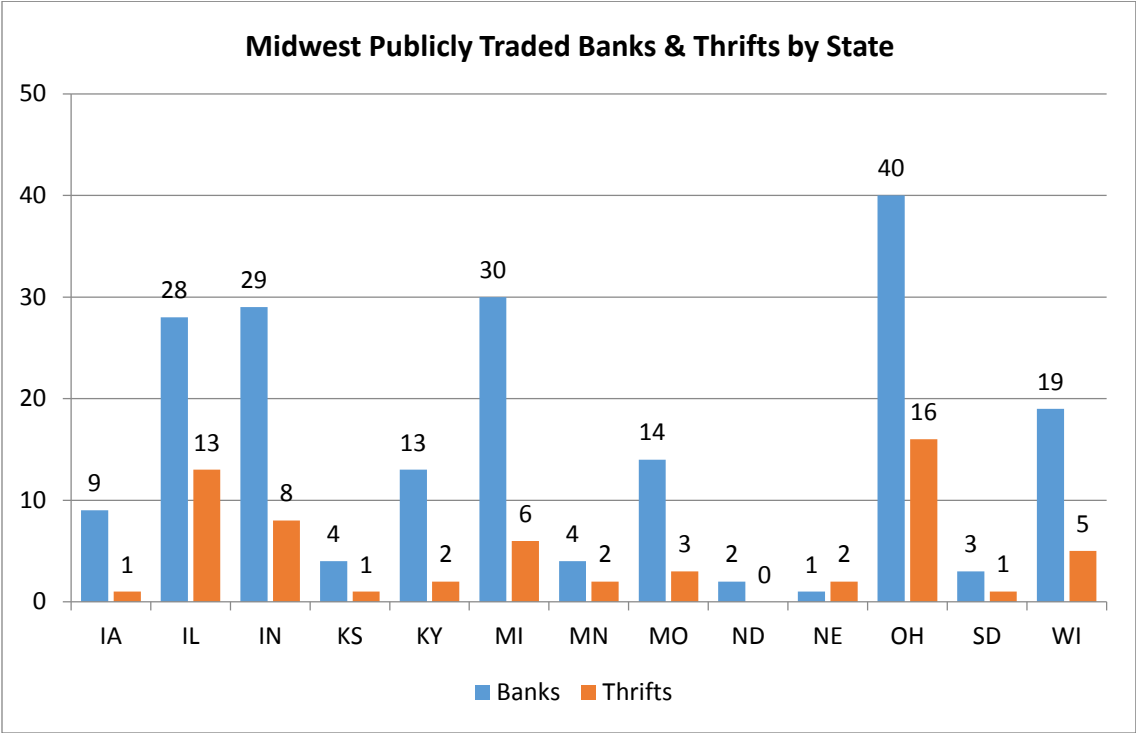
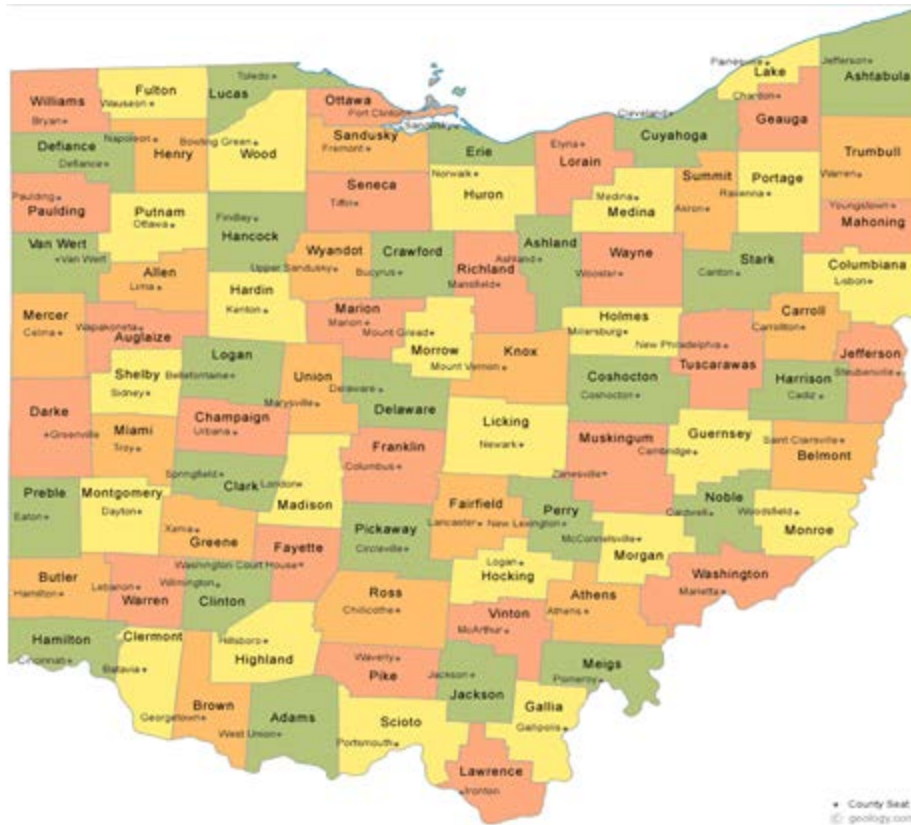


Figure 6



Source: Geology.com

Due in large part to its location in the central part of the United States, Ohio has an industrial-based economy with an emphasis on manufacturing. The state has ports along Lake Erie and there are major rivers, which provide a gateway to many of America's markets. Ohio's industries include steel, automobiles, rubber products, chemicals, machine tools, and building materials. The state is also situated at the eastern end of the corn and meat belts, as agriculture also generates a significant economic contribution. According to the U.S. Bureau of Labor Statistics, the seasonally adjusted unemployment rate in Ohio was 4.8% in November 2016, versus the national unemployment rate of 4.9%.

**Further development of the Utica and Marcellus as an energy-producing region could help return rural eastern Ohio to its industrial roots.** In the 1850s, Ohio was one of the first states to produce oil and was the home of John D. Rockefeller's Standard Oil, which was established in 1850. Because the Utica Basin underlies the Marcellus, much of the infrastructure needed to drill for oil/gas already exists. The Utica shale is under most of eastern Ohio and all of Stark County. The Ohio Geological Survey calculated that a Utica//Point Pleasant reserve potential estimate for Ohio was 1.96 billion to 8.2 billion barrels of oil equivalent, which potentially makes it one of the bigger discoveries in United States history. There could be significant job creation, although anti-development and environment groups could stunt economic growth due to contamination fears caused by hydraulic fracturing. According to the State of Ohio Department of Jobs and Family Services (February 2016 Report), shale and shale-related employment increased an average of 183,000 jobs in Ohio since 2011.

Drilling and fracking activity has dropped dramatically in rural, eastern Ohio due to the decline in oil and gas prices. Oil prices are down due to many global factors, including the decision of OPEC not to curtail production despite declining prices. For example, Ohio issued two drilling permits in 2010, 712 permits in 2015, and 414 permits in 2016 according to the Ohio Department of Natural Resources. Projections regarding the oil and gas industries are outside the scope of this report, but it seems logical to assume that a resumption of drilling activities will benefit Ohio counties located near the Utica and Marcellus shale fields.

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| <b>Appendix A: Ohio Bank &amp; Thrift Highlights</b> |               |                          |                            |   |                                      |                     |                     |                            |                                     |
|--|---------------|--------------------------|----------------------------|---|--------------------------------------|---------------------|---------------------|----------------------------|-------------------------------------|
| <b>Publicly Traded Ohio Bank Highlights</b>          |               |                          |                            |   |                                      |                     |                     |                            |                                     |
| <b>Company Name</b>                                  | <b>Ticker</b> | <b>Market Cap (\$MM)</b> | <b>Total Assets (\$MM)</b> | <b>Tang. Common Equity/Tang. Assets (%)</b> | <b>NPA's* / Loans &amp; OREO (%)</b> | <b>LTM ROAA (%)</b> | <b>LTM ROAE (%)</b> | <b>Price / LTM EPS (X)</b> | <b>Price / Tang. Book Value (%)</b> |
| Andover Bancorp, Inc.                                | ANDC          | 59                       | 398                        | 10.1  | 0.84                                 | 1.05                | 10.1                | 16.6                       | 147                                 |
| Citizens Independent Bancorp, Inc.                   | CZID          | 14                       | 181                        | 10.2  | 0.43                                 | 0.55                | 5.5                 | 15.7                       | 76                                  |
| Civista Bancshares Inc.                              | CIVB          | 125                      | 1,372                      | 6.7   | 0.78                                 | 1.08                | 10.8                | 9.9                        | 138                                 |
| Commercial Bancshares, Inc.                          | CMOH          | 62                       | 342                        | 11.2  | 0.22                                 | 1.16                | 10.5                | 14.0                       | 161                                 |
| Community Bancshares, Inc.                           | CNUN          | NA                       | 869                        | 10.6  | 0.81                                 | 0.79                | 7.0                 | NA                         | NA                                  |
| Comunibanc Corporation                               | CBCZ          | 18                       | 288                        | 10.0  | 3.80                                 | 0.84                | 8.8                 | 13.4                       | 63                                  |
| Consumers Bancorp, Inc.                              | CBKM          | 44                       | 433                        | 10.2  | 0.90                                 | 0.84                | 8.2                 | 18.9                       | 99                                  |
| Cortland Bancorp                                     | CLDB          | 80                       | 621                        | 9.7   | 0.76                                 | 0.78                | 8.0                 | 16.5                       | 132                                 |
| Croghan Bancshares, Inc.                             | CHBH          | 95                       | 809                        | NA  | NA                                   | 1.08                | 8.4                 | 10.8                       | 122                                 |
| CSB Bancorp, Inc.                                    | CSBB          | 77                       | 654                        | 9.3   | 0.56                                 | 1.04                | 10.3                | 12.0                       | 127                                 |
| DCB Financial Corp                                   | DCBF          | 114                      | 565                        | 10.5  | 0.88                                 | -0.30               | -2.9                | NM                         | 192                                 |
| Diamond Bancshares, Inc.                             | DMNB          | 6                        | 97                         | NA  | NA                                   | NA                  | NA                  | NA                         | NA                                  |
| Empire Bancshares, Inc.                              | EBSH          | 12                       | 113                        | 12.7  | 2.63                                 | 0.55                | 4.7                 | NA                         | 84                                  |
| F&M Bancorp  | FMOO          | 15                       | 130                        | 12.0  | NA                                   | NA                  | NA                  | 11.9                       | 98                                  |
| Farmers & Merchants Bancorp, Inc.                    | FMAO          | 160                      | 1,044                      | 11.8  | 0.34                                 | 1.17                | 9.6                 | 14.2                       | 131                                 |
| Farmers National Banc Corp.                          | FMNB          | 325                      | 1,961                      | 8.9   | 0.51                                 | 1.10                | 10.0                | 17.4                       | 191                                 |
| FFD Financial Corporation                            | FFDF          | 32                       | 297                        | 9.5   | 0.85                                 | 1.71                | 18.0                | 8.6                        | 114                                 |
| Fifth Third Bancorp                                  | FITB          | 18,815                   | 143,279                    | 9.2   | 0.84                                 | 1.45                | 12.2                | 11.1                       | 145                                 |
| First Bancshares, Inc.                               | FIBH          | 18                       | 214                        | 7.7   | NA                                   | 0.89                | 11.3                | 14.0                       | 111                                 |
| First Bank of Ohio                                   | FBOO          | 30                       | 175                        | 37.0  | 0.35                                 | 1.20                | 3.2                 | 14.8                       | 46                                  |

Financial data as of or for the three months ending September 30, 2016, or if not available the three months ending June 30, 2016.

Pricing data as of November 16, 2016

Source: SNL Financial

| <b>Publicly Traded Ohio Bank Highlights (continued)</b> |               |                          |                            |                             |                             |                     |                     |                    |                             |
|---|---------------|--------------------------|----------------------------|-----------------------------|-----------------------------|---------------------|---------------------|--------------------|-----------------------------|
| <b>Company Name</b>                                     | <b>Ticker</b> | <b>Market Cap (\$MM)</b> | <b>Total Assets (\$MM)</b> | <b>Tang. Common Equity/</b> | <b>NPAs* /</b>              | <b>LTM ROAA (%)</b> | <b>LTM ROAE (%)</b> | <b>Price /</b>     | <b>Price /</b>              |
|   |               |                          |                            | <b>Tang. Assets (%)</b>     | <b>Loans &amp; OREO (%)</b> |                     |                     | <b>LTM EPS (X)</b> | <b>Tang. Book Value (%)</b> |
| First Citizens Nat'l of U. Sandusky                     | FSDK          | 27                       | 242                        | 16.9                        | 0.00                        | 0.55                | 3.3                 | 21.5               | 66                          |
| First Financial Bancorp.                                | FFBC          | 1,558                    | 8,368                      | 8.0                         | NA                          | 1.10                | 10.7                | 18.4               | 239                         |
| FNB, Inc.   | FIDS          | 24                       | 224                        | NA                          | NA                          | NA                  | NA                  | NA                 | 113                         |
| Heartland BancCorp                                      | HLAN          | 92                       | 791                        | 9.0                         | 0.78                        | 1.05                | 11.5                | 10.7               | 129                         |
| Hocking Valley Bancshares, Inc.                         | HCKG          | 28                       | 245                        | NA                          | NA                          | NA                  | NA                  | NA                 | NA                          |
| Huntington Bancshares Incorporated                      | HBAN          | 12,941                   | 100,765                    | 7.0                         | NA                          | 0.58                | 5.6                 | 16.8               | 188                         |
| KeyCorp   | KEY           | 18,080                   | 135,805                    | 8.3                         | 0.88                        | 0.55                | 5.1                 | 19.0               | 165                         |
| Killbuck Bancshares, Inc.                               | KLIB          | 74                       | 493                        | 10.6                        | 0.00                        | 1.11                | 10.3                | 15.8               | 142                         |
| LCNB Corp.  | LCNB          | 193                      | 1,334                      | 8.7                         | 0.60                        | 0.88                | 7.9                 | 16.5               | 172                         |
| Middlefield Banc Corp.                                  | MBCN          | 80                       | 762                        | 9.7                         | 1.31                        | 0.70                | 6.9                 | 10.9               | 109                         |
| Minster Financial Corp.                                 | MTFC          | 53                       | 435                        | NA                          | NA                          | NA                  | NA                  | NA                 | NA                          |
| Ohio Legacy Corp  | OLCB          | 39                       | 346                        | 7.6                         | 0.64                        | 0.38                | 4.3                 | 33.3               | 150                         |
| Ohio Valley Banc Corp.                                  | OVBC          | 112                      | 970                        | 10.3                        | 1.61                        | 0.16                | 1.4                 | 14.7               | 114                         |
| Pandora Bancshares, Inc.                                | PDRB          | 11                       | 152                        | 9.0                         | 1.30                        | 0.63                | 7.2                 | 13.5               | 81                          |
| Park National Corporation                               | PRK           | 1,751                    | 7,364                      | 9.3                         | 2.17                        | 1.47                | 14.7                | 20.2               | 258                         |
| Peoples Bancorp Inc.                                    | PEBO          | 512                      | 3,364                      | NA                          | 0.92                        | 0.94                | 7.1                 | 19.4               | 175                         |
| SB Financial Group, Inc.                                | SBFG          | 68                       | 802                        | 7.1                         | 0.47                        | 1.28                | 11.9                | 10.8               | 122                         |
| SSNB, Inc.  | SDGB          | 5                        | 109                        | NA                          | NA                          | NA                  | NA                  | NA                 | NA                          |
| United Bancorp, Inc.                                    | UBCP          | 59                       | 426                        | 10.1                        | 0.49                        | 0.88                | 8.7                 | 15.4               | 137                         |
| United Bancshares, Inc.                                 | UBOH          | 64                       | 615                        | 10.7                        | 1.87                        | 0.89                | 7.3                 | 11.9               | 99                          |
| <b>Median</b>   |               |                          |                            | <b>9.7</b>                  | <b>0.79</b>                 | <b>0.89</b>         | <b>8.3</b>          | <b>14.8</b>        | <b>129</b>                  |
| <b>Average</b>  |               |                          |                            | <b>10.6</b>                 | <b>0.95</b>                 | <b>0.89</b>         | <b>8.2</b>          | <b>15.3</b>        | <b>132</b>                  |

Financial data as of or for the three months ending September 30, 2016, or if not available the three months ending June 30, 2016.

Pricing data as of November 16, 2016

Source: SNL Financial

| <b>Publicly Traded Ohio Thrift Highlights</b> |               |                          |                            |                             |                             |                     |                     |                    |                             |
|---|---------------|--------------------------|----------------------------|-----------------------------|-----------------------------|---------------------|---------------------|--------------------|-----------------------------|
| <b>Company Name</b>                           | <b>Ticker</b> | <b>Market Cap (\$MM)</b> | <b>Total Assets (\$MM)</b> | <b>Tang. Common Equity/</b> | <b>NPAs* /</b>              | <b>LTM ROAA (%)</b> | <b>LTM ROAE (%)</b> | <b>Price /</b>     | <b>Price /</b>              |
|   |               |                          |                            | <b>Tang. Assets (%)</b>     | <b>Loans &amp; OREO (%)</b> |                     |                     | <b>LTM EPS (X)</b> | <b>Tang. Book Value (%)</b> |
| ASB Financial Corp.                           | ASBN          | 26                       | 273                        | 9.3                         | NA                          | 1.09                | 10.8                | 12.2               | 102                         |
| Central Federal Corporation                   | CFBK          | 23                       | 408                        | 6.8                         | 0.26                        | 0.53                | 5.2                 | 6.9                | 84                          |
| Cincinnati Bancorp (MHC)                      | CNNB          | 16                       | 152                        | 11.7                        | 0.04                        | 0.37                | 3.2                 | NA                 | 92                          |
| Community Investors Bancorp, Inc.             | CIBN          | 11                       | 140                        | 8.8                         | 3.00                        | 0.45                | 5.2                 | 12.4               | 91                          |
| First Defiance Financial Corp.                | FDEF          | 391                      | 2,450                      | 9.6                         | 0.98                        | 1.16                | 9.8                 | 14.1               | 171                         |
| First Niles Financial, Inc.                   | FNFI          | 10                       | 95                         | 13.4                        | NA                          | 0.07                | 0.5                 | NM                 | 79                          |
| Greenville Federal Financial Corp.            | GVFF          | 18                       | 159                        | 12.9                        | NA                          | 0.48                | 3.7                 | 27.3               | 86                          |
| Home City Financial Corporation               | HCFL          | 16                       | 156                        | 11.2                        | NA                          | 1.05                | 9.5                 | 11.4               | 91                          |
| Home Loan Financial Corporation               | HLFN          | 34                       | 201                        | 12.6                        | NA                          | 1.49                | 11.8                | 10.7               | 133                         |
| MW Bancorp, Inc.                              | MWBC          | 14                       | 124                        | 13.0                        | NA                          | 0.24                | 1.8                 | 18.4               | 90                          |
| Peoples-Sidney Financial Corp.                | PPSF          | 11                       | 111                        | 13.5                        | 2.95                        | 0.21                | 1.6                 | 25.0               | 72                          |
| Perpetual Federal Savings Bank                | PFOH          | 60                       | 387                        | 17.4                        | 1.42                        | 1.22                | 7.0                 | 12.1               | 89                          |
| TFS Financial Corporation (MHC)               | TFSL          | 5,292                    | 12,914                     | 12.8                        | 0.82                        | 0.72                | 5.4                 | 66.5               | 321                         |
| United Community Financial Corp.              | UCFC          | 381                      | 2,160                      | 11.8                        | 1.37                        | 0.98                | 8.4                 | 21.6               | 150                         |
| Versailles Financial Corporation              | VERF          | 8                        | 58                         | 20.0                        | NA                          | -2.27               | -11.0               | NM                 | 66                          |
| Wayne Savings Bancshares, Inc.                | WAYN          | 42                       | 446                        | 8.9                         | 0.48                        | 0.49                | 5.3                 | 16.3               | 105                         |
|   |               |                          |                            |                             |                             |                     |                     |                    |                             |
|   |               |                          |                            | <b>12.2</b>                 | <b>0.98</b>                 | <b>0.51</b>         | <b>5.2</b>          | <b>14.1</b>        | <b>91</b>                   |
|   |               |                          |                            | <b>12.1</b>                 | <b>1.26</b>                 | <b>0.52</b>         | <b>4.9</b>          | <b>19.6</b>        | <b>114</b>                  |

Financial data as of or for the three months ending September 30, 2016, or if not available the three months ending June 30, 2016.

Pricing data as of November 16, 2016

Source: SNL Financial



**Appendix B: Deposit Market Share by County**

| <b>County: Hamilton, OH</b>                  |                                    |                 |                     |  |                               |                                   |
|--|------------------------------------|-----------------|---------------------|--|-------------------------------|-----------------------------------|
| <b>Total Population:</b>                     |                                    | <b>809,968</b>  |                     |  |                               |                                   |
| <b>Median Household Income:</b>              |                                    | <b>\$51,239</b> |                     |  |                               |                                   |
| <b>Projected HH Income Change 2017-2022:</b> |                                    | <b>8.18%</b>    |                     |  |                               |                                   |
| <b>Rank</b>                                  | <b>Institution</b>                 | <b>Ticker</b>   | <b>Branch Count</b> | <b>Total Deposits in Market (\$mm)</b> | <b>Total Market Share (%)</b> | <b>Deposits Per Branch (\$mm)</b> |
| 1  | U.S. Bancorp                       | USB             | 50                  | 50,356                                 | 57.2                          | 1,007                             |
| 2  | Fifth Third Bancorp                | FITB            | 60                  | 25,226                                 | 28.7                          | 420                               |
| 3  | PNC Financial Services Group, Inc. | PNC             | 44                  | 4,859                                  | 5.5                           | 110                               |
| 4  | Huntington Bancshares Incorporated | HBAN            | 15                  | 1,741                                  | 2.0                           | 116                               |
| 5  | JPMorgan Chase & Co.               | JPM             | 13                  | 1,294                                  | 1.5                           | 100                               |
| 6  | Union Savings Bank                 | 2               | 8                   | 792                                    | 0.9                           | 99                                |
| 7  | KeyCorp                            | KEY             | 15                  | 527                                    | 0.6                           | 35                                |
| 8  | MainSource Financial Group         | MSFG            | 14                  | 497                                    | 0.6                           | 35                                |
| 9  | Guardian Bancorp, Inc.             | -               | 4                   | 389                                    | 0.4                           | 97                                |
| 10   | North Side Bank and Trust Co       | -               | 8                   | 368                                    | 0.4                           | 46                                |
| 11   | First Financial Bancorp.           | FFBC            | 13                  | 354                                    | 0.4                           | 27                                |
| 12   | Harrison Building and Loan Assoc   | -               | 2                   | 167                                    | 0.2                           | 83                                |
| 13   | WesBanco, Inc.                     | WSBC            | 8                   | 159                                    | 0.2                           | 20                                |
| 14   | CBank                              | -               | 2                   | 124                                    | 0.1                           | 62                                |
| 15   | Garfield Acquisition Corp          | -               | 4                   | 119                                    | 0.1                           | 30                                |
| 16   | Stock Yards Bancorp, Inc.          | SYBT            | 3                   | 112                                    | 0.1                           | 37                                |
| 17   | Cincinnati Bancorp                 | CNNB            | 4                   | 105                                    | 0.1                           | 26                                |
| 18   | BB&T Corporation                   | BBT             | 2                   | 103                                    | 0.1                           | 52                                |
| 19   | Eagle Savings Bank                 | -               | 3                   | 99                                     | 0.1                           | 33                                |
| 20   | Miami Savings Bank                 | -               | 2                   | 93                                     | 0.1                           | 47                                |

Source: SNL Financial

**County: Cuyahoga, OH**

**Total Population:** 1,250,090  
**Median Household Income:** \$46,292  
**Projected HH Income Change 2017-2022:** 5.21%

| <b>Rank</b> | <b>Institution</b>                 | <b>Ticker</b> | <b>Branch<br/>Count</b> | <b>Total<br/>Deposits<br/>in Market<br/>(\$mm)</b> | <b>Total<br/>Market<br/>Share<br/>(%)</b> | <b>Deposits<br/>Per Branch<br/>(\$mm)</b> |
|-------------|------------------------------------|---------------|-------------------------|--|---|---|
| 1           | KeyCorp                            | KEY           | 52                      | 13,735   | 28.0                                      | 264                                       |
| 2           | PNC Financial Services Group, Inc. | PNC           | 48                      | 7,607  | 15.5                                      | 158                                       |
| 3           | Citizens Financial Group, Inc.     |               | 43                      | 6,456  | 13.2                                      | 150                                       |
| 4           | Huntington Bancshares Incorporated | HBAN          | 81                      | 5,230  | 10.7                                      | 65  |
| 5           | TFS Financial Corporation          | TFSL          | 14                      | 4,708  | 9.6                                       | 336                                       |
| 6           | Fifth Third Bancorp                | FITB          | 36                      | 2,617  | 5.3                                       | 73  |
| 7           | JPMorgan Chase & Co.               | JPM           | 17                      | 2,102  | 4.3                                       | 124                                       |
| 8           | U.S. Bancorp                       | USB           | 45                      | 1,698  | 3.5                                       | 38  |
| 9           | Dollar Bank, Federal Savings Bank  | -             | 21                      | 1,445  | 3.0                                       | 69  |
| 10          | New York Community Bancorp, Inc.   | NYCB          | 20                      | 1,437  | 2.9                                       | 72  |
| 11          | First Mutual Holding Co.           | -             | 13                      | 1,014  | 2.1                                       | 78  |
| 12          | F.N.B. Corporation                 | FNB           | 8                       | 341  | 0.7                                       | 43  |
| 13          | Independence BancCorp              | -             | 1                       | 165  | 0.3                                       | 165                                       |
| 14          | Middlefield Banc Corp.             | MBCN          | 2                       | 129  | 0.3                                       | 65  |
| 15          | Peoples Bancorp Inc.               | PEBO          | 1                       | 105  | 0.2                                       | 105                                       |
| 16          | Ohio Farmers Insurance Company     | -             | 1                       | 86   | 0.2                                       | 86  |
| 17          | Chemical Financial Corporation     | CHFC          | 1                       | 78   | 0.2                                       | 78  |
| 18          | Northern Trust Corporation         | NTRS          | 1                       | 29   | 0.1                                       | 29  |
| 19          | Northwest Bancshares, Inc.         | NWBI          | 1                       | 24   | 0.1                                       | 24  |
| 20          | Pioneer Savings Bank               | -             | 1                       | 17   | 0.0                                       | 17  |

Source: SNL Financial

**County: Franklin, OH**

**Total Population:** 1,278,474  
**Median Household Income:** \$56,023  
**Projected HH Income Change 2017-2022:** 7.59%

| <b>Rank</b> | <b>Institution</b>                 | <b>Ticker</b> | <b>Branch<br/>Count</b> | <b>Total<br/>Deposits<br/>in Market<br/>(\$mm)</b> | <b>Total<br/>Market<br/>Share<br/>(%)</b> | <b>Deposits<br/>Per Branch<br/>(\$mm)</b> |
|-------------|------------------------------------|---------------|-------------------------|--|---|---|
| 1           | Huntington Bancshares Incorporate  | HBAN          | 70                      | 19,177   | 39.5                                      | 274                                       |
| 2           | JPMorgan Chase & Co.               | JPM           | 49                      | 12,525   | 25.8                                      | 256                                       |
| 3           | PNC Financial Services Group, Inc. | PNC           | 42                      | 5,244  | 10.8                                      | 125                                       |
| 4           | Fifth Third Bancorp                | FITB          | 42                      | 4,776  | 9.8                                       | 114                                       |
| 5           | U.S. Bancorp                       | USB           | 34                      | 1,283  | 2.6                                       | 38  |
| 6           | KeyCorp                            | KEY           | 21                      | 1,172  | 2.4                                       | 56  |
| 7           | Wells Fargo & Company              | WFC           | 1                       | 802  | 1.7                                       | 802                                       |
| 8           | Heartland BancCorp                 | HLAN          | 11                      | 509  | 1.1                                       | 46  |
| 9           | WesBanco, Inc.                     | WSBC          | 10                      | 467  | 1.0                                       | 47  |
| 10          | First Financial Bancorp.           | FFBC          | 6                       | 459  | 0.9                                       | 76  |
| 11          | Union Savings Bank                 | -             | 6                       | 395  | 0.8                                       | 66  |
| 12          | First Merchants Corporation        | FRME          | 7                       | 325  | 0.7                                       | 46  |
| 13          | Columbus First Bancorp, Inc.       | -             | 1                       | 256  | 0.5                                       | 256                                       |
| 14          | Arlington Bank                     | -             | 3                       | 254  | 0.5                                       | 85  |
| 15          | Park National Corporation          | PRK           | 5                       | 163  | 0.3                                       | 33  |
| 16          | CNB Financial Corporation          | -             | 3                       | 134  | 0.3                                       | 45  |
| 17          | Benchmark Bancorp, Inc.            | -             | 1                       | 90   | 0.2                                       | 90  |
| 18          | Central Federal Corporation        | -             | 1                       | 89   | 0.2                                       | 89  |
| 19          | First Commonwealth Financial       | FCF           | 3                       | 82   | 0.2                                       | 27  |
| 20          | MSB Capital Corporation            | -             | 1                       | 79   | 0.2                                       | 79  |

Source: SNL Financial

**County: Summit, OH**

**Total Population:** 541,960  
**Median Household Income:** \$53,456  
**Projected HH Income Change 2017-2022:** 7.82%

| <b>Rank</b> | <b>Institution</b>                | <b>Ticker</b> | <b>Branch<br/>Count</b> | <b>Total<br/>Deposits<br/>in Market<br/>(\$mm)</b> | <b>Total<br/>Market<br/>Share<br/>(%)</b> | <b>Deposits<br/>Per Branch<br/>(\$mm)</b> |
|-------------|-----------------------------------|---------------|-------------------------|--|---|---|
| 1           | Huntington Bancshares             | HBAN          | 46                      | 5,042  | 39.7                                      | 110                                       |
| 2           | JPMorgan Chase & Co.              | JPM           | 14                      | 1,566  | 12.3                                      | 112                                       |
| 3           | PNC Financial Services Group      | PNC           | 19                      | 1,561  | 12.3                                      | 82  |
| 4           | KeyCorp                           | KEY           | 14                      | 1,119  | 8.8                                       | 80  |
| 5           | Fifth Third Bancorp               | FITB          | 13                      | 756  | 6.0                                       | 58  |
| 6           | Citizens Financial Group, Inc.    | CFG           | 16                      | 625  | 4.9                                       | 39  |
| 7           | TFS Financial Corporation         | TFSL          | 3                       | 506  | 4.0                                       | 169                                       |
| 8           | New York Community Bancorp        | NYCB          | 5                       | 452  | 3.6                                       | 90  |
| 9           | U.S. Bancorp                      | USB           | 12                      | 255  | 2.0                                       | 21  |
| 10          | Ohio Farmers Insurance            | -             | 3                       | 194  | 1.5                                       | 65  |
| 11          | Northwest Bancshares, Inc.        | NWBI          | 2                       | 127  | 1.0                                       | 64  |
| 12          | Central Federal Corporation       |               | 1                       | 120  | 1.0                                       | 120                                       |
| 13          | Peoples Bancorp Inc.              | PEBO          | 4                       | 95   | 0.7                                       | 24  |
| 14          | Dollar Bank, Federal Savings Bank | -             | 2                       | 88   | 0.7                                       | 44  |
| 15          | Middlefield Banc Corp.            | MBCN          | 1                       | 60   | 0.5                                       | 60  |
| 16          | F.N.B. Corporation                | FNB           | 3                       | 55   | 0.4                                       | 18  |
| 17          | Civista Bancshares Inc.           | CIVB          | 1                       | 35   | 0.3                                       | 35  |
| 18          | United Community Financial        | UCFC          | 1                       | 22   | 0.2                                       | 22  |
| 19          | Apple Creek Banc Corp             | -             | 1                       | 10   | 0.1                                       | 10  |
| 20          | Woodforest Financial Group, Inc.  | -             | 1                       | 3  | 0.0                                       | 3   |

Source: SNL Financial

**County: Lucas, OH**

**Total Population:** 431,845  
**Median Household Income:** \$45,294  
**Projected HH Income Change 2017-2022:** 8.44%

| <b>Rank</b> | <b>Institution</b>               | <b>Ticker</b> | <b>Branch<br/>Count</b> | <b>Total<br/>Deposits<br/>in Market<br/>(\$mm)</b> | <b>Total<br/>Market<br/>Share<br/>(%)</b> | <b>Deposits<br/>Per Branch<br/>(\$mm)</b> |
|-------------|----------------------------------|---------------|-------------------------|--|---|---|
| 1           | Fifth Third Bancorp              | FITB          | 21                      | 1,988  | 25.2                                      | 95  |
| 2           | Huntington Bancshares            | HBAN          | 19                      | 1,769  | 22.4                                      | 93  |
| 3           | KeyCorp                          | KEY           | 18                      | 1,203  | 15.3                                      | 67  |
| 4           | PNC Financial Services Group     | PNC           | 13                      | 735  | 9.3                                       | 57  |
| 5           | Signature Bancorp, Inc.          | SBNY          | 1                       | 682  | 8.7                                       | 682                                       |
| 6           | Citizens Financial Group, Inc.   | CFG           | 15                      | 613  | 7.8                                       | 41  |
| 7           | Waterford Bancorp, Inc.          | -             | 1                       | 477  | 6.0                                       | 477                                       |
| 8           | GenBanc, Inc.                    | -             | 3                       | 104  | 1.3                                       | 35  |
| 9           | First Defiance Financial Corp.   | FFBC          | 3                       | 102  | 1.3                                       | 34  |
| 10          | First FedDelta Bancshares, MHC   | -             | 4                       | 67   | 0.9                                       | 17  |
| 11          | Farmers & Merchants Bancorp      | FMAO          | 3                       | 39   | 0.5                                       | 13  |
| 12          | Princeton Capital Holdings LLC   | -             | 1                       | 35   | 0.5                                       | 35  |
| 13          | Metamora Bancorp, Inc.           | -             | 1                       | 27   | 0.3                                       | 27  |
| 14          | Croghan Bancshares, Inc.         | CHBH          | 1                       | 24   | 0.3                                       | 24  |
| 15          | SB Financial Group, Inc.         | SBFG          | 1                       | 16   | 0.2                                       | 16  |
| 16          | Woodforest Financial Group, Inc. | -             | 4                       | 7  | 0.1                                       | 2   |
| 17          | Citizens Bancshares, Inc.        | -             | 1                       | -  | 0.0                                       | -   |

Source: SNL Financial

**County: Montgomery, OH**

**Total Population:** 531,327  
**Median Household Income:** \$45,363  
**Projected HH Income Change 2017-2022:** 5.07%

| <b>Rank</b> | <b>Institution</b>                | <b>Ticker</b> | <b>Branch<br/>Count</b> | <b>Total<br/>Deposits<br/>in Market<br/>(\$mm)</b> | <b>Total<br/>Market<br/>Share<br/>(%)</b> | <b>Deposits<br/>Per Branch<br/>(\$mm)</b> |
|-------------|-----------------------------------|---------------|-------------------------|--|---|---|
| 1           | Fifth Third Bancorp               | FITB          | 26                      | 2,152  | 28.0                                      | 83  |
| 2           | JPMorgan Chase & Co.              | JPM           | 20                      | 1,550  | 20.2                                      | 78  |
| 3           | PNC Financial Services Group      | PNC           | 19                      | 1,266  | 16.5                                      | 67  |
| 4           | KeyCorp                           | KEY           | 14                      | 777  | 10.1                                      | 55  |
| 5           | Huntington Bancshares             | HBAN          | 7                       | 407  | 5.3                                       | 58  |
| 6           | U.S. Bancorp                      | USB           | 13                      | 378  | 4.9                                       | 29  |
| 7           | Union Savings Bank                | -             | 3                       | 333  | 4.3                                       | 111                                       |
| 8           | First Financial Bancorp.          | FFBC          | 6                       | 329  | 4.3                                       | 55  |
| 9           | LCNB Corp.                        | LCNB          | 4                       | 134  | 1.8                                       | 34  |
| 10          | F&M Bancorp                       | FMOO          | 4                       | 111  | 1.5                                       | 28  |
| 11          | Civista Bancshares Inc.           | CIVB          | 3                       | 84   | 1.1                                       | 28  |
| 12          | First National Bank of Germantown | -             | 1                       | 48   | 0.6                                       | 48  |
| 13          | Monroe Federal Savings and Loan   | -             | 2                       | 41   | 0.5                                       | 21  |
| 14          | Brookville Building and Savings   | -             | 1                       | 29   | 0.4                                       | 29  |
| 15          | WesBanco, Inc.                    | WSBC          | 3                       | 22   | 0.3                                       | 7   |
| 16          | MainSource Financial Group, Inc.  | MSFG          | 1                       | 17   | 0.2                                       | 17  |
| 17          | Peoples Bancorp Inc.              | PEBO          | 1                       | 9  | 0.1                                       | 9   |
| 18          | Woodforest Financial Group, Inc.  | -             | 5                       | 6  | 0.1                                       | 1   |

Source: SNL Financial

**County: Stark, OH**

**Total Population:** 375,198  
**Median Household Income:** \$49,762  
**Projected HH Income Change 2017-2022:** 8.47%

| <b>Rank</b> | <b>Institution</b>               | <b>Ticker</b> | <b>Branch<br/>Count</b> | <b>Total<br/>Deposits<br/>in Market<br/>(\$mm)</b> | <b>Total<br/>Market<br/>Share<br/>(%)</b> | <b>Deposits<br/>Per Branch<br/>(\$mm)</b> |
|-------------|----------------------------------|---------------|-------------------------|--|---|---|
| 1           | Huntington Bancshares            | HBAN          | 30                      | 1,969  | 30.9                                      | 66  |
| 2           | First Commonwealth Financial     | FCF           | 11                      | 1,237  | 19.4                                      | 112                                       |
| 3           | JPMorgan Chase & Co.             | JPM           | 13                      | 849  | 13.3                                      | 65  |
| 4           | KeyCorp                          | KEY           | 12                      | 595  | 9.3                                       | 50  |
| 5           | Citizens Financial Group, Inc.   | CFG           | 14                      | 569  | 8.9                                       | 41  |
| 6           | PNC Financial Services Group     | PNC           | 10                      | 382  | 6.0                                       | 38  |
| 7           | United Community Financial Corp. | UCFC          | 2                       | 203  | 3.2                                       | 102                                       |
| 8           | Consumers Bancorp, Inc.          | CBKM          | 7                       | 193  | 3.0                                       | 28  |
| 9           | Fifth Third Bancorp              | FITB          | 5                       | 111  | 1.7                                       | 22  |
| 10          | Farmers National Banc Corp.      | FMNB          | 4                       | 75   | 1.2                                       | 19  |
| 11          | Magnolia Bancorp, Inc.           | -             | 3                       | 71   | 1.1                                       | 24  |
| 12          | U.S. Bancorp                     | USB           | 5                       | 32   | 0.5                                       | 6   |
| 13          | Ohio Farmers Insurance Company   | -             | 1                       | 32   | 0.5                                       | 32  |
| 14          | Wayne Savings Bancshares, Inc.   | WAYN          | 1                       | 31   | 0.5                                       | 31  |
| 15          | Apple Creek Banc Corp            | -             | 2                       | 18   | 0.3                                       | 9   |
| 16          | CSB Bancorp, Inc.                | CSBB          | 1                       | 10   | 0.2                                       | 10  |
| 17          | Woodforest Financial Group       | -             | 3                       | 4  | 0.1                                       | 1   |

Source: SNL Financial

**County: Lake, OH**

**Total Population:** 229,134  
**Median Household Income:** \$60,844  
**Projected HH Income Change 2017-2022:** 7.27%

| <b>Rank</b> | <b>Institution</b>                | <b>Ticker</b> | <b>Branch<br/>Count</b> | <b>Total<br/>Deposits<br/>in Market<br/>(\$mm)</b> | <b>Total<br/>Market<br/>Share<br/>(%)</b> | <b>Deposits<br/>Per Branch<br/>(\$mm)</b> |
|-------------|-----------------------------------|---------------|-------------------------|--|---|---|
| 1           | Huntington Bancshares             | HBAN          | 20                      | 904  | 17.8                                      | 45  |
| 2           | Citizens Financial Group, Inc.    | CFG           | 5                       | 865  | 17.0                                      | 173                                       |
| 3           | JPMorgan Chase & Co.              | JPM           | 12                      | 797  | 15.7                                      | 66  |
| 4           | KeyCorp                           | KEY           | 10                      | 450  | 8.9                                       | 45  |
| 5           | PNC Financial Services Group      | PNC           | 7                       | 431  | 8.5                                       | 62  |
| 6           | Fifth Third Bancorp               | FITB          | 7                       | 375  | 7.4                                       | 54  |
| 7           | TFS Financial Corporation         | TFSL          | 1                       | 330  | 6.5                                       | 330                                       |
| 8           | New York Community Bancorp        | NYCB          | 3                       | 248  | 4.9                                       | 83  |
| 9           | Dollar Bank, Federal Savings Bank | -             | 4                       | 199  | 3.9                                       | 50  |
| 10          | CNB Financial Corporation         | -             | 2                       | 140  | 2.8                                       | 70  |
| 11          | U.S. Bancorp                      | USB           | 3                       | 129  | 2.5                                       | 43  |
| 12          | F.N.B. Corporation                | FNB           | 2                       | 100  | 2.0                                       | 50  |
| 13          | United Community Financial Corp.  | UCFC          | 1                       | 59   | 1.2                                       | 59  |
| 14          | Northwest Bancshares, Inc.        | NWBI          | 2                       | 24   | 0.5                                       | 12  |
| 15          | First Mutual Holding Co.          | -             | 1                       | 22   | 0.4                                       | 22  |
| 16          | Andover Bancorp, Inc.             | -             | 1                       | 9  | 0.2                                       | 9   |
| 17          | Woodforest Financial Group, Inc.  | -             | 1                       | 1  | 0.0                                       | 1   |

Source: SNL Financial



**County: Butler, OH**

**Total Population:** 379,354  
**Median Household Income:** \$63,015  
**Projected HH Income Change 2017-2022:** 9.39%

| <b>Rank</b> | <b>Institution</b>               | <b>Ticker</b> | <b>Branch<br/>Count</b> | <b>Total<br/>Deposits<br/>in Market<br/>(\$mm)</b> | <b>Total<br/>Market<br/>Share<br/>(%)</b> | <b>Deposits<br/>Per Branch<br/>(\$mm)</b> |
|-------------|----------------------------------|---------------|-------------------------|--|---|---|
| 1           | First Financial Bancorp.         | FFBC          | 18                      | 1,442  | 28.7                                      | 80  |
| 2           | Fifth Third Bancorp              | FITB          | 18                      | 1,367  | 27.3                                      | 76  |
| 3           | U.S. Bancorp                     | USB           | 18                      | 554  | 11.0                                      | 31  |
| 4           | PNC Financial Services Group     | PNC           | 9                       | 476  | 9.5                                       | 53  |
| 5           | JPMorgan Chase & Co.             | JPM           | 8                       | 424  | 8.5                                       | 53  |
| 6           | Union Savings Bank               | -             | 3                       | 186  | 3.7                                       | 62  |
| 7           | Huntington Bancshares            | HBAN          | 3                       | 141  | 2.8                                       | 47  |
| 8           | KeyCorp                          | KEY           | 4                       | 107  | 2.1                                       | 27  |
| 9           | LCNB Corp.                       | LCNB          | 5                       | 101  | 2.0                                       | 20  |
| 10          | Somerville National Bank         | -             | 3                       | 69   | 1.4                                       | 23  |
| 11          | American Savings Bank            | -             | 2                       | 30   | 0.6                                       | 15  |
| 12          | Guardian Bancorp, Inc.           | -             | 1                       | 28   | 0.6                                       | 28  |
| 13          | North Side Bank and Trust Co.    | -             | 1                       | 24   | 0.5                                       | 24  |
| 14          | Harrison Building and Loan       | -             | 1                       | 21   | 0.4                                       | 21  |
| 15          | First Merchants Corporation      | -             | 1                       | 17   | 0.3                                       | 17  |
| 16          | Miami Savings Bank               | -             | 1                       | 11   | 0.2                                       | 11  |
| 17          | 1st National Bank                | -             | 1                       | 7  | 0.1                                       | 7   |
| 18          | Park National Corporation        | PRK           | 1                       | 5  | 0.1                                       | 5   |
| 19          | Valley Central, MHC              | -             | 1                       | 3  | 0.1                                       | 3   |
| 20          | Woodforest Financial Group, Inc. | -             | 1                       | 1  | 0.0                                       | 1   |

Source: SNL Financial

**County: Mahoning, OH**

**Total Population:** 229,956  
**Median Household Income:** \$43,888  
**Projected HH Income Change 2017-2022:** 7.10%

| <b>Rank</b> | <b>Institution</b>                 | <b>Ticker</b> | <b>Branch<br/>Count</b> | <b>Total<br/>Deposits<br/>in Market<br/>(\$mm)</b> | <b>Total<br/>Market<br/>Share<br/>(%)</b> | <b>Deposits<br/>Per Branch<br/>(\$mm)</b> |
|-------------|------------------------------------|---------------|-------------------------|--|---|---|
| 1           | Huntington Bancshares              | HBAN          | 19                      | 1,289  | 28.9                                      | 68  |
| 2           | United Community Financial Corp.   | UCFC          | 10                      | 772  | 17.3                                      | 77  |
| 3           | Farmers National Banc Corp.        | FMNB          | 8                       | 563  | 12.6                                      | 70  |
| 4           | PNC Financial Services Group, Inc. | PNC           | 7                       | 535  | 12.0                                      | 76  |
| 5           | JPMorgan Chase & Co.               | JPM           | 7                       | 422  | 9.5                                       | 60  |
| 6           | Chemical Financial Corporation     | CHFC          | 8                       | 382  | 8.6                                       | 48  |
| 7           | F.N.B. Corporation                 | FNB           | 5                       | 259  | 5.8                                       | 52  |
| 8           | KeyCorp                            | KEY           | 4                       | 102  | 2.3                                       | 25  |
| 9           | Cortland Bancorp                   | CLDB          | 3                       | 69   | 1.6                                       | 23  |
| 10          | Citizens Financial Group, Inc.     | CFG           | 2                       | 63   | 1.4                                       | 32  |
| 11          | Woodforest Financial Group, Inc.   | -             | 1                       | 2  | 0.0                                       | 2   |

Source: SNL Financial