

STERLING FINANCIAL CORP /PA/

Form 425

November 13, 2007

The PNC Financial Services Group, Inc.
Merrill Lynch
Banking & Financial Services Investor Conference
New York
November 13, 2007

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Pursuant to Rule 425 under the Securities Act of 1933 and

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Subject Company: Sterling Financial Corporation

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James E. Rohr, Chairman of The PNC Financial Services Group, Inc. (PNC), gave a presentation to investors on November 13, 2007 at the PNC Banking & Financial Services Conference in New York. This presentation was accompanied by a series of electronic slides that pertain to the financial results and business strategies of PNC. The following slides and related material were posted on PNC's website on November 13, 2007.

This presentation contains forward-looking statements regarding our outlook or expectations relating to PNC's future business operations, financial condition, financial performance and

asset
quality.
Forward-looking
statements
are
necessarily
subject
to
numerous assumptions, risks and uncertainties, which change over
time.

The
forward-looking
statements
in
this
presentation
are
qualified
by
the
factors
affecting
forward-looking
statements
identified
in
the
more
detailed
Cautionary
Statement
included
in
the
Appendix,
which
is
included
in
the
version
of
the
presentation
materials

posted on our corporate website at www.pnc.com/investorevents. We provide greater detail regarding these factors in our 2007 Form 10-K, including in the Risk Factors and Risk Management sections, and in our current quarter 2007 Form 10-Q and other reports (accessible on the SEC's website at www.sec.gov and on or through our corporate website).

Future events or circumstances may change our outlook or expectations and may also affect the nature of the assumptions, risks and uncertainties to which our forward-looking statements are subject. The forward-looking statements in this presentation sp

only as of the date of this presentation. We do not assume any duty and do not undertake to update those statements.

In this presentation, we will sometimes refer to adjusted results to help illustrate the impact of the deconsolidation of BlackRock near the end of third quarter 2006 and the impact of certain types of items. Adjusted results reflect, as applicable, the following

types

of

adjustments:

(1)

2006

periods

reflect

the

impact

of

the

deconsolidation

of

BlackRock

by

adjusting

as

if

we

had

recorded

our BlackRock investment on the equity method prior to its deconsolidation; (2) adjusting the 2006 periods to exclude the impact

of the

third

quarter

2006

gain

on

the

BlackRock/MLIM

transaction

and

losses

on

the

repositioning

of

PNC's

securities

and

mortgage

loan portfolios; (3) adjusting fourth quarter 2006 and the 2007 periods to exclude the net mark-to-market adjustments on PNC

remaining BlackRock LTIP shares obligation and, as applicable, the gain PNC recognized in first quarter 2007 in connection with

company's transfer of BlackRock shares to satisfy a portion of its BlackRock LTIP shares obligation; (4) adjusting all 2007 and

2006 periods to exclude, as applicable, integration costs related to acquisitions and to the BlackRock/MLIM transaction; and (5)

adjusting, as appropriate, for the tax impact of these adjustments. We have provided these adjusted amounts and reconciliations

so that investors, analysts, regulators and others will be better able to evaluate the impact of these items on our results for the

periods presented, in addition to providing a basis of comparability for the impact of the BlackRock deconsolidation given the magnitude of the impact of deconsolidation on various components of our income statement and balance sheet.

We believe that information as adjusted for the impact of the specified items may be useful due to the extent to which these items are not indicative of our ongoing operations as the result of our management activities on those operations. While we have not provided other adjustments for the periods discussed, this is not intended to imply that there could not have been other similar types of adjustments, but any such adjustments would not have been similar in magnitude to the amount of the adjustments shown. In certain discussions, we may also provide revenue information on a taxable-equivalent basis by increasing the interest income earned on tax-exempt assets to make it fully equivalent to interest income earned on taxable investments. We believe this adjustment may be useful when comparing yields and margins for all earning assets.

This presentation may also include a discussion of other non-GAAP financial measures, which, to the extent not so qualified there or in the Appendix, is qualified by GAAP reconciliation information available on our corporate website at www.pnc.com under

About PNC
Investor Relations.
Cautionary Statement Regarding Forward-Looking
Information and Adjusted Information

A history of execution and strong performance
Clear strategies for growth
A strong risk management culture
PNC is differentiated by

Building an Enduring Company with a Solid Foundation

A History of Execution

A diversified business mix

An industry-leading technology platform

Expanded distribution capabilities

Expansion into higher growth markets

A disciplined economic capital allocation process

A strong risk management process
Deepened customer relationships
A continuous improvement culture
Improved customer experience
Enhanced PNC brand

1990s

2000s

Beyond

- +
- +
- +
- +
- +
- +
- +
- +
- +

Highlights

Strong Performance in a Tough Environment

Reported nine month earnings of \$3.85 per diluted share versus \$7.46 last year

Adjusted nine month earnings¹

of \$4.00 per diluted share versus \$3.77 last year

Primary businesses met or exceeded expectations

Diverse revenue streams delivering strong results despite market

volatility

Continued to create year-to-date positive operating leverage on an adjusted basis²

Maintaining a moderate risk profile and flexible balance sheet

Total Shareholder Return :

Year-to-date

1

One-year

1

Three-year

1

Five-year

1

(1)

Adjusted earnings are reconciled to GAAP earnings in the Appendix.

(2)

GAAP basis operating leverage for the year-to-date period was negative due to the impact of the third quarter 2006 gain from the BlackRock/MLIM transaction and is reconciled in the Appendix.

(3) As of November 2, 2007. Ranking versus super-regional banks identified in the Appendix. Source: SNL DataSource.

Peer Rank

3

st

st

st

st

Segment Earnings Contribution

*

Business Leadership

Our Diversified Business Mix

Retail Banking

-

A leading community bank in PNC major markets

-
One of the nation's largest bank wealth
management firms
Corporate & Institutional Banking
-
Top 10 Treasury Management business
-
The nation's 4 largest lead arranger of asset-
based loan syndications
-
Harris
Williams
-
one
of
the
nation's
largest
M&A
advisory firms for middle-market companies
BlackRock
-
A global asset management company with \$1.3
trillion in assets under management
PFPC
-
Among the largest providers of mutual fund
transfer agency and accounting and
administration services in the U.S.
Winning in
the
Payments
Space
A Premier
Middle-
market
Franchise
A Leading
Global
Servicing
Platform
World Class
Asset
Manager
For the nine months ended September 30, 2007
\$ millions
\$341
\$678
\$176
\$96

*Business earnings reconciled to GAAP net income of \$1,289 million in the Appendix. BlackRock segment earnings are adjusted for a pretax share of BlackRock/MLIM integration costs totaling \$4 million.

Contribution

53%

26%

14%

7%

th

A history of execution and strong performance
Clear strategies for growth
A strong risk management culture
PNC is differentiated by

Focus on fee-based drivers
Maintain and grow our deposit advantage
Create positive operating leverage
Capture new market opportunities
Enhance brand awareness
Strategies for Growth

0%
10%
20%
30%
40%
50%
60%

70%

USB

FITB

WFC

WB

STI

BBT

KEY

RF

NCC

CMA

Differentiated Fee-Based Businesses

Source: SNL DataSource, PNC as reported

For the nine months ended September 30, 2007

PFPC &

BLK

Noninterest Income to Total Revenue

PNC

0
250
500
750
1,000
1,250
Consumer DDA HHs
using online banking

Executing on Growth Drivers

\$0

\$200

\$400

\$600

\$800

Retail

C&I

Key Drivers:

Key Drivers:

Payments Business

Wealth Management

Key Drivers:

Key Drivers:

Fee based Businesses

Deposit Franchise

(1) Represents consolidated PNC amounts for the nine months ended September 30, 2007.

Sept 06

Sept 07

Treasury

Management

Midland Loan

Services

Capital

Markets

Sept 06

Consumer DDA HHs

using online bill pay

1

Focus on Deepening Relationships

Major Product Revenue

For the nine

months ended

Sept 06

Sept 07

Sept 07

As of:

Small Business

Brokerage

Disciplined

Lending

\$0
\$100
\$200
\$300
\$400
\$500
\$600

\$700

\$0

\$300

\$600

\$900

\$1,200

\$1,500

Executing on Growth Drivers

PFPC

BlackRock

Key Drivers:

Key Drivers:

Business Model

Transformation

Key Drivers:

Key Drivers:

Expanded Distribution

Strengthened Platform

Sept 06

Sept 07

Assets Under Management

\$1.1T

\$1.3T

(1) Reflects BlackRock entity AUM. Not included in PNC AUM following deconsolidation of BlackRock in September 2006.

Emerging Product Revenue

Core Product Revenue

Sept 06

Sept 07

21%

28%

72%

79%

Emerging

product

revenue

3-yr CAGR

18%

1

Focus on High Growth Products

Focus on Gathering Assets

at period end

For the nine

months ended

High Margin, High

Growth Products

Broadened

Product Set

Interest-bearing deposits
+20%
+14%
Noninterest-bearing deposits
+22%
+0%
Total deposits

+20%

+11%

YTD07 vs. YTD06

Executing on Our Strategy to Gather

Low Cost Deposits

Source: SNL

DataSource,

PNC

as

reported.

Peers

reflects

average

of

the super-regional banks identified in the Appendix other than PNC

34%

27%

23%

16%

Consumer

Corporate Banking,

Treasury Management

and Other

Midland

Small

Business

PNC Has Been Focused on Growing

Noninterest-Bearing Deposits

Year-to-Date Average Balances

PNC

Peers

Contribution to Average

Noninterest-Bearing Deposits

As of 9/30/07

Through Multiple Channels

\$0
\$1
\$2
\$3
\$4
\$5
\$6

\$7

2004

2005

2006

Revenue

9%

Creating Positive Operating Leverage

Generating Capital by Growing Revenues Faster Than Expenses

billions

Compound Annual

Growth Rate

(2004

2006)

Adjusted Revenue

(as reported

\$5.5 billion, \$6.3 billion, \$8.6 billion for 2004, 2005, 2006, respectively)

Adjusted Noninterest

Expense

(as reported \$3.7 billion, \$4.3 billion, \$4.4 billion for 2004, 2005, 2006, respectively)

Adjusted Net Income

(as reported \$1.2 billion, \$1.3 billion, \$2.6 billion for 2004, 2005, 2006, respectively)

Net Income

12%

\$1.2

\$1.3

\$1.5

Expense

7%

Revenue +20%

Expense +15%

Net Income +19%

Trend Continues¹

(1) As reported: revenue (28%), expense (11%), net income (42%).

Adjusted amounts are reconciled to GAAP in the Appendix.

Nine months ended September 30, as adjusted

2007 vs 2006

Executing on Our Acquisition Strategy
76% of PNC Pro Forma Branches Located Between the Hudson and Potomac Rivers
PNC Branches prior to 2004
Sterling Financial Corp.
Pending
Yardville National Bancorp
10/26/07

Mercantile Bankshares Corp.

3/2/07

Riggs National Corp.

5/13/05

United National Bancorp

1/1/04

New York

New York

Delaware

Delaware

Virginia

Virginia

New Jersey

New Jersey

Pennsylvania

Pennsylvania

Maryland

Maryland

Kentucky

Kentucky

Indiana

Indiana

Ohio

Ohio

West

West

Virginia

Virginia

\$60,949
\$56,250
\$69,270
\$54,620
\$73,965
\$69,363
\$66,273

Improving Our Demographics

3.7%

6.0%

2.0%

3.4%

8.4%

10.0%

3.9%

2003

Proforma

Acquisitions

2003

Proforma

Acquisitions

Amounts based on data at time of acquisition announcement. United Trust data reflects demographics of footprint counties weighted by households. Mercantile, Yardville and Sterling data reflect demographics of footprint counties of that company, or by MSA in Riggs, weighted by deposits. PNC 2003 and PNC Proforma amounts reflect demographics, weighted by deposits, of PNC's 6 footprint and 105 county footprint, respectively, including the impact of PNC's ongoing branch optimization process. PNC and headquarter offices

excluded

for

purposes

of

deposit

weighting.

Source:

SNL

DataSource.

*Pending.

Median Household Income

Projected 5-Year Population Growth

(1) United, Riggs, Mercantile and Yardville based on the most recent published reporting quarter prior to closing. Sterling based on the most recent 10-Q reporting quarter and excludes its

Equipment
Finance,
LLC
unit
and
rental
income

on
operating
leases.

Source:
SNL

DataSource
and Company 10-Q.

Bringing the Power of PNC to New Clients
Expanding Distribution of Fee-based Products

50%

24%

40%

29%

9%

27%

Noninterest income to total revenue¹

Wealth Management

Brokerage

Credit Card

Payment Services

Treasury

Management

Small Business

M&A Advisory

Services

Capital Markets

Opportunities

(2) For the nine months ended September 30, 2007, not including PFPC and BlackRock. Reconciled to noninterest income to total revenue on a GAAP basis of 58% in the Appendix.

\$0
\$4
\$8
\$12
\$16
\$20
1Q06

3Q07

Asset Management

Service Charges

Brokerage

Corporate Services

Consumer and Other

Execution in the Greater Washington

Area (GWA)

40.5%

43.6%

0

25

50

75

100

125

Deepening Relationships and Growing Noninterest Income*

GWA noninterest income

to total revenue

PNC -

GWA Retail Relationships

(1) Riggs transaction completed May 2005

PNC GWA Region

*Excludes the impact of Mercantile

June 30

2005¹

Sept 30

2007

PNC -

GWA Fee Growth

+14%

+48%

+45%

+96%

+38%

GWA business checking relationships

GWA consumer checking relationships

1Q06

3Q07

