

Edgar Filing: PVF CAPITAL CORP - Form 425

PVF CAPITAL CORP
Form 425
April 30, 2013

Filed by F.N.B. Corporation

(Commission File No. 001-31940)

Pursuant to Rule 425 under the Securities Act of 1933

and deemed filed pursuant to Rule 14a-12 of the Securities Exchange Act of 1934

Subject Company: PVF Capital Corp.

(Commission File No. 0-24948)

The following slides were included in the slide presentation referenced during the First Quarter 2013 Earnings Report and Conference Call of F.N.B. Corporation on April 24, 2013:

Cautionary Statement Regarding Forward-looking Information:

This presentation and the reports F.N.B. Corporation files with the Securities and Exchange Commission often contain forward-looking statements relating to present or future trends or factors affecting the banking industry and, specifically, the financial operations, markets and products of F.N.B. Corporation. These forward-looking statements involve certain risks and uncertainties. There are a number of important factors that could cause F.N.B. Corporation's future results to differ materially from historical performance or projected performance. These factors include, but are not limited to: (1) a significant increase in competitive pressures among financial institutions; (2) changes in the interest rate environment that may reduce interest margins; (3) changes in prepayment speeds, loan sale volumes, charge-offs and loan loss provisions; (4) general economic conditions; (5) various monetary and fiscal policies and regulations of the U.S. government that may adversely affect the businesses in which F.N.B. Corporation is engaged; (6) technological issues which may adversely affect F.N.B. Corporation's financial operations or customers; (7) changes in the securities markets; (8) risk factors mentioned in the reports and registration statements F.N.B. Corporation files with the Securities and Exchange Commission; (9) housing prices; (10) the job market; (11) consumer confidence and spending habits; (12) estimates of fair value of certain F.N.B. Corporation assets and liabilities; (13) transaction risks associated with the pending merger of PVF Capital Corp, and integration challenges related to the recently completed merger with Annapolis Bancorp, Inc. and the difficulties encountered in expanding into a new market; and (14) the effects of current, pending and future legislation, regulation and regulatory actions. F.N.B. Corporation undertakes no obligation to revise these forward-looking statements or to reflect events or circumstances after the date on which the forward-looking statements were made, or April 24, 2013.

Additional Information About the Merger:

F.N.B. Corporation and PVF Capital Corp. will file a proxy statement/prospectus and other relevant documents with the SEC in connection with their pending merger. The proxy statement/prospectus and other relevant materials (when they become available), and any other documents F.N.B. and PVF Capital have filed with the SEC, may be obtained free of charge at the SEC's website at www.sec.gov. In addition, investors and security holders may obtain free copies of the documents that F.N.B. has filed with the SEC by contacting James Orie, Chief Legal Officer, F.N.B. Corporation, One F.N.B. Boulevard, Hermitage, PA 16148, telephone: (724) 983-3317, and free copies of the documents that PVF Capital has filed with the SEC by contacting Jeffrey N. Male, Secretary, PVF Capital Corp., 30000 Aurora Road, Solon, OH 44139, telephone: (440) 248-7171.

SHAREHOLDERS OF PVF CAPITAL CORP. ARE ADVISED TO READ THE PROXY STATEMENT/PROSPECTUS WHEN IT BECOMES AVAILABLE AND ANY OTHER RELEVANT DOCUMENT FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS AND SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.

F.N.B., PVF Capital and certain of their directors and executive officers may be deemed to be participants in the solicitation of proxies from shareholders of PVF Capital in connection with the proposed merger. The proxy statement/prospectus, when it becomes available, will describe any interests those directors and officers may have in the merger.

1Q13 Highlights

3

Very Productive Quarter and Great Start to 2013

Year-over-year EPS growth of 5%

Consistent loan growth driven by C&I lending

Stable net interest margin

Solid asset quality results

Positive trends seen in fee-based businesses

Seamless integration of Annapolis Bancorp

Announced PVF Capital acquisition

Completed infrastructure build-out of e-delivery strategy, now offer complete suite of electronic banking options

Solid Operating Results

Continued Progress on Strategic Actions

Reposition and Reinvest
Actions Drive Long-Term Performance
12
2009
2010
2011
2012
1Q13
PEOPLE

Talent Management

Strengthened team through key

hires; Continuous team

development

Attract, retain, develop best talent

Continued

Success

Geographic Segmentation

Regional model

Regional

Realignment

5th

Region

Created

PROCESS

Sales Management/Cross Sell

Proprietary sales management

system developed and

implemented: Balanced

scorecards, cross-functional

alignment

Consumer

Banking

Scorecards

Consumer Banking Refinement/Daily Monitoring

Continued

Utilization

Commercial

Banking Sales

Management

Expansion to additional lines of

business

Continued

Expansion

PRODUCT

Product Development

Deepened product set and niche

areas allow FNB to successfully

compete with larger banks and

gain share

Private Banking

Capital Markets

Online and mobile banking

investment /implementation

Online banking enhancements,

mobile banking and app

Online/mobile

banking

infrastructure

complete with

mobile remote
deposit capture
and online
budgeting tools
Asset Based
Lending
Small Business
Realignment
Treasury
Management
PRODUCTIVITY
Branch Optimization
Continuous evolution of branch
network to optimize profitability
and growth prospects
De-Novo Expansion 9 Locations
Ongoing
Evaluation
Consolidate 2
Locations
Consolidate 6
Locations
Consolidate 37
Locations
Acquisitions
Opportunistically expand
presence in attractive markets
CB&T
Parkvale
ANNB Closed
PVFC
Announced

Regional Footprint: Pro-Forma View

13

Source: SNL Financial, Pro-Forma

FNB's

regional

model

utilizes

six

regions,

including
three
in
top
30
MSA
markets,
with each region having a regional headquarters housing cross-functional teams.
Top 30 MSA Presence
MSA
Population
Baltimore
2.7 million
(#20 MSA)
Pittsburgh
2.4 million
(#22 MSA)
Cleveland
2.1 million
(#28 MSA)
Cleveland MSA
Pittsburgh MSA
Baltimore MSA
ANNB
Acquisition
Completed
April 6, 2013
PVFC Acquisition
Target
Completion
October 2013

ANNB and PVFC Acquisitions = Opportunity

14

Note: Above metrics at the MSA level

(1)

Data per U.S. Census Bureau

(2)

Data per Hoover's

Significant Commercial Prospects =

Opportunity to Leverage Core Competency and Drive Sustained Organic Growth

65,169

59,240

52,149

13,410

13,345

12,851

10,863

9,988

9,251

2,210

2,064

1,972

Baltimore MSA

Pittsburgh MSA

Cleveland MSA

Harrisburg MSA

Scranton MSA

Youngstown MSA

Total Businesses

of Companies with Revenue Greater Than \$1 Million

(1)

(2)

Over 175,000 Total Businesses

(1)

Summary

15

Very Productive Quarter and Great Start to 2013

Strong foundation for the future

Completed infrastructure build-out of e-delivery strategy, now offer complete suite of electronic banking options

Seamlessly integrated Annapolis Bancorp acquisition and announced PVF Capital acquisition

Solid 1Q13 Operating Results

Continued Execution of Reposition and Reinvest Strategy

Aggressive pursuit of households

Enhanced retention

Lower delivery costs

Allows branches to consult and generate loan growth and cross-sell opportunities

Presence in three major MSA's

Significant opportunity to leverage strong commercial platform

Deploy proven cross-functional sales management model

Continued success attracting talent in new markets