STERLING FINANCIAL CORP /PA/ Form 425 September 11, 2007

Filed by The PNC Financial Services Group, Inc.

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: Sterling Financial Corporation

Commission File No. 000-16276

James E. Rohr, Chairman and Chief Executive Officer of The PNC Financial Services Group, Inc. (PNC), gave a presentation to investors on September 11, 2007 at the Lehman Brothers Financial Services Conference. This presentation was accompanied by a series of electronic slides that included information pertaining to the financial results and business strategies of PNC. The following slides and related material were posted on PNC s website on Tuesday, September 11, 2007:

The PNC Financial Services Group, Inc. Lehman Brothers 2007 Financial Services Conference New York September 11, 2007

This presentation contains forward-looking statements regarding our

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

outlook or

expectations relating

Cautionary Statement included in the Appendix, which is included in the presentation handouts and 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 2006 Form 10-K, including in the Risk Factors and Risk Management sections,

and

in

our

first

and

second

quarter

2007

Form

10-Qs

and

other

SEC

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
speak
only
as
of
the
date
of
this
presentation.
We
do
not
assume
any
duty
and
do
not
undertake
to undata
update
those
statements.
this
presentation,
we will
sometimes
refer
to
adjusted
results
to
help
illustrate
(1)
the

impact of BlackRock deconsolidation near the end of third quarter 2006 and the application of the equity method of accounting for our equity investment in BlackRock and (2) the impact of certain specified items, including 2006 BlackRock/MLIM transaction gain, 2006 cost of securities and mortgage portfolio repositionings, 2006 and

2007

BlackRock/MLIM transaction and Mercantile Bankshares acquisition integration costs, and 2006 and 2007 gains/losses related to our BlackRock LTIP shares obligation. 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. 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

Cour

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 also provide revenue information on a taxableequivalent 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 discussion of other non-GAAP financial measures, which, to the extent not so qualified therein or in the Appendix, 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

Industry Concerns
Mortgage and home equity loans
Leveraged lending and bridge commitments
Yield curve

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

+

+

+

+

•

+

+

Strong Performance in a Tough Environment Diluted EPS Net Income (\$millions)

(ending
\$billions)
Strong first half with solid revenue growth and
momentum
Primary businesses met or exceeded
expectations
Created positive operating leverage versus
first half 2006 ¹
Maintained excellent asset quality
Total Shareholder Return ² :
Year-to-date
2
nd
Three-year
1
st
Five-year
2
nd
(1) GAAP basis and adjusted basis operating leverage are set forth in the Appendix.
(2) As of September 7, 2007. Ranking versus super-regional banks identified in the
Appendix. Source: SNL DataSource.
Peer Rank
1H06
1H07
1H06
1H07
1H06
1H07
\$2.47
\$2.67
\$735
\$882
\$95
\$126
Highlights
\$126

Assets

Our Diversified Business Mix Business Leadership First Half 2007 Business Earnings Contribution* Retail Banking

A leading community bank in PNC major markets

_

management firms Corporate & Institutional Banking Top 10 Treasury Management business The nation s 4th largest lead arranger of assetbased 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 over \$1.2 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 Middlemarket Franchise A Leading Global Servicing Platform World Class Asset Manager \$ millions \$254 \$428 \$110 \$63 *Business earnings reconciled to GAAP net income of \$882 million

One of the nation s largest bank wealth

in the Appendix. BlackRock segment earnings are adjusted to exclude our pretax share of BlackRock/MLIM integration costs totaling \$3 million.

Contribution

50%

30%

13%

7%

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

KEY

FITB

WB

WFC

STI

BBT

NCC

RF

CMA

Differentiated Fee-Based Businesses

Source: SNL DataSource, PNC as reported For the six months ended June 30, 2007

PFPC & BLK

Noninterest Income to Total Revenue

PNC

Consumer DDA HHs using online banking Executing on Growth Drivers \$0 \$100 \$200 \$300

\$400 \$500 Retail C&I Key Drivers: Key Drivers: Payments Business Wealth Management **Small Business** Brokerage Key Drivers: Key Drivers: Fee based Businesses Deposit Franchise Disciplined Lending (1) 1H07 vs. 1H06, business segment earnings reconciled to GAAP earnings in the Appendix, (2) Not including Mercantile, (3 1H06 1H07 Treasury Management Midland Loan Services Capital Markets 1H06 1H07 2 Consumer DDA HHs using online bill pay 51% Earnings Growth +14% Earnings Growth +17% 1 3 Focus on Deepening Relationships Major Product Revenue 55% 17% 29% 1H06 1H07 2

\$0 \$100

\$200

\$300

\$400 \$500

\$500 \$0

\$300 \$600 \$900 \$1,200 \$1,500 **Executing on Growth Drivers PFPC** BlackRock **Key Drivers: Key Drivers:** Productivity Improvement High Margin, High **Growth Products Key Drivers: Key Drivers: Expanded Distribution Broadened Product Set** Strengthened Platform 6/30/06 06/30/07 Assets Under Management \$464M \$1.23B (1) 1H07 vs. 1H06, business segment earnings reconciled to GAAP earnings in the Appendix, (2) Reflects BlackRock entity A following deconsolidation of BlackRock in September 2006. **Emerging Product Revenue** Core Product Revenue 1H04 1H07 Earnings Growth +19% 1 Earnings Growth +16% 1 21% 29% 71% 79% Emerging product revenue 3-yr CAGR 19% Focus on High Growth Products Focus on Gathering Assets

at period end

Interest-bearing deposits

24%

12%

Noninterest-bearing deposits

28%

3%

Total deposits

2Q07 vs. 2Q06
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
24%
38%
21%
17%
Consumer
Corporate Banking,
Treasury Management
and Other
Midland
Small
Business
PNC Has Been Focused on Growing
Noninterest-Bearing Deposits
Average Balances
PNC
Peers
Contribution to Average
Noninterest-Bearing Deposits
As of 6/30/07
Through Multiple Channels

25% 10%

USB

2.23 %

WFC

2.44

PNC

2.72

CMA

2.73 RF 2.83 **FITB** 2.93 **KEY** 2.96 STI 3.06 **BBT** 3.12 WB 3.12 **NCC** 3.23 **CMA** 21 % WFC 21 **PNC** 18 **KEY** 17 RF 16 **FITB** 15 USB 15 STI 14 NCC 14 BBT 12 WB 10 Differentiated Deposit Mix Average Noninterest-Bearing Deposits to Average Earning Assets For the three months ended June 30, 2007. Source: SNL DataSource, PNC as reported 2Q07 Interest Cost of Average Total Deposits 2Q07

Providing a Funding Advantage

With Low Cost Deposits

^{\$2} \$3 \$4 \$5

\$7 2004 2005 2006 Revenue 9%

Creating Positive Operating Leverage

Growing Revenues Faster Than Expenses

\$ billions

Compound Annual

Growth Rate

(2004

2006)

Adjusted Revenue

(Taxable-equivalent) -

\$5.6 billion, \$6.4 billion, \$8.6 billion as reported for 2004, 2005, 2006, respectively

Adjusted Noninterest

Expense -

\$3.7 billion, \$4.3 billion, \$4.4 billion as reported for 2004, 2005, 2006, respectively Adjusted Net Income -

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

Net Income

12%

\$1.2

\$1.3

\$1.5

Expense

7%

Revenue +15%Expense +12%Net Income +17%

Trend Continues*

Six months ended June 30, as adjusted

2007 vs 2006

^{*}As reported: revenue (6%), expense (14%), net income 20%. Adjusted numbers and taxable-equivalent revenue are reconcile in the Appendix.

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
Pending

\$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 Median Household Income Projected 5-Year Population Growth 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

the

case

of

Riggs,

weighted

by

deposits.

PNC

2003

and

PNC

Proforma

amounts

reflect

demographics,

weighted

by

deposits,

of

PNC s

68

county

footprint

and

105

county

footprint,

respectively,

including

the

impact

of

PNC s

ongoing

branch

optimization

process.

PNC

and

Mercantile

headquarter

offices

excluded

for

purposes

of

deposit

weighting. Source: SNL

DataSource. *Pending.



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 six months ended June 30, 2007, not including PFPC and BlackRock. Reconciled to noninterest income to total revon a

GAAP basis of 59% in the Appendix.

\$0

\$4

\$8

\$12

\$16

\$20

1Q06

2Q07

Asset Management

Brokerage Corporate Services Consumer and Other **Execution in the Greater Washington** Area (GWA) 40.5% 43.3% 0 25,000 50,000 75,000 100,000 125,000 GWA business checking relationships GWA consumer checking relationships Deepening Relationships and Growing Noninterest Income* (2) For the three months ended March 31, 2006 compared to the six months ended June 30, 2007 GWA noninterest income to total revenue PNC -**GWA Retail Relationships** (1) Riggs transaction completed May 2005 PNC GWA Region *Does not include Mercantile June 30 20051 June 30 2007 PNC -**GWA Fee Growth** +19% +42% +16% +114% +7%

Service Charges

Key Initiatives
Redesigned and
simplified checking
product
Launched regional credit
card product
Redesigned PNC.com

Leveraging existing relationships with affluent clients Partnering with the Gallup Organization to improve the customer experience

Highest in Customer

Satisfaction with

Small Business

Banking¹

(1) J.D. Power and Associates 2006 Small Business Banking Satisfaction Study. (2) Customer Experience Benchmarks and Be Online, Change Sciences Research, March 2007

PNC.com personal banking website

ranked in the top 10 for leading banks²

Investing in Our Brand to Drive Growth

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

New Credit Risk
Rating System
Improved Credit
Training
PNC s Credit Culture Evolution
Adherence to
Target Zone

of

Losses

Organizational

Independence

Early Workout

Intervention

Credit Culture Evolution

(2000

Present)

Focus on Getting Paid

Per Unit of Risk

Help

Talk

Listen

Teamwork

Focus on the Front Door

Proactive Process Driven by Returns

Not overly concentrated

in any area

More granularity

Limited exposure to

leveraged lending

Strong origination and

distribution capabilities

Manage

the Back Door

High Quality Consumer Loan Portfolio

Auto

7%

Residential

Mortgage

34%

Composition of Consumer Loan and Residential Mortgage Portfolio

As of June 30, 2007 Home Equity Portfolio Credit Statistics¹ First lien positions 42% In-footprint exposure 92% Weighted average: Loan to value 70% FICO scores 727 Net charge-offs 0.18% 90 days past due 0.26% (1) Not including Mercantile Other 7% Home Equity 52% Residential Portfolio Credit Statistics¹ Weighted average: Loan to value 67% FICO scores 746 Net charge-offs 0.02% 90 days past due 0.80%

(1) Not including Mercantile

Home Equity Credit Trends % of outstandings Delinquency Ratio 90+ Days Net Charge-Offs PNC₁

RMA

Source: The Risk Management Association (RMA) Consumer Loan Studies, Home Equity

% of average outstandings PNC₁ RMA (1) Not including Mercantile 2005 2004 2006 1H07 2005 2004 2006 1H07 0.1% 0.2% 0.3% 0.4%0.5% 0.6% 0.1%

0.2% 0.3% 0.4%

0.2%

0.5%

0.7%

1.0%

1.2%

1.5%

2Q02

2Q03 2Q04 2Q05 2Q06 2Q07 Disciplined Approach Leads to Excellent **Asset Quality** Asset Quality Compared to Peers Net Charge-offs to Average Loans **PNC** Peer Group Source: SNL DataSource, PNC as reported PNC 2005 net charge-off ratio excludes \$53 million loan recovery. The ratio was 0.06% including the recovery. Peer group reflects average of super-regional banks identified in the Appendix other than PNC Nonperforming Assets to Loans, Loans Held for Sale and Foreclosed Assets **PNC** Peer Group 0.10% 0.20% 0.30% 0.40% 0.50% 0.60% 0.70% 0.80% 2002 2003 2004 2005 2006 1H07

Well Positioned Based on Lehman Research Loans to deposits Fee income to revenue Demand deposits as % of total deposits One-year Gap rank

Linked quarter change in deposits

to average earning assets

MBS & mortgage loans as % of average earning assets EPS impact of gradual +100bps parallel shift Source: Large-/Mid-Cap Banks 1Q07 10-Q Review, Lehman Brothers, Global Equity Research, May 23, 2007 [Data as of 1Q Peer Group Ranking Lehman Brothers Criteria 1 STI 2 **PNC** 3 **FITB** 4 RF 5 NCC 6 WB **KEY** 8 USB 9 **BBT** 10 WFC 11 **CMA**

Summary
A demonstrated history of execution and strong performance
Clear strategies to maintain growth
Sound risk management processes
Well Positioned to Create Value

We make statements in this presentation, and

we may from time to time make other statements, regarding our outlook or expectations for earnings, revenues, expenses and/or other matters regarding affecting **PNC** that are forward-looking statements within the meaning of the Private Securities Litigation Reform Act. Forward-looking statements are typically identified by words

such as

believe, expect,

anticipate, intend, outlook, estimate, forecast, project and other similar words and expressions. Forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time. Forward-looking statements speak only as of the date they are made. We do not assume any duty and do not undertake to update

our

forward-looking statements. Because forward-looking statements are subject to assumptions and uncertainties, actual results or future events could differ, possibly materially, from those that we anticipated in our forward-looking statements, and future results could differ materially from our historical performance. Our forward-looking statements are subject to the following principal risks and

uncertainties. We provide greater detail regarding some of these factors in our Form 10-K for the year ended December 31, 2006, including in the Risk Factors and Risk Management sections of that report, and in our first and second quarter 2007 Form 10-Qs and other **SEC** reports. Our

forward-looking statements

may also be subject to other risks and uncertainties, including those that we may discuss elsewhere in this presentation or in our filings with the SEC, accessible on the SEC s website at www.sec.gov and on or through our corporatewebsite www.pnc.com under About **PNC** Investor Relations Financial Information.

Our

business

and

operating

results

are

affected

by

business

and

economic

conditions

generally

or

specifically

in

the

principal

markets

in

which

we

do

business.

We

are

also

affected

by

changes

in

our

customers

and

counterparties

financial

performance,

as

well

as

changes

in

customer

preferences

and

behavior,

including

as

a

result of changing business and economic conditions. The value of our assets and liabilities, as well as our overall financial performance, is also affected by changes in interest rates or in valuations in the debt and equity markets. Actions by the Federal Reserve and other government

agencies, including those

market interest rates, can affect our activities and financial results. Our operating results are affected by our liability to provide shares of BlackRock common stock to help fund BlackRock long-term incentive plan (LTIP) programs, as our LTIP liability is adjusted quarterly (marked-to-market) based on

that impact money supply and

changes in BlackRock s common stock price and the number of remaining committed shares, and we recognize gain or loss on such shares at such times as shares are transferred for payouts under the LTIP programs. Competition can have an impact on customer acquisition,

growth and retention,

as well as

on

our

credit

spreads

and

product

pricing,

which

can

affect

market

share,

deposits

and

revenues.

Our

ability

to

implement

our

business

initiatives

and

strategies

could

affect

our

financial

performance

over

the

next

several

years.

Legal

and

regulatory

developments

could

have

an

impact

on

our

ability

to

operate

our

businesses or our financial condition or results of operations or our competitive position or reputation. Reputational impacts, in turn, could affect matters such as business generation and retention, our ability to attract and retain management, liquidity and funding. These legal and regulatory developments could include: (a) the

unfavorable resolution

of

legal proceedings regulatory and other governmental inquiries; (b) increased litigation risk from recent regulatory and other governmental developments; (c) the results of the regulatory examination process, our failure to satisfy the requirements of agreements with governmental agencies, and regulators future use of supervisory and enforcement tools; (d) legislative

and

regulatory reforms, including changes to laws and regulations involving tax, pension, education lending, and the protection of confidential customer information;

and (e)

changes

in

accounting

policies

and

principles.

Our

business

and

operating

results

are

affected

by

our

ability

to

identify

 $\quad \text{and} \quad$

effectively

manage

risks

inherent

in

our

businesses,

including,

appropriate, through the effective use of third-party insurance and capital management techniques. Our ability to anticipate and respond to technological changes can have an impact on our ability respond to customer needs and to meet competitive demands. Cautionary Statement Regarding Forward-Looking Information

where

The adequacy of our intellectual property

protection, and the extent of any costs associated with obtaining rights in intellectual property claimed by others, can impact our business and operating results. Our business and operating results can also be affected by widespread natural disasters, terrorist activities or international hostilities, either as a result of the

impact

on the economy and financial and capital markets generally or on us or on our customers, suppliers or other counterparties specifically. Also, risks and uncertainties that could affect

anticipated in forward-looking statements

or from

the results

historical

performance

relating

to

our

equity

interest

in

BlackRock,

Inc.

are

discussed

in

more detail in BlackRock s 2006 Form 10-K, including in the Risk Factors section, and in BlackRock s other filings with the SEC, accessible on the SEC s website and on or through BlackRock s website at www.blackrock.com. We grow our business from time to time by acquiring other financial services companies, including the

pending Sterling Financial Corporation (Sterling) and Yardville National Bancorp (Yardville) acquisitions. Acquisitions in general present us with risks other than those presented by the nature of the business acquired. In particular, acquisitions may be substantially more expensive to complete (including as a result of costs incurred connection

with the

acquired company) and the anticipated benefits (including anticipated cost savings and strategic gains) may be significantly harder or take longer to achieve than expected. In some cases, acquisitions involve our entry into new businesses or new geographic or other markets, and these situations also present risks resulting

integration

of the

from our inexperience in these new areas. As regulated financial institution, our pursuit of attractive acquisition opportunities could be negatively impacted due to regulatory delays or other regulatory issues. Regulatory and/or legal issues related to the pre-acquisition operations of an acquired business may cause reputational harm to

PNC following

acquisition and integration of the acquired business into ours and may result in additional future costs arising a result of those issues. Post-closing acquisition risk continues to apply to Mercantile Bankshares Corporation as we complete the integration. Any annualized, proforma, estimated, third party or consensus numbers

in this

the

presentation are used for illustrative or comparative purposes only $\quad \text{and} \quad$ may not reflect actual results. Any consensus earnings estimates are calculated based on the earnings projections made by analysts who cover that company. The analysts opinions, estimates or forecasts (and therefore the consensus earnings estimates) are theirs alone,

are not

those of **PNC** or its management, and may not reflect PNC s, Yardville s, Sterling s or other company s actual or anticipated results. Cautionary Statement Regarding

Forward-Looking Information (continued)

The PNC Financial Services Group, Inc. and

Sterling Financial Corporation will be filing proxy statement/prospectus and other relevant documents concerning the merger with the United States Securities and Exchange Commission (the "SEC"). WE **URGE INVESTORS** TO **READ** THE **PROXY** STATEMENT/PROSPECTUS **AND ANY OTHER DOCUMENTS** TO BE**FILED** WITH THE **SEC** IN CONNECTION WITH THE **MERGER** OR

INCORPORATED BY**REFERENCE** IN THE **PROXY** STATEMENT/PROSPECTUS **BECAUSE THEY** WILL **CONTAIN IMPORTANT** INFORMATION. Investors will be able to obtain these documents free of charge at the SEC's web site (www.sec.gov). In addition, documents filed with the SEC by The **PNC** Financial Services Group, Inc. will be available free of

charge

from

Shareholder

Relations

at

(800)

843-2206.

Documents

filed

with

the

SEC

by

Sterling

Financial

Corporation

will

be

available

free

of

charge

from

Sterling

Financial

Corporation

by

contacting

Shareholder

Relations

at

(877)

248-6420.

The

directors,

executive

officers,

and

certain

other

members

of

management

and

employees

of

Sterling

Financial

Corporation

are

participants

in

the

solicitation

of

proxies

in

favor

of

the

merger

from

the

shareholders

of

Sterling

Financial

Corporation.

Information

about

the

directors

and

executive

officers

of

Sterling

Financial

Corporation

is

included

in

the

proxy

statement

for

its

May

8, 2007

annual

meeting

of

shareholders,

which

was

filed

with

the

SEC

on

April 2, 2007. Additional information regarding the interests of such participants will be included in the proxy statement/prospectus and the other relevant documents filed with the **SEC** when they become available. Additional Information About The PNC/Sterling

Financial Corporation Transaction

The PNC Financial Services Group, Inc. (PNC)

and Yardville National Bancorp (Yardville) have filed with the United States Securities and Exchange Commission (the SEC) proxy statement/prospectus and other relevant documents concerning the proposed transaction. WE **URGE INVESTORS** TO **READ** THE **PROXY** STATEMENT/PROSPECTUS **AND** ANY **OTHER DOCUMENTS FILED** WITH THE SEC IN CONNECTION WITH THE **MERGER**

OR

INCORPORATED BY**REFERENCE** IN THE **PROXY** STATEMENT/PROSPECTUS **BECAUSE THEY CONTAIN IMPORTANT** INFORMATION. Investors may obtain these documents free of charge at the SEC's web site (www.sec.gov). addition, documents filed with the SEC by **PNC** will be available free of charge from Shareholder Relations at (800)843-2206. Documents filed

with

the **SEC** by Yardville will be available free of charge from Yardville by contacting Howard N. Hall, Assistant Treasurer's Office, 2465 Kuser Road, Hamilton, NJ 08690 or by calling (609)631-6223. The directors, executive officers, and certain other members of management $\quad \text{and} \quad$ employees of Yardville are participants

in the

solicitation

of

proxies

in

favor

of

the

merger

from

the

shareholders

of

Yardville.

Information

about

the

directors

and

executive

officers

of

Yardville

is

set

forth

in

its

Annual

Report

on

Form

10-K

filed

on

March

30,

2007

for the

year

ended

December

31,

2006,

as

amended

by

the

Form

10-K/A

filed

on May 10, 2007. Additional information regarding the interests of such participants included in the proxy statement/prospectus and the other relevant documents filed with the

Additional Information About The

SEC.

PNC/Yardville National Bancorp Transaction

Non-GAAP to GAAP Reconcilement Appendix Earnings Summary THREE MONTHS ENDED Pretax Net

Diluted Pretax Net Diluted Pretax Net Diluted In millions, except per share data Adjustments Income **EPS Impact** Adjustments Income **EPS Impact** Adjustments Income **EPS Impact** Net income, as reported \$423 \$1.22 \$459 \$1.46 \$381 \$1.28 Adjustments: BlackRock LTIP (a) \$1 \$(52) (33)(.11)Integration costs (b) 16 11 .03 13 8 .03 \$13 5 .02

Net income, as adjusted

101

\$434 \$1.25 \$434 \$1.38 \$386 \$1.30 SIX MONTHS ENDED Pretax Net Diluted Pretax Net Diluted In millions, except per share data Adjustments Income **EPS Impact** Adjustments Income **EPS Impact** Net income, as reported \$882 \$2.67 \$735 \$2.47 Adjustments: BlackRock LTIP (a) \$(51) (33)(.11)Integration costs (b) 29 19 .07 \$19 8 .03 Net income, as adjusted \$868 \$2.63 \$743 \$2.50

(a)

Includes the impact of the gain recognized in connection with PNC's transfer of BlackRock shares to satisfy portion of our 2002 BlackRock LTIP shares obligation and the net markto-market adjustment on our remaining BlackRock LTIP shares obligation, as applicable. (b) Amounts for 2007 include both Mercantile acquisition and BlackRock/MLIM transaction integration costs. BlackRock/MLIM transaction integration costs recognized by

Edgar Filling. STETIERNOTHE CONT. /T A/ - FORTH 425
PNC
in
2007
were
included
in
noninterest
income
as
a
negative
component
of
the
"Asset
management"
line
item,
which
includes
the
impact
of
our
equity
earnings
from
our
investment
in
BlackRock.
The second quarter of 2006 BlackRock/MLIM transaction integration costs were included in noninterest expense
June 30, 2007
March 31, 2007
June 30, 2006
June 30, 2007
June 30, 2006

Non-GAAP to GAAP Reconcilement Appendix Income Statement Summary For the Six Months Ended June 30 SIX MONTHS ENDED In millions

As Reported Adjustments As Adjusted (a) As Reported Adjustments As Adjusted (b) Net interest income \$1,361 \$1,361 \$1,112 \$(7) \$1,105 Taxable-equivalent adjustment 14
14
13
13
Net interest income, taxable-equivalent basis 1,375
1,375
1,125
(7)
1,118
Net interest income: % Change As Adjusted % Change As Reported Loans 526
526
472
(7)
465
13%

11%

Deposits 849
849
653
653
30% 30% Noninterest Income 1,966
(48)
1,918
2,415
(666)
1,749
10% (19%) Total revenue, taxable equivalent basis 3,341
(48)
3,293
3,540
(673)
2,867
15% (6%) Loan net interest income as a % of total revenue, TE 16.0% 16.2% Deposit net interest income as a % of total revenue, TE 25.8% 22.8% Noninterest income as a % of total revenue, TE 58.2% 61.0%

```
Provision for credit losses
62
62
66
66
Noninterest income
1,966
$(48)
1,918
2,415
(666)
1,749
Noninterest expense
1,984
(26)
1,958
2,307
(561)
1,746
12%
(14\%)
   Income before minority interest
    and income taxes
1,281
(22)
1,259
1,154
(112)
1,042
Minority interest in income
 of BlackRock
41
(41)
Income taxes
399
(8)
391
378
(79)
299
   Net income
$882
($14)
$868
$735
$8
$743
```

17%

20% SIX MONTHS ENDED As Reported Adjustments As Adjusted (a) As Reported Adjustments As Adjusted (b) % Change As Adjusted % Change As Reported Noninterest expense 1,984 (26)1,958 2,307 (561)1,746 12% (14%)Noninterest expense, excluding Mercantile expense of \$156 million 1,828 (26)1,802 2,307 (561)1,746 3% June 30, 2007 June 30, 2006 June 30, 2007 June 30, 2006 (a) **Amounts** adjusted to exclude the impact of the following pretax items: (1) the net

mark-to-market

adjustment charge totaling \$1 million for the second quarter of 2007 and a net effect for the first six months of 2007 of \$51 million (consisting of the gain recognized in connection with our first quarter shares transfer net of the mark-to-market adjustment charge for both quarters) on

our

BlackRock

LTIP

shares obligation, and (2) Mercantile acquisition and BlackRock/MLIM transaction integration costs totaling \$16 million for the

Amounts

adjusted

as

if

we

had

recorded

our

investment

in

BlackRock

on

the

equity

method

for

all

periods

presented

and

to

exclude

PNC's

portion

of

BlackRock/MLIM

transaction

integration

costs

of

\$13

million and \$19 million before taxes for the second quarter and first six months of 2006, respectively.

Non-GAAP to GAAP
Reconcilement
Appendix
Business Segment Earnings and Operating Leverage
OPERATING LEVERAGE
SIX MONTHS ENDED
Dollars in millions

As Reported As Adjusted (b) As Reported As Adjusted (c) As Reported As Adjusted Net interest income \$1,361 \$1,361 \$1,112 \$1,105 Noninterest income Asset management 355 358 890 257 Other 1,611 1,560 1,525 1,492 Total revenue \$3,327 \$3,279 \$3,527 \$2,854 (6%) 15% Noninterest expense \$1,984 \$1,958 \$2,307 \$1,746 (14%)12% Operating leverage 8% 3% (c) See note (b) on previous slide. June 30, 2007 June 30, 2006 Change (b) See note (a) on previous slide. Dollars in millions 2007 % of Segments

2006 % Change Retail Banking \$428 50% \$375 14% Corporate & Institutional Banking 254 30% 217 17% BlackRock (a) 110 13% 95 16% **PFPC** 63 7% 53 19% Total business segment earnings 855 740 Other (a) 27 (5) Total consolidated net income \$882 \$735 Earnings (Loss) Six Months Ending June 30 (a) For our segment reporting presentation management's discussion and analysis, our after-tax share of BlackRock/MLIM

transaction

integration costs totaling \$2 million and \$8 million for the six months ended June 30, 2007 and June 30, 2006 have been reclassified from BlackRock to "Other." "Other" for the first six months

includes \$26 million of pretax Mercantile acquisition integration costs.

of 2007 also

Non-GAAP to GAAP Reconcilement Appendix Average Balance Sheet and Noninterest Income Six Months Ending June 30, 2007 Dollars in millions Retail

Edga	ar Filing: STERLING
Banking	
Corporate &	
Institutional	
Banking	
Other	
Banking and	
Other	
BlackRock	
PFPC	
Total	
Net interest income (expense)	
\$984	
\$371	
\$15	
\$1,370	
(\$9)	
\$1,361	
Noninterest income	
830	
374	
205	
1,409	
0140	
\$140	
417	
1,966	
1,500	
Total Revenue	
\$1,814	
\$745	
\$220	
\$2,779	
\$140	
\$408	
\$3,327	
Noninterest income as a % of	
total revenue	
46%	
50%	
93%	
51%	
100%	
102%	
59%	
Average Balance Sheet for the	three months ended:
June 30, 2007	

June 30, 2006 \$ millions **PNC** Excluding Mercantile Mercantile (a) PNC As Reported PNC % Change Excluding Mercantile % Change Including Mercantile Average loans, net of unearned income Commercial \$20,919 \$3,733 \$24,652 \$20,348 3% 21% Commercial real estate 3,456 6,057 9,513 3,071 13% 210% Consumer 16,257 1,629 17,886 16,049 1% 11% Residential mortgages 7,437 1,090 8,527 7,353 1% 16% Other, including total unearned income (b) 2,969 8 2,977 3,115 (5%) (4%)

Total average loans, net of unearned income \$51,038 \$12,517 \$63,555 \$49,936 2% 27% Average deposits Interest-bearing \$51,111 \$9,293 \$60,404 \$48,710 5% 24% Noninterest-bearing 14,707 3,117 17,824 13,926 6% 28%Total average deposits \$65,818 \$12,410 \$78,228 \$62,636 5%

- (a) Mercantile activity is from the closing on March 2, 2007 through March 31, 2007.
- (b) Includes lease financing.

25%

Non-GAAP to GAAP Reconcilement Appendix Income Statement Summary 2004 to 2006 BlackRock For the year ended December 31, 2006

PNC Deconsolidation and BlackRock **PNC** In millions As Reported Adjustments (a) Other Adjustments **Equity Method** As Adjusted Net interest income \$2,245 \$(10) \$2,235 Provision for credit losses 124 124 Noninterest income 6,327 \$(1,812) (1,087)\$144 3,572 Noninterest expense 4,443 (91) (765)3,587 Income before minority interest and income taxes 4,005 (1,721)(332)144 2,096 Minority interest in income of BlackRock 47 18 (65)Income taxes 1,363 (658)(130)7 582 Net income \$2,595 \$(1,081)

\$(137)

\$137 \$1,514 For the year ended December 31, 2005 BlackRock **PNC** Deconsolidation and BlackRock **PNC** In millions As Reported Other Adjustments **Equity Method** As Adjusted Net interest income \$2,154 \$(12) \$2,142 Provision for credit losses 21 21 Noninterest income 4,173 (1,214)\$163 3,122 Noninterest expense 4,306 (853)3,453 Income before minority interest and income taxes 2,000 (373)163 1,790 Minority interest in income of BlackRock 71 (71) Income taxes 604 (150)11 465 Net income \$1,325 \$(152) \$152 \$1,325

(a)

Includes the impact of the following items, all on a pretax basis: \$2,078 million gain on BlackRock/MLIM transaction, \$196 million securities portfolio rebalancing loss, \$101 million of BlackRock/MLIM transaction integration costs, \$48 million mortgage loan portfolio repositioning loss, and \$12 million net loss related to our BlackRock LTIP shares obligation.

Non-GAAP to GAAP Reconcilement Appendix Income Statement Summary 2004 to 2006 (continued) For the year ended December 31, 2004 BlackRock

PNC Deconsolidation and BlackRock **PNC** In millions As Reported Other Adjustments **Equity Method** As Adjusted Net interest income \$1,969 \$(14) \$1,955 Provision for credit losses 52 52 Noninterest income 3,572 (745)\$101 2,928 Noninterest expense 3,712 (564)3,148 Income before minority interest and income taxes 1,777 (195)101 1,683 Minority interest in income of BlackRock 42 (42)Income taxes 538 (59)7 486 Net income \$1,197 \$(94) \$94 \$1,197 In millions 2004 2005 2006

CAGR

Adjusted net interest income \$1,955 \$2,142 \$2,235 Adjusted noninterest income 2,928 3,122 3,572 Taxable-equivalent adjustment 33 25 Adjusted total revenue 4,903 5,297 5,832 9% Adjusted noninterest expense 3,148 3,453 3,587 7% Adjusted net income \$1,197 \$1,325 \$1,514 12% In millions 2004 2005 2006 **CAGR** Net interest income, as reported \$1,969 \$2,154 \$2,245 Noninterest income, as reported 3,572 4,173 6,327 Taxable-equivalent adjustment 20 33 Total revenue, taxable equivalent basis 5,561 6,360

8,597
24%
Noninterest
expense, as reported
3,712
4,306
4,443
9%
Net income, as reported
\$1,197

\$1,325 \$2,595 47%

The PNC Financial Services Group, Inc. PNC **BB&T** Corporation

BBT

Comerica

CMA

Fifth Third Bancorp

FITB

KeyCorp

KEY

National City Corporation

NCC

Regions Financial

RF

SunTrust Banks, Inc.

STI

U.S. Bancorp

USB

Wachovia Corporation

WB

Wells Fargo & Company

WFC

Ticker

Peer Group of

Super-Regional Banks

Appendix