

S&T BANCORP INC  
Form 10-Q  
November 02, 2012  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

**FORM 10-Q**

*(Mark One)*

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended September 30, 2012**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from            To**

**Commission file number 000-12508**

**S&T BANCORP, INC.**

*(Exact name of registrant as specified in its charter)*

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**Pennsylvania**  
(State or other jurisdiction of  
incorporation or organization)

**25-1434426**  
(IRS Employer  
Identification No.)

**800 Philadelphia Street, Indiana, PA**  
(Address of principal executive offices)

**15701**  
(zip code)

**800-325-2265**  
(Registrant's telephone number, including area code)

**Not Applicable**

**(Former name, former address, and former fiscal year, if changed since last report)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

**APPLICABLE ONLY TO CORPORATE ISSUERS:**

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practical date.

Common Stock, \$2.50 Par Value - 29,733,592 shares as of October 24, 2012

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**S&T BANCORP, INC. AND SUBSIDIARIES**

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**Table of Contents****S&T BANCORP, INC. AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS**

| <i>(in thousands, except share and per share data)</i>  | <b>September 30, 2012<br/>(Unaudited)</b> | <b>December 31, 2011<br/>(Audited)</b> |
|---|---|--|
| <b>ASSETS</b>   |   |  |
| Cash and due from banks, including interest-bearing deposits of \$284,619 and \$208,854 at September 30, 2012 and December 31, 2011, respectively   | \$ 347,076                                | \$ 270,526                             |
| Securities available-for-sale, at fair value  | 415,429                                   | 357,596                                |
| Loans held for sale   | 3,188                                     | 2,850                                  |
| Portfolio loans, net of unearned income of \$188 and \$715 at September 30, 2012 and December 31, 2011, respectively  | 3,279,157                                 | 3,129,759                              |
| Allowance for loan losses   | (46,279)                                  | (48,841)                               |
| <b>Portfolio loans, net</b>   | <b>3,232,878</b>                          | <b>3,080,918</b>                       |
| Bank owned life insurance   | 58,097                                    | 56,755                                 |
| Premises and equipment, net   | 39,273                                    | 37,755                                 |
| Federal Home Loan Bank stock, at cost   | 16,628                                    | 18,216                                 |
| Goodwill  | 175,733                                   | 165,273                                |
| Other intangibles, net  | 5,783                                     | 5,728                                  |
| Other assets  | 128,173                                   | 124,377                                |
| <b>Total Assets</b>   | <b>\$ 4,422,258</b>                       | <b>\$ 4,119,994</b>                    |
| <b>LIABILITIES</b>  |   |  |
| Deposits:   |   |  |
| Noninterest-bearing demand  | \$ 928,000                                | \$ 818,686                             |
| Interest-bearing demand   | 321,785                                   | 283,611                                |
| Money market  | 316,673                                   | 278,092                                |
| Savings   | 949,521                                   | 802,942                                |
| Certificates of deposit   | 1,078,427                                 | 1,152,528                              |
| <b>Total Deposits</b>   | <b>3,594,406</b>                          | <b>3,335,859</b>                       |
| Securities sold under repurchase agreements   | 49,261                                    | 30,370                                 |
| Short-term borrowings   | 25,000                                    | 75,000                                 |
| Long-term borrowings  | 40,669                                    | 31,874                                 |
| Junior subordinated debt securities   | 90,619                                    | 90,619                                 |
| Other liabilities   | 88,061                                    | 65,746                                 |
| <b>Total Liabilities</b>  | <b>3,888,016</b>                          | <b>3,629,468</b>                       |
| <b>SHAREHOLDERS EQUITY</b>  |   |  |
| Common stock (\$2.50 par value) Authorized 50,000,000 shares Issued 31,197,365 shares at September 30, 2012 and 29,714,038 shares at December 31, 2011 Outstanding 29,733,592 shares at September 30, 2012 and 28,131,249 shares at December 31, 2011 | 77,993                                    | 74,285                                 |
| Additional paid-in capital  | 77,230                                    | 52,637                                 |
| Retained earnings   | 430,936                                   | 421,468                                |

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|   |                     |                     |
|---|---------------------|---------------------|
| Accumulated other comprehensive income  | (11,470)            | (14,108)            |
| Treasury stock (1,463,773 shares and 1,582,789 shares at September 30, 2012 and December 31, 2011, respectively, at cost) | (40,447)            | (43,756)            |
| <b>Total Shareholders' Equity</b>   | <b>534,242</b>      | <b>490,526</b>      |
| <b>Total Liabilities and Shareholders' Equity</b>   | <b>\$ 4,422,258</b> | <b>\$ 4,119,994</b> |

See Notes to Consolidated Financial Statements

**Table of Contents****S&T BANCORP, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME****(Unaudited)**

| <i>(in thousands, except per share data)</i>               | <b>Three Months Ended<br/>September 30,</b> |               | <b>Nine Months Ended<br/>September 30,</b> |                |
|--|---|---------------|--|----------------|
|  | <b>2012</b>                                 | <b>2011</b>   | <b>2012</b>                                | <b>2011</b>    |
| <b>INTEREST INCOME</b>                                     |   |               |  |                |
| Loans, including fees                                      | \$ 36,121                                   | \$ 38,103     | \$ 109,054                                 | \$ 116,720     |
| Investment securities:                                     |   |               |  |                |
| Taxable  | 1,829                                       | 2,054         | 5,660                                      | 5,944          |
| Tax-exempt   | 788   | 525           | 2,319                                      | 1,678          |
| Dividends  | 82  | 163           | 297  | 478            |
| <b>Total Interest Income</b>                               | <b>38,820</b>                               | <b>40,845</b> | <b>117,330</b>                             | <b>124,820</b> |
| <b>INTEREST EXPENSE</b>                                    |   |               |  |                |
| Deposits   | 3,958                                       | 5,745         | 13,184                                     | 17,764         |
| Borrowings and junior subordinated debt securities         | 1,067                                       | 1,231         | 3,211                                      | 3,777          |
| <b>Total Interest Expense</b>                              | <b>5,025</b>                                | <b>6,976</b>  | <b>16,395</b>                              | <b>21,541</b>  |
| <b>NET INTEREST INCOME</b>                                 | <b>33,795</b>                               | <b>33,869</b> | <b>100,935</b>                             | <b>103,279</b> |
| Provision for loan losses                                  | 2,305                                       | 1,535         | 18,600                                     | 13,272         |
| <b>Net Interest Income After Provision for Loan Losses</b> | <b>31,490</b>                               | <b>32,334</b> | <b>82,335</b>                              | <b>90,007</b>  |
| <b>NONINTEREST INCOME</b>                                  |   |               |  |                |
| Debit and credit card fees                                 | 2,966                                       | 2,790         | 8,472                                      | 8,174          |
| Service charges on deposit accounts                        | 2,567                                       | 2,683         | 7,407                                      | 7,356          |
| Insurance fees   | 2,402                                       | 2,192         | 6,725                                      | 6,505          |
| Wealth management fees                                     | 2,397                                       | 1,965         | 7,393                                      | 6,159          |
| Securities gains (losses), net                             | 2,170                                       | (81)          | 3,016                                      | (124)          |
| Mortgage banking   | 797   | (447)         | 2,174                                      | 424            |
| Other  | 1,447                                       | 1,241         | 5,160                                      | 3,989          |
| <b>Total Noninterest Income</b>                            | <b>14,746</b>                               | <b>10,343</b> | <b>40,347</b>                              | <b>32,483</b>  |
| <b>NONINTEREST EXPENSE</b>                                 |   |               |  |                |
| Salaries and employee benefits                             | 14,819                                      | 11,741        | 45,933                                     | 37,632         |
| Data processing  | 2,012                                       | 1,743         | 7,448                                      | 4,928          |
| Net occupancy  | 1,978                                       | 1,653         | 5,594                                      | 5,248          |
| Professional services and legal                            | 1,440                                       | 1,173         | 4,548                                      | 4,058          |
| Furniture and equipment                                    | 1,414                                       | 1,263         | 3,861                                      | 3,805          |
| Other taxes  | 982   | 864           | 2,533                                      | 2,669          |
| FDIC assessment  | 838   | 749           | 2,164                                      | 2,892          |

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|   |                  |                  |                  |                  |
|---|------------------|------------------|------------------|------------------|
| Marketing   | 759              | 747              | 2,156            | 2,055            |
| Other   | 6,776            | 4,260            | 18,909           | 13,949           |
| <b>Total Noninterest Expense</b>                    | <b>31,018</b>    | <b>24,193</b>    | <b>93,146</b>    | <b>77,236</b>    |
| <b>Income Before Taxes</b>                          | <b>15,218</b>    | <b>18,484</b>    | <b>29,536</b>    | <b>45,254</b>    |
| Provision for Income Taxes                          | 2,623            | 4,681            | 4,861            | 10,246           |
| <b>Net Income</b>                                   | <b>12,595</b>    | <b>13,803</b>    | <b>24,675</b>    | <b>35,008</b>    |
| Preferred stock dividends and discount amortization |                  | 1,559            |                  | 4,672            |
| <b>Net Income Available to Common Shareholders</b>  | <b>\$ 12,595</b> | <b>\$ 12,244</b> | <b>\$ 24,675</b> | <b>\$ 30,336</b> |
| Earnings per common share basic                     | \$ 0.43          | \$ 0.44          | \$ 0.85          | \$ 1.08          |
| Earnings per common share diluted                   | \$ 0.43          | \$ 0.44          | \$ 0.85          | \$ 1.08          |
| Dividends declared per common share                 | \$ 0.15          | \$ 0.15          | \$ 0.45          | \$ 0.45          |
| <b>Comprehensive Income</b>                         | <b>\$ 14,514</b> | <b>\$ 15,932</b> | <b>\$ 27,313</b> | <b>\$ 39,423</b> |

See Notes to Consolidated Financial Statements

**Table of Contents****S&T BANCORP, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY****(Unaudited)**

| <i>(in thousands, except per share data)</i>   | Comprehensive<br>Income | Preferred<br>Stock | Common<br>Stock  | Additional<br>Paid-in<br>Capital | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Loss | Treasury<br>Stock  | Total             |
|--|-------------------------|--------------------|------------------|----------------------------------|----------------------|---|--------------------|-------------------|
| <b>Balance at January 1, 2011</b>  |                         | <b>\$ 106,137</b>  | <b>\$ 74,285</b> | <b>\$ 51,570</b>                 | <b>\$ 401,734</b>    | <b>\$ (6,334)</b>                             | <b>\$ (48,727)</b> | <b>\$ 578,665</b> |
| Net income for nine months ended<br>September 30, 2011   | \$ 35,008               |                    |                  |                                  | 35,008               |   |                    | 35,008            |
| <b>Other Comprehensive Income</b>  |                         |                    |                  |                                  |                      |   |                    |                   |
| Change in unrealized gains on securities<br>available-for-sale, net of tax of \$2,100  | 3,901                   |                    |                  |                                  |                      | 3,901   |                    | 3,901             |
| Reclassification adjustment for net losses<br>on securities available-for-sale included in<br>net income, net of tax of \$43   | 81                      |                    |                  |                                  |                      | 81  |                    | 81                |
| Adjustment to funded status of employee<br>benefit plans, net of tax of \$233  | 433                     |                    |                  |                                  |                      | 433   |                    | 433               |
| <b>Total Comprehensive Income</b>  | <b>\$ 39,423</b>        |                    |                  |                                  |                      |   |                    |                   |
| Preferred stock dividends and discount<br>amortization   |                         | 596                |                  |                                  | (4,672)              |   |                    | (4,076)           |
| Cash dividends declared (\$0.45 per share)   |                         |                    |                  |                                  | (12,614)             |   |                    | (12,614)          |
| Treasury stock issued (156,419 shares)   |                         |                    |                  | (10)                             | (2,840)              |   | 4,325              | 1,475             |
| Recognition of restricted stock<br>compensation expense  |                         |                    |                  | 830                              |                      |   |                    | 830               |
| Forfeitures of restricted stock (1,657<br>shares)  |                         |                    |                  | 10                               |                      |   | (39)               | (29)              |
| <b>Balance at September 30, 2011</b>   |                         | <b>\$ 106,733</b>  | <b>\$ 74,285</b> | <b>\$ 52,400</b>                 | <b>\$ 416,616</b>    | <b>\$ (1,919)</b>                             | <b>\$ (44,441)</b> | <b>\$ 603,674</b> |
| <b>Balance at January 1, 2012</b>  |                         |                    | <b>\$ 74,285</b> | <b>\$ 52,637</b>                 | <b>\$ 421,468</b>    | <b>\$ (14,108)</b>                            | <b>\$ (43,756)</b> | <b>\$ 490,526</b> |
| Net income for nine months ended<br>September 30, 2012   | \$ 24,675               |                    |                  |                                  | 24,675               |   |                    | 24,675            |
| <b>Other Comprehensive Income</b>  |                         |                    |                  |                                  |                      |   |                    |                   |
| Change in unrealized gains on securities<br>available-for-sale, net of tax of \$1,815  | 3,373                   |                    |                  |                                  |                      | 3,373   |                    | 3,373             |
| Reclassification adjustment for net gains on<br>securities available-for-sale included in net<br>income, net of tax of \$1,055 | (1,960)                 |                    |                  |                                  |                      | (1,960)                                       |                    | (1,960)           |
| Adjustment to funded status of employee<br>benefit plans, net of tax of \$662  | 1,225                   |                    |                  |                                  |                      | 1,225   |                    | 1,225             |
| <b>Total Comprehensive Income</b>  | <b>\$ 27,313</b>        |                    |                  |                                  |                      |   |                    |                   |
| Cash dividends declared (\$0.45 per share)   |                         |                    |                  |                                  | (12,897)             |   |                    | (12,897)          |
| Common stock issued in acquisition<br>(1,483,327 shares)   |                         |                    | 3,708            | 23,902                           |                      |   |                    | 27,610            |



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|  |           |                  |                  |                   |                    |                    |                   |
|--|-----------|------------------|------------------|-------------------|--------------------|--------------------|-------------------|
| Treasury stock issued (122,879 shares)               |           | (2,348)          |                  | 3,395             | 1,047              |                    |                   |
| Recognition of restricted stock compensation expense |           | 721              |                  |                   | 721                |                    |                   |
| Tax expense from stock-based compensation            |           | (30)             |                  |                   | (30)               |                    |                   |
| Forfeitures of restricted stock (3,863 shares)       |           |                  | 38               | (86)              | (48)               |                    |                   |
| <b>Balance September 30, 2012</b>                    | <b>\$</b> | <b>\$ 77,993</b> | <b>\$ 77,230</b> | <b>\$ 430,936</b> | <b>\$ (11,470)</b> | <b>\$ (40,447)</b> | <b>\$ 534,242</b> |

See Notes to Consolidated Financial Statements

**Table of Contents****S&T BANCORP, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS****(Unaudited)**

| <i>(in thousands)</i>   | <b>Nine Months Ended September 30,</b> |                |
|---|--|----------------|
|   | <b>2012</b>                            | <b>2011</b>    |
| <b>OPERATING ACTIVITIES</b>   |  |                |
| Net income  | \$ 24,675                              | \$ 35,008      |
| Adjustments to reconcile net income to net cash provided by operating activities: |  |                |
| Provision for loan losses   | 18,600                                 | 13,272         |
| Provision for unfunded loan commitments   | 1,956                                  | (1,015)        |
| Depreciation and amortization   | 5,306                                  | 4,858          |
| Net amortization (accretion) of discounts and premiums                            | 1,591                                  | 844            |
| Stock-based compensation expense  | 683                                    | 636            |
| Securities (gains) losses, net  | (3,016)                                | 124            |
| Deferred income taxes   | (1,799)                                | (142)          |
| Tax expense (benefit) from stock-based compensation                               | 30                                     |                |
| Mortgage loans originated for sale  | (62,920)                               | (49,477)       |
| Proceeds from the sale of loans   | 63,661                                 | 54,557         |
| Gain on the sale of loans, net  | (1,079)                                | (544)          |
| Net decrease (increase) in interest receivable                                    | 51                                     | 1,216          |
| Net (decrease) increase in interest payable                                       | (1,251)                                | (179)          |
| Net decrease (increase) in other assets   | 12,476                                 | 3,135          |
| Net increase (decrease) in other liabilities                                      | 19,537                                 | (3,941)        |
| <b>Net Cash Provided by Operating Activities</b>                                  | <b>78,501</b>                          | <b>58,352</b>  |
| <b>INVESTING ACTIVITIES</b>   |  |                |
| Purchases of securities available-for-sale  | (118,857)                              | (98,080)       |
| Proceeds from maturities, prepayments and calls of securities available-for-sale  | 79,122                                 | 51,069         |
| Proceeds from sales of securities available-for-sale                              | 66,575                                 | 70             |
| Proceeds from the redemption of Federal Home Loan Bank stock                      | 3,557                                  | 3,190          |
| Net decrease (increase) in loans  | 55,119                                 | 189,730        |
| Proceeds from the sale of loans not originated for resale                         |  | 8,595          |
| Purchases of premises and equipment   | (1,779)                                | (2,288)        |
| Proceeds from the sale of premises and equipment                                  | 142                                    | 285            |
| Net cash acquired from bank acquisitions  | 18,639                                 |                |
| <b>Net Cash Provided by Investing Activities</b>                                  | <b>102,518</b>                         | <b>152,571</b> |
| <b>FINANCING ACTIVITIES</b>   |  |                |
| Net increase (decrease) in core deposits  | 119,088                                | 59,401         |
| Net (decrease) increase in certificates of deposit                                | (172,541)                              | (105,580)      |
| Net increase (decrease) in securities sold under repurchase agreements            | 15,121                                 | 1,756          |
| Net (decrease) increase in short-term borrowings                                  | (50,000)                               |                |
| Proceeds from long-term borrowings  | 4,311                                  | 4,192          |
| Repayments of long-term borrowings  | (8,520)                                | (1,238)        |
| Purchase of treasury shares   | (48)                                   | (29)           |
| Sale of treasury shares   | 1,047                                  | 1,475          |
| Preferred stock dividends   |  | (4,076)        |
| Cash dividends paid to common shareholders  | (12,897)                               | (12,614)       |
| Tax (expense) benefit from stock-based compensation                               | (30)                                   |                |

|  |                  |                 |
|--|------------------|-----------------|
| <b>Net Cash Used in Financing Activities</b>     | <b>(104,469)</b> | <b>(56,713)</b> |
| Net increase in cash and cash equivalents        | 76,550           | 154,210         |
| Cash and cash equivalents at beginning of period | 270,526          | 108,196         |

|   |                   |                   |
|---|-------------------|-------------------|
| <b>Cash and Cash Equivalents at End of Period</b> | <b>\$ 347,076</b> | <b>\$ 262,406</b> |
|---|-------------------|-------------------|

**Supplemental Disclosures**

|   |           |           |
|---|-----------|-----------|
| Interest paid   | \$ 17,575 | \$ 21,720 |
| Income taxes paid   | \$ 1,394  | \$ 9,900  |
| Net assets (liabilities) from acquisitions, excluding cash and cash equivalents | \$ (683)  | \$        |
| Transfers to other real estate owned and other repossessed assets               | \$ 864    | \$ 6,942  |

See Notes to Consolidated Financial Statements

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### **S&T BANCORP, INC. AND SUBSIDIARIES**

#### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

##### **NOTE 1. BASIS OF PRESENTATION**

###### **Principals of Consolidation**

The interim Consolidated Financial Statements include the accounts of S&T Bancorp, Inc., or S&T, and its wholly owned subsidiaries. All significant intercompany transactions have been eliminated in consolidation. Investments of 20 percent to 50 percent of the outstanding common stock of investees are accounted for using the equity method of accounting.

###### **Basis of Presentation**

The accompanying unaudited interim Consolidated Financial Statements of S&T have been prepared in accordance with accounting principles generally accepted in the United States of America, or GAAP, for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements and should be read in conjunction with our annual report on Form 10-K for the year ended December 31, 2011, filed with the Securities and Exchange Commission, or SEC, on February 29, 2012. In the opinion of management, the accompanying interim financial information reflects all adjustments, including normal recurring adjustments, necessary to present fairly S&T's financial position and results of operations for each of the interim periods presented. Results of operations for interim periods are not necessarily indicative of the results of operations that may be expected for a full year or any future period.

###### **Reclassification**

Certain amounts in the prior periods' financial statements have been reclassified to conform to the current period's presentation. The reclassifications had no significant effect on our results of operations or financial condition.

###### **Use of Estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

###### **Recently Adopted Accounting Standards Updates**

###### ***Technical Amendments and Corrections to SEC Sections***

In August 2012, the Financial Accounting Standards Board, or FASB, issued Accounting Standards Update, or ASU, No. 2012-03, Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin No. 114, Technical Amendments Pursuant to SEC Release No. 33-9250, and Corrections Related to FASB Accounting Standards Update 2010-22 (SEC Update), which were meant to codify various amendments and corrections included in these previously issued bulletins and releases. Since this is codification only of previously issued accounting guidance, it was adopted at September 30, 2012, and has not had an impact on our results of operations or financial position.

###### ***Presentation of Comprehensive Income***

In December 2011, the FASB issued ASU No. 2011-12, which superseded certain pending paragraphs in ASU No. 2011-05. In June 2011, the FASB issued ASU No. 2011-05, the provisions of which allow an entity the option to present the total of comprehensive income, the components of net income and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. Under both options, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income and a total amount for comprehensive income. ASU 2011-05 eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. ASU 2011-05 does not change the items that must be reported in other comprehensive income or when an

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item of other comprehensive income must be reclassified to net income. ASU 2011-05 permits companies to present in the annual period the comprehensive income components in a single continuous statement or two consecutive statements and to present in the interim periods only the total for comprehensive income in a single continuous statement or two consecutive statements. ASU No. 2011-12 effectively defers changes that relate to the presentation of reclassification adjustments out of accumulated other comprehensive income. The amendments will be temporary to allow the FASB time to redeliberate the presentation requirements for reclassifications out of accumulated other comprehensive income for annual and interim financial statements. This amendment is effective at the same time as the amendments in ASU No. 2011-05. It should be applied retrospectively and is effective for public companies for fiscal years, and interim periods within those years, beginning after December 15, 2011. We have elected the option of a single continuous statement format for interim periods. ASU 2011-05 and ASU 2011-12 should be applied retrospectively and are effective for public companies for fiscal years, and interim periods within those years, beginning after December 15, 2011. The adoption of both ASU 2011-05 and 2011-12 has only impacted our presentation of comprehensive income and has not had an impact on our results of operations or financial position.

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**S&T BANCORP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued**

**NOTE 1. BASIS OF PRESENTATION continued**

***Testing Goodwill for Impairment***

In September 2011, the FASB issued ASU No. 2011-08, which permits an entity to make a qualitative assessment of whether it is more likely than not that a reporting unit's fair value is less than its carrying amount before applying the two-step goodwill impairment test. If an entity concludes it is not more likely than not that its fair value is less than its carrying amount, it need not perform the two-step impairment test. This ASU is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted. The adoption of this ASU has not had a material impact on our results of operations or financial position.

***Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS***

In May 2011, the FASB issued ASU No. 2011-04, which represents the convergence of the FASB's and the International Accounting Standard Board's, or IASB, guidance on fair value measurement. ASU 2011-04 reflects the common requirements under U.S. GAAP and international financial reporting standards, or IFRS, for measuring fair value and for disclosing information about fair value measurements, including a consistent meaning for the term fair value. The new guidance does not extend the use of fair value but, rather, provides guidance about how fair value should be applied where it is already required or permitted under U.S. GAAP or IFRS. For U.S. GAAP, most of the changes are clarifications of existing guidance or wording changes to align with IFRS 13 Fair Value Measurement. A public company is required to apply the ASU prospectively for interim and annual periods beginning after December 15, 2011. Early adoption is not permitted for a public company. The adoption of this ASU has impacted only disclosure requirements and did not have a material impact on our results of operations or financial position.

***Reconsideration of Effective Control for Repurchase Agreements***

In April 2011, the FASB issued ASU No. 2011-03, which is intended to improve financial reporting of repurchase agreements, or repos, and other agreements that both entitle and obligate a transferor to repurchase or redeem financial assets before their maturity. When an entity enters into a typical repo arrangement, it transfers financial assets to a counterparty in exchange for cash with an agreement for the counterparty to return the same or equivalent financial assets for a fixed price in the future. Current guidance prescribes when an entity may or may not recognize a sale upon the transfer of financial assets subject to a repo agreement. That determination is based, in part, on whether the entity has maintained effective control over the transferred financial assets. This ASU improves the accounting for these transactions by removing from the assessment of effective control the criterion requiring the transferor to have the ability to repurchase or redeem the financial assets and focuses the assessment on the transferor's contractual rights. This guidance is effective for the first interim or annual period beginning on or after December 15, 2011. The guidance should be applied prospectively to transactions or modifications of existing transactions that occur on or after the effective date. Early adoption is not permitted. The adoption of this ASU did not have a material impact on our results of operations or financial position.

**Recently Issued Accounting Standards Updates not yet Adopted**

***Testing Indefinite-Lived Intangible Assets for Impairment***

In July 2012, the FASB issued ASU No. 2012-02, which permits an entity to first assess qualitative factors to determine whether it is more likely than not that an indefinite-lived intangible asset is impaired as a basis for determining whether it is necessary to perform the quantitative impairment test in accordance with Subtopic 350-30, Intangibles—Goodwill and Other—General Intangibles Other than Goodwill. The more-likely-than-not threshold is defined as having a likelihood of more than 50 percent. The guidance is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted, including for annual and interim impairment tests performed as of a date before July 27, 2012, if a public entity's financial statements for the most recent annual or interim period have not yet been issued. The adoption of this ASU is not expected to have a material impact on our results of operations or financial position.



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**S&T BANCORP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued**

**NOTE 1. BASIS OF PRESENTATION continued**

*Disclosures About Offsetting Assets and Liabilities*

In December 2011, the FASB issued ASU, No. 2011-11, in conjunction with the issuance by the IASB, of amendments to Disclosures Offsetting Financial Assets and Financial Liabilities (Amendments to IFRS 7). The disclosure requirements apply to recognized financial instruments and derivative instruments that are offset or subject to an enforceable master netting arrangement. An entity shall disclose information to enable users of its financial statements to evaluate the effect or potential effect of netting arrangements on its financial position, including the effect or potential effect of rights of setoff associated with recognized assets and recognized liabilities. While both the FASB and the IASB retained the existing offsetting models under U.S. GAAP and IFRS, the new standards require disclosures to allow investors to better compare financial statements prepared under U.S. GAAP with financial statements prepared under IFRS. The new standards are effective for annual periods beginning January 1, 2013, and interim periods within those annual periods. Retrospective application is required. The adoption of this ASU is expected to impact only our disclosure requirements and is not expected to have a material impact on our results of operations or financial position.

**NOTE 2. BUSINESS COMBINATIONS**

On August 13, 2012, we completed the acquisition of 100 percent of the voting shares of Gateway Bank of Pennsylvania, or Gateway, located in McMurray, Pennsylvania. The acquisition expanded our market share and footprint into Washington County, Pennsylvania. Gateway shareholders were entitled to receive \$3.08 in cash and 0.4657 shares of S&T common stock in exchange for one share of Gateway common stock.

Gateway will operate as a separate wholly-owned subsidiary of S&T and all transactions since the acquisition date are consolidated in our financial statements. Cash paid to former Gateway shareholders was \$5.2 million and the fair value of common shares issued was \$13.3 million. We also settled outstanding equity awards for \$1.0 million. As of September 30, 2012, S&T recognized Goodwill of \$3.8 million from the Gateway acquisition.

On March 9, 2012, we completed the acquisition of 100 percent of the voting shares of Mainline Bancorp, Inc., or Mainline, located in Ebensburg, Pennsylvania, which was the sole shareholder of Mainline National Bank. The acquisition expanded our market share and footprint throughout Cambria and Blair Counties of Western Pennsylvania. Mainline shareholders were entitled to elect to receive for each share of Mainline common stock either \$69.00 in cash or 3.6316 shares of S&T common stock. We also purchased Mainline's preferred stock issued under the U.S. Treasury Capital Purchase Program, or CPP, for \$4.7 million on March 9, 2012. The preferred stock was purchased and retired as part of the merger transaction. The measurement period for the Mainline acquisition ends March 9, 2013. Based on new information received about facts and circumstances that existed as of the acquisition date one measurement period adjustment for \$0.5 million was recorded relating to a contingent liability for an IRS proposed penalty for tax year 2010. Cash paid to former Mainline shareholders was \$8.2 million and the fair value of common shares issued was \$14.8 million. As of September 30, 2012, S&T recognized Goodwill of \$6.7 million from the Mainline acquisition.

Both acquisitions were accounted for under the acquisition method of accounting, and all transactions since the acquisition dates are included in our consolidated financial statements. The assets acquired and liabilities assumed were recorded at their respective fair values and represent management's estimates based on available information.

Goodwill was calculated as the excess of the consideration exchanged over the net identifiable assets acquired from each acquisition and will not be deductible for tax purposes. Goodwill from both acquisitions was assigned to our Community Banking segment.





**Table of Contents****S&T BANCORP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued****NOTE 2. BUSINESS COMBINATIONS continued**

The following table summarizes total consideration, assets acquired and liabilities assumed as of September 30, 2012 for both the Mainline and Gateway acquisitions:

| <i>(in thousands)</i>                              | Mainline          | Gateway           | Combined          |
|--|-------------------|-------------------|-------------------|
| <b>Consideration Paid</b>                          |                   |                   |                   |
| Cash   | \$ 12,904         | \$ 6,238          | \$ 19,142         |
| Common stock                                       | 14,786            | 13,284            | 28,070            |
| Fair value of previously held equity interest      | 74                | 272               | 346               |
| <b>Fair Value of Total Consideration</b>           | <b>\$ 27,764</b>  | <b>\$ 19,794</b>  | <b>\$ 47,558</b>  |
| <b>Fair Value of Assets Acquired</b>               |                   |                   |                   |
| Cash and cash equivalents                          | \$ 17,763         | \$ 20,018         | \$ 37,781         |
| Securities and other investments                   | 73,328            | 9,564             | 82,892            |
| Loans  | 129,501           | 99,090            | 228,591           |
| Premises and other equipment                       | 2,280             | 495               | 2,775             |
| Core deposit intangible                            | 900               | 431               | 1,331             |
| Other assets                                       | 12,438            | 2,665             | 15,103            |
| <b>Total Assets Acquired</b>                       | <b>\$ 236,210</b> | <b>\$ 132,263</b> | <b>\$ 368,473</b> |
| <b>Fair Value of Liabilities Assumed</b>           |                   |                   |                   |
| Deposits   | 205,989           | 105,400           | 311,389           |
| Borrowings   | 6,997             | 9,777             | 16,774            |
| Other liabilities                                  | 2,144             | 1,068             | 3,212             |
| <b>Total Liabilities Assumed</b>                   | <b>\$ 215,130</b> | <b>\$ 116,245</b> | <b>\$ 331,375</b> |
| <b>Total Fair Value of Identifiable Net Assets</b> | <b>21,080</b>     | <b>16,018</b>     | <b>37,098</b>     |
| <b>Goodwill</b>                                    | <b>\$ 6,684</b>   | <b>\$ 3,776</b>   | <b>\$ 10,460</b>  |

Acquired loans were recorded at fair value with no carryover of the related allowance for loan losses. Determining the fair value of the loans involved estimating the amount and timing of principal and interest cash flows expected to be collected on the loans and discounting those cash flows at a market rate of interest. Loans acquired with evidence of credit quality deterioration were not significant. We acquired \$231.9 million of gross loans and recognized a net combined yield and credit mark of \$3.3 million.

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Direct costs related to the acquisitions were expensed as incurred. As of September 30, 2012, we recognized a combined total of \$5.3 million of one-time merger related expenses for both acquisitions.

For the nine months ended September 30, 2012, we recognized \$0.8 million of one-time merger related expenses for the Gateway acquisition; consisting primarily of legal, professional and other expenses of \$0.6 million and \$0.2 million in change in control, severance and other employee costs.

For the Mainline acquisition, we recognized \$4.5 million of one-time merger related expenses; including \$1.8 million in change in control, severance and other employee costs, \$1.9 million in data processing contract termination and conversion costs and \$0.8 million in legal, professional and other expenses.

**Table of Contents****S&T BANCORP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued****NOTE 3. EARNINGS PER SHARE**

The following table reconciles the numerators and denominators of basic earnings per share with that of diluted earnings per share for the periods presented:

| <i>(in thousands, except shares and per share data)</i>                                  | Three months ended September 30, |                   | Nine months ended September 30, |                   |
|--|----------------------------------|-------------------|---------------------------------|-------------------|
|  | 2012                             | 2011              | 2012                            | 2011              |
| <b>Numerator for Earnings per Common Share Basic:</b>                                    |                                  |                   |                                 |                   |
| Net income   | \$ 12,595                        | \$ 13,803         | \$ 24,675                       | \$ 35,008         |
| Less: Preferred stock dividends and discount amortization                                |                                  | 1,559             |                                 | 4,672             |
| Less: Income allocated to participating shares   | 50                               | 38                | 107                             | 74                |
| <b>Net Income Allocated to Common Shareholders</b>                                       | <b>\$ 12,545</b>                 | <b>\$ 12,206</b>  | <b>\$ 24,568</b>                | <b>\$ 30,262</b>  |
| <b>Numerator for Earnings per Common Share Diluted:</b>                                  |                                  |                   |                                 |                   |
| Net income   | \$ 12,595                        | \$ 13,803         | \$ 24,675                       | \$ 35,008         |
| Less: Preferred stock dividends and discount amortization                                |                                  | 1,559             |                                 | 4,672             |
| <b>Net Income Available to Common Shareholders</b>                                       | <b>\$ 12,595</b>                 | <b>\$ 12,244</b>  | <b>\$ 24,675</b>                | <b>\$ 30,336</b>  |
| <b>Denominators:</b>   |                                  |                   |                                 |                   |
| <b>Weighted Average Common Shares Outstanding Basic</b>                                  | <b>29,244,588</b>                | <b>28,002,957</b> | <b>28,740,582</b>               | <b>27,971,291</b> |
| Add: Dilutive potential common shares  | 32,644                           | 22,462            | 33,614                          | 19,619            |
| <b>Denominator for Treasury Stock Method Diluted</b>                                     | <b>29,277,232</b>                | <b>28,025,419</b> | <b>28,774,196</b>               | <b>27,990,910</b> |
| <b>Weighted Average Common Shares Outstanding Basic</b>                                  | <b>29,244,588</b>                | <b>28,002,957</b> | <b>28,740,582</b>               | <b>27,971,291</b> |
| Add: Average participating shares outstanding  | 116,402                          | 87,440            | 125,240                         | 68,512            |
| <b>Denominator for Two-Class Method Diluted</b>  | <b>29,360,990</b>                | <b>28,090,397</b> | <b>28,865,822</b>               | <b>28,039,803</b> |
| Earnings per common share basic  | \$ 0.43                          | \$ 0.44           | \$ 0.85                         | \$ 1.08           |
| Earnings per common share diluted  | \$ 0.43                          | \$ 0.44           | \$ 0.85                         | \$ 1.08           |
| Warrants considered anti-dilutive excluded from dilutive potential common shares         | 517,012                          | 517,012           | 517,012                         | 517,012           |
| Stock options considered anti-dilutive excluded from dilutive potential common shares    | 748,964                          | 902,722           | 751,492                         | 902,722           |
| Restricted stock considered anti-dilutive excluded from dilutive potential common shares | 48,717                           | 64,978            | 56,585                          | 48,893            |



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**S&T BANCORP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued**

**NOTE 4. FAIR VALUE MEASUREMENTS**

We use fair value measurements when recording and disclosing certain financial assets and liabilities. Securities available-for-sale, trading assets and derivatives are recorded at fair value on a recurring basis. Additionally, from time to time, we may be required to record other assets at fair value on a nonrecurring basis, such as loans held for sale, impaired loans, other real estate owned, or OREO, mortgage servicing rights, or MSRs, and certain other assets.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market in an orderly transaction between market participants at the measurement date. An orderly transaction is a transaction that assumes exposure to the market for a period prior to the measurement date to allow for marketing activities that are usual and customary for transactions involving such assets or liabilities; it is not a forced transaction. In determining fair value, we use various valuation approaches, including market, income and cost approaches. The fair value standard establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing an asset or liability, which is developed, based on market data we have obtained from independent sources. Unobservable inputs reflect our estimate of assumptions that market participants would use in pricing an asset or liability, which are developed based on the best information available in the circumstances.

The fair value hierarchy gives the highest priority to unadjusted quoted market prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). The fair value hierarchy is broken down into three levels based on the reliability of inputs as follows:

Level 1: valuation is based upon unadjusted quoted market prices for identical instruments traded in active markets.

Level 2: valuation is based upon quoted market prices for similar instruments traded in active markets, quoted market prices for identical or similar instruments traded in markets that are not active and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by market data.

Level 3: valuation is derived from other valuation methodologies including discounted cash flow models and similar techniques that use significant assumptions not observable in the market. These unobservable assumptions reflect estimates of assumptions that market participants would use in determining fair value.

A financial instrument's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. Our policy is to recognize transfers between any of the fair value hierarchy levels at the end of the reporting period in which the transfer occurred.

The following are descriptions of the valuation methodologies that we use for financial instruments recorded at fair value on either a recurring or nonrecurring basis.

**Recurring Basis**

***Securities Available-for-Sale***

Securities available-for-sale include both debt and equity securities.

We obtain estimated fair values for debt securities from a third-party pricing service, which utilizes several sources for valuing fixed-income securities. The market evaluation sources for debt securities include observable inputs rather than significant unobservable inputs and are classified as Level 2. The service provider utilizes pricing models that vary by asset class and include available trade, bid and other market

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information. Generally, the methodologies include broker quotes, proprietary models, vast descriptive terms and conditions databases, as well as extensive quality control programs.

Marketable equity securities that have an active, quotable market are classified in Level 1. Marketable equity securities that are quotable, but are thinly traded or inactive, are classified as Level 2 and securities that are not readily traded and do not have a quotable market are classified as Level 3.

### *Trading Assets*

We use quoted market prices to determine the fair value of our trading assets. Our trading assets are held in a Rabbi Trust under a deferred compensation plan and are invested in readily quoted mutual funds. Accordingly, these assets are classified as Level 1. Trading assets are recorded in other assets in the Consolidated Balance Sheets.

### *Derivative Financial Instruments*

We use derivative instruments including interest rate swaps for commercial loans with our customers, and we sell mortgage loans in the secondary market and enter into interest rate lock commitments. We calculate the fair value for derivatives using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of each derivative. Each valuation considers the contractual terms of the derivative, including the period to maturity and uses observable market based inputs, such as interest rate curves and implied volatilities. Accordingly, derivatives are classified as Level 2.

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**S&T BANCORP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued**

**NOTE 4. FAIR VALUE MEASUREMENTS continued**

We incorporate credit valuation adjustments into the valuation models to appropriately reflect both our own nonperformance risk and the respective counterparty's nonperformance risk in calculating fair value measurements. In adjusting the fair value of our derivative contracts for the effect of nonperformance risk, we have considered the impact of netting and any applicable credit enhancements and collateral postings.

**Nonrecurring Basis**

***Loans Held for Sale***

Loans held for sale consist of 1-4 family residential loans originated for sale in the secondary market and, from time to time, certain loans transferred from the loan portfolio to loans held for sale, all of which are carried at the lower of cost or fair value. The fair value of 1-4 family residential loans is based on the principal or most advantageous market currently offered for similar loans using observable market data. The fair value of the loans transferred from the loan portfolio is based on the amounts offered for these loans in currently pending sales transactions. Loans held for sale carried at fair value are classified as Level 3.

***Impaired Loans***

Impaired loans are carried at the lower of carrying value or fair value. Fair value is determined as the recorded investment balance less any specific reserve. We establish a specific reserve based on the following three impairment methods: 1) the present value of expected future cash flows discounted at the loan's original effective interest rate, 2) the loan's observable market price or 3) the fair value of the collateral less estimated selling costs when the loan is collateral dependent and we expect to liquidate the collateral. However, if repayment is expected to come from the operation of the collateral, rather than liquidation, then we do not consider estimated selling costs in determining the fair value of the collateral. Collateral values are generally based upon appraisals by approved, independent state certified appraisers.

Appraisals may be discounted based on our historical knowledge, changes in market conditions from the time of appraisal or our knowledge of the borrower and the borrower's business.

***OREO and Other Repossessed Assets***

OREO and other repossessed assets obtained in partial or total satisfaction of a loan are recorded at the lower of recorded investment in the loan or fair value less cost to sell. Subsequent to foreclosure, these assets are carried at the lower of the amount recorded at acquisition date or fair value less cost to sell. Accordingly, it may be necessary to record nonrecurring fair value adjustments. Fair value, when recorded, is generally based upon appraisals by approved, independent state certified appraisers. Like impaired loans, appraisals on OREO may be discounted based on our historical knowledge, changes in market conditions from the time of appraisal or other information available to us.

***Mortgage Servicing Rights***

The fair value of MSR is determined by calculating the present value of estimated future net servicing cash flows, considering expected mortgage loan prepayment rates, discount rates, servicing costs and other economic factors, which are determined based on current market conditions. The expected rate of mortgage loan prepayments is the most significant factor driving the value of MSR. If the carrying value of MSR exceeds fair value, they are considered impaired. As the valuation model includes significant unobservable inputs, MSR is classified as Level 3 within the fair value hierarchy.

***Other Assets***



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In accordance with GAAP, we measure certain other assets at fair value on a nonrecurring basis. Fair value is based on the application of lower of cost or fair value accounting, or write-downs of individual assets. Valuation methodologies used to measure fair value are consistent with overall principles of fair value accounting and consistent with those described above.

### **Financial Instruments**

In addition to financial instruments recorded at fair value in our financial statements, fair value accounting guidance requires disclosure of the fair value of all of an entity's assets and liabilities that are considered financial instruments. The majority of our assets and liabilities are considered financial instruments. Many of these instruments lack an available trading market as characterized by a willing buyer and willing seller engaged in an exchange transaction. Also, it is our general practice and intent to hold our financial instruments to maturity and to not engage in trading or sales activities. For fair value disclosure purposes, we substantially utilize the fair value measurement criteria as required and explained above. In cases where quoted fair values are not available, we use present value methods to determine the fair value of our financial instruments.

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**S&T BANCORP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued**

**NOTE 4. FAIR VALUE MEASUREMENTS continued**

***Cash and Cash Equivalents and Other Short-Term Assets***

The carrying amounts reported in the Consolidated Balance Sheets for cash and due from banks, including interest-bearing deposits approximate fair value.

***Loans***

The fair value of variable rate performing loans is based on carrying values adjusted for credit risk. The fair value of fixed rate performing loans is estimated using discounted cash flow analyses, utilizing interest rates currently being offered for loans with similar terms, adjusted for credit risk. The fair value of nonperforming loans is based on their carrying values less any specific reserve. The carrying amount of accrued interest approximates fair value.

***Bank Owned Life Insurance***

Fair value approximates net cash surrender value.

***Deposits***

The fair values disclosed for deposits without defined maturities (e.g., noninterest and interest-bearing demand, money market and savings accounts) are by definition equal to the amounts payable on demand. The carrying amounts for variable rate, fixed-term time deposits approximate their fair values. Estimated fair values for fixed rate and other time deposits are based on discounted cash flow analysis, using interest rates currently offered for time deposits with similar terms. The carrying amount of accrued interest approximates fair value.

***Short-Term Borrowings***

The carrying amounts of securities sold under repurchase agreements, federal funds purchased and other short-term borrowings approximate their fair values.

***Long-Term Borrowings***

The fair values disclosed for fixed rate long-term borrowings are determined by discounting their contractual cash flows using current interest rates for long-term borrowings of similar remaining maturities. The carrying amounts of variable rate long-term borrowings approximate their fair values.

***Junior Subordinated Debt Securities***

The variable rate junior subordinated debt securities reprice quarterly and fair values are based on carrying values.

***Loan Commitments and Standby Letters of Credit***

Off-balance sheet financial instruments consist of commitments to extend credit and letters of credit. Except for interest rate lock commitments, estimates of the fair value of these off-balance sheet items are not made because of the short-term nature of these arrangements and the credit standing of the counterparties.

***Other***

Estimates of fair value are not made for items that are not defined as financial instruments, including such items as our core deposit intangibles and the value of our trust operations.

**Table of Contents****S&T BANCORP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued****NOTE 4. FAIR VALUE MEASUREMENTS continued**

The following tables present assets and liabilities that are measured at fair value on a recurring basis by fair value hierarchy level at September 30, 2012 and December 31, 2011. There were no transfers between Level 1 and Level 2 during the periods presented.

| <i>(in thousands)</i>  | Level 1         | September 30, 2012 |                 | Total             |
|--|-----------------|--------------------|-----------------|-------------------|
|  |                 | Level 2            | Level 3         |                   |
| <b>ASSETS</b>  |                 |                    |                 |                   |
| Securities available-for-sale:   |                 |                    |                 |                   |
| Obligations of U.S. government corporations and agencies                         | \$              | \$ 192,612         | \$              | \$ 192,612        |
| Collateralized mortgage obligations of U.S. government corporations and agencies |                 | 74,728             |                 | 74,728            |
| Mortgage-backed securities of U.S. government corporations and agencies          |                 | 40,031             |                 | 40,031            |
| Obligations of states and political subdivisions                                 |                 | 98,733             |                 | 98,733            |
| Marketable equity securities   | 138             | 8,082              | 1,105           | 9,325             |
| <b>Total securities available-for-sale</b>                                       | <b>138</b>      | <b>414,186</b>     | <b>1,105</b>    | <b>415,429</b>    |
| Trading securities held in a Rabbi Trust   | 2,682           |                    |                 | 2,682             |
| <b>Total securities</b>  | <b>2,820</b>    | <b>414,186</b>     | <b>1,105</b>    | <b>418,111</b>    |
| Derivative financial assets:   |                 |                    |                 |                   |
| Interest rate swaps  |                 | 24,757             |                 | 24,757            |
| Interest rate lock commitments   |                 | 873                |                 | 873               |
| <b>Total Assets</b>  | <b>\$ 2,820</b> | <b>\$ 439,816</b>  | <b>\$ 1,105</b> | <b>\$ 443,741</b> |
| <b>LIABILITIES</b>   |                 |                    |                 |                   |
| Derivative financial liabilities:  |                 |                    |                 |                   |
| Interest rate swaps  | \$              | \$ 24,468          | \$              | \$ 24,468         |
| Forward sale contracts   |                 | 307                |                 | 307               |
| <b>Total Liabilities</b>   | <b>\$</b>       | <b>\$ 24,775</b>   | <b>\$</b>       | <b>\$ 24,775</b>  |

**Table of Contents****S&T BANCORP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued****NOTE 4. FAIR VALUE MEASUREMENTS continued**

| <i>(in thousands)</i>  | December 31, 2011 |                   |                 | Total             |
|--|-------------------|-------------------|-----------------|-------------------|
|  | Level 1           | Level 2           | Level 3         |                   |
| <b>ASSETS</b>  |                   |                   |                 |                   |
| Securities available-for-sale:   |                   |                   |                 |                   |
| Obligations of U.S. government corporations and agencies                         | \$                | \$ 142,786        | \$              | \$ 142,786        |
| Collateralized mortgage obligations of U.S. government corporations and agencies |                   | 65,395            |                 | 65,395            |
| Mortgage-backed securities of U.S. government corporations and agencies          |                   | 48,752            |                 | 48,752            |
| Obligations of states and political subdivisions                                 |                   | 88,805            |                 | 88,805            |
| Marketable equity securities   | 2,855             | 7,316             | 1,687           | 11,858            |
| <b>Total securities available-for-sale</b>                                       | <b>2,855</b>      | <b>353,054</b>    | <b>1,687</b>    | <b>357,596</b>    |
| Trading securities held in a Rabbi Trust   | 1,949             |                   |                 | 1,949             |
| <b>Total securities</b>  | <b>4,804</b>      | <b>353,054</b>    | <b>1,687</b>    | <b>359,545</b>    |
| Derivative financial assets:   |                   |                   |                 |                   |
| Interest rate swaps  |                   | 23,764            |                 | 23,764            |
| Interest rate lock commitments   |                   | 244               |                 | 244               |
| <b>Total Assets</b>  | <b>\$ 4,804</b>   | <b>\$ 377,062</b> | <b>\$ 1,687</b> | <b>\$ 383,553</b> |
| <b>LIABILITIES</b>   |                   |                   |                 |                   |
| Derivative financial liabilities:  |                   |                   |                 |                   |
| Interest rate swaps  | \$                | \$ 23,639         | \$              | \$ 23,639         |
| Forward sale contracts   | \$                | \$ 95             | \$              | \$ 95             |
| <b>Total Liabilities</b>   | <b>\$</b>         | <b>\$ 23,734</b>  | <b>\$</b>       | <b>\$ 23,734</b>  |

We classify financial instruments in Level 3 when valuation models are used because significant inputs are not observable in the market. These valuation models are prepared by third-party pricing entities because these securities are not actively traded in the market. The following table presents the changes in assets measured at fair value on a recurring basis for which we have utilized Level 3 inputs to determine the fair value for the periods presented:

| <i>(in thousands)</i>                                       | Three Months Ended |                    | Nine Months Ended  |                    |
|---|--------------------|--------------------|--------------------|--------------------|
|   | September 30, 2012 | September 30, 2011 | September 30, 2012 | September 30, 2011 |
| Balance at beginning of period                              | \$ 1,341           | \$ 1,669           | \$ 1,687           | \$ 1,588           |
| Total (losses) gains included in other comprehensive income | (9)                | (6)                | (375)              | 75                 |

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|   |                 |                 |                 |                 |
|---|-----------------|-----------------|-----------------|-----------------|
| Net purchases, sales, issuances and settlements | (227)           | (207)           |                 |                 |
| Transfers out of Level 3                        |                 |                 |                 |                 |
| <b>Balance at end of period</b>                 | <b>\$ 1,105</b> | <b>\$ 1,663</b> | <b>\$ 1,105</b> | <b>\$ 1,663</b> |

For the three and nine months ended September 30, 2012, net purchases, sales, issuances and settlements represent equity securities acquired, net of equity securities retired from acquisitions. Additionally, there were no transfers of financial instruments into or out of Level 3 during the periods presented. Level 3 financial instruments measured on a recurring basis accounted for less than one percent of our assets measured at fair value on a recurring basis at both September 30, 2012 and December 31, 2011. There were no Level 3 liabilities measured at fair value on a recurring basis for either period.

We may be required to measure certain assets and liabilities on a nonrecurring basis. The following tables present our assets that are measured at estimated fair value on a nonrecurring basis by the fair value hierarchy level at September 30, 2012 and December 31, 2011. There were no liabilities measured at estimated fair value on a nonrecurring basis during these periods. At September 30, 2012 and December 31, 2011, we had no loans held for sale that were recorded at fair value.

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**S&T BANCORP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued**

**NOTE 4. FAIR VALUE MEASUREMENTS continued**

| <i>(in thousands)</i>     | September 30, 2012 |           |                  | Total            |
|---------------------------|--------------------|-----------|------------------|------------------|
|                           | Level 1            | Level 2   | Level 3          |                  |
| <b>ASSETS</b>             |                    |           |                  |                  |
| Impaired loans            | \$                 | \$        | \$ 51,503        | \$ 51,503        |
| Other real estate owned   |                    |           | 1,252            | 1,252            |
| Mortgage servicing rights |                    |           | 1,949            | 1,949            |
| <b>Total Assets</b>       | <b>\$</b>          | <b>\$</b> | <b>\$ 54,704</b> | <b>\$ 54,704</b> |

| <i>(in thousands)</i>     | December 31, 2011 |           |                  | Total            |
|---------------------------|-------------------|-----------|------------------|------------------|
|                           | Level 1           | Level 2   | Level 3          |                  |
| <b>ASSETS</b>             |                   |           |                  |                  |
| Impaired loans            | \$                | \$        | \$ 36,500        | \$ 36,500        |
| Other real estate owned   |                   |           | 3,739            | 3,739            |
| Mortgage servicing rights |                   |           | 2,153            | 2,153            |
| <b>Total Assets</b>       | <b>\$</b>         | <b>\$</b> | <b>\$ 42,392</b> | <b>\$ 42,392</b> |

**Table of Contents****S&T BANCORP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued****NOTE 4. FAIR VALUE MEASUREMENTS continued**

The carrying values and fair values of our financial instruments at September 30, 2012 and December 31, 2011 are presented in the following tables:

| <i>(in thousands)</i>  | Carrying<br>Value <sup>(1)</sup> | Fair Value Measurements at September 30, 2012 |            |         |              |
|--|----------------------------------|---|------------|---------|--------------|
|  |                                  | Total   | Level 1    | Level 2 | Level 3      |
| <b>ASSETS</b>  |                                  |   |            |         |              |
| Cash and due from banks, including interest-bearing deposits | \$ 347,076                       | \$ 347,076                                    | \$ 347,076 | \$      | \$           |
| Securities available-for-sale                                | 415,429                          | 415,429                                       | 138        | 414,186 | 1,105        |
| Loans held for sale  | 3,188                            | 3,188   |            |         | 3,188        |
| Portfolio loans  | 3,279,157                        | 3,273,876                                     |            |         | 3,273,876    |
| Federal Home Loan Bank stock, at cost                        | 16,628                           | 16,628  |            |         | 16,628       |
| Bank owned life insurance                                    | 58,097                           | 58,097  |            | 58,097  |              |
| Trading securities held in a Rabbi Trust                     | 2,682                            | 2,682   | 2,682      |         |              |
| Mortgage servicing rights                                    | 1,949                            | 1,949   |            |         | 1,949        |
| Interest rate swaps  | 24,757                           | 24,757  |            | 24,757  |              |
| Interest rate lock commitments                               | 873                              | 873   |            | 873     |              |
| <b>LIABILITIES</b>   |                                  |   |            |         |              |
| Deposits   | \$ 3,594,406                     | \$ 3,601,053                                  | \$         | \$      | \$ 3,594,406 |
| Securities sold under repurchase agreements                  | 49,261                           | 49,261  |            |         | 49,261       |
| Short-term borrowings  | 25,000                           | 25,000  |            |         | 25,000       |
| Long-term borrowings   | 40,669                           | 40,669  |            |         | 40,669       |
| Junior subordinated debt securities                          | 90,619                           | 90,619  |            |         | 90,619       |
| Interest rate swaps  | 24,468                           | 24,468  |            | 24,468  |              |
| Forward sale contracts                                       | 307                              | 307   |            | 307     |              |

<sup>(1)</sup> As reported in the Consolidated Balance Sheets

| <i>(in thousands)</i>  | Carrying<br>Value <sup>(1)</sup> | Fair Value Measurements at December 31, 2011 |            |         |           |
|--|----------------------------------|--|------------|---------|-----------|
|  |                                  | Total  | Level 1    | Level 2 | Level 3   |
| <b>ASSETS</b>  |                                  |  |            |         |           |
| Cash and due from banks, including interest-bearing deposits | \$ 270,526                       | \$ 270,526                                   | \$ 270,526 | \$      | \$        |
| Securities available-for-sale                                | 357,596                          | 357,596                                      | 2,855      | 353,054 | 1,687     |
| Loans held for sale  | 2,850                            | 2,958  |            |         | 2,958     |
| Portfolio loans  | 3,129,759                        | 3,120,352                                    |            |         | 3,120,352 |
| Federal Home Loan Bank stock, at cost                        | 18,216                           | 18,216                                       |            |         | 18,216    |
| Bank owned life insurance                                    | 56,755                           | 56,755                                       |            | 56,755  |           |



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|  |        |        |        |       |
|--|--------|--------|--------|-------|
| Trading securities held in a Rabbi Trust | 1,949  | 1,949  | 1,949  |       |
| Mortgage servicing rights                | 2,153  | 2,153  |        | 2,153 |
| Interest rate swaps                      | 23,764 | 23,764 | 23,764 |       |
| Interest rate lock commitments           | 244    | 244    | 244    |       |

**LIABILITIES**

|   |              |              |    |        |              |
|---|--------------|--------------|----|--------|--------------|
| Deposits                                    | \$ 3,335,859 | \$ 3,343,889 | \$ | \$     | \$ 3,343,889 |
| Securities sold under repurchase agreements | 30,370       | 30,370       |    |        | 30,370       |
| Short-term borrowings                       | 75,000       | 75,000       |    |        | 75,000       |
| Long-term borrowings                        | 31,874       | 34,171       |    |        | 34,171       |
| Junior subordinated debt securities         | 90,619       | 90,619       |    |        | 90,619       |
| Interest rate swaps                         | 23,639       | 23,639       |    | 23,639 |              |
| Forward sale contracts                      | 95           | 95           |    |        | 95           |

*(1) As reported in the Consolidated Balance Sheets*

**Table of Contents****S&T BANCORP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued****NOTE 5. SECURITIES AVAILABLE-FOR-SALE**

The following tables present the amortized cost and fair value of available-for-sale securities for the periods shown:

| <i>(in thousands)</i>  | Amortized<br>Cost | September 30, 2012           |                               | Fair<br>Value    |
|--|-------------------|------------------------------|-------------------------------|------------------|
|  |                   | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses |                  |
| Obligations of U.S. government corporations and agencies                         | \$187,347         | \$ 5,267                     | \$ (2)                        | \$192,612        |
| Collateralized mortgage obligations of U.S. government corporations and agencies | 72,884            | 1,844                        |                               | 74,728           |
| Mortgage-backed securities of U.S. government corporations and agencies          | 36,552            | 3,479                        |                               | 40,031           |
| Obligations of states and political subdivisions                                 | 93,091            | 5,643                        | (1)                           | 98,733           |
| <b>Debt Securities</b>   | <b>389,874</b>    | <b>16,233</b>                | <b>(3)</b>                    | <b>406,104</b>   |
| Marketable equity securities   | 8,502             | 830                          | (7)                           | 9,325            |
| <b>Total</b>   | <b>\$398,376</b>  | <b>\$ 17,063</b>             | <b>\$ (10)</b>                | <b>\$415,429</b> |

| <i>(in thousands)</i>  | Amortized<br>Cost | December 31, 2011            |                               | Fair<br>Value    |
|--|-------------------|------------------------------|-------------------------------|------------------|
|  |                   | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses |                  |
| Obligations of U.S. government corporations and agencies                         | \$138,386         | \$ 4,400                     | \$                            | \$142,786        |
| Collateralized mortgage obligations of U.S. government corporations and agencies | 63,202            | 2,193                        |                               | 65,395           |
| Mortgage-backed securities of U.S. government corporations and agencies          | 45,289            | 3,463                        |                               | 48,752           |
| Obligations of states and political subdivisions                                 | 85,689            | 3,128                        | (12)                          | 88,805           |
| <b>Debt Securities</b>   | <b>332,566</b>    | <b>13,184</b>                | <b>(12)</b>                   | <b>345,738</b>   |
| Marketable equity securities   | 10,152            | 2,179                        | (473)                         | 11,858           |
| <b>Total</b>   | <b>\$342,718</b>  | <b>\$ 15,363</b>             | <b>\$ (485)</b>               | <b>\$357,596</b> |

There were \$2.2 million in gross realized gains and no gross realized losses for the three month period ending September 30, 2012. We had \$3.0 million in gross realized gains and no significant gross realized losses for the nine month period ending September 30, 2012. There were no significant gross realized gains and \$0.1 million and \$0.1 million, respectively, in gross realized losses for the three and nine month periods ending September 30, 2011. Realized gains and losses on the sale of securities are determined using the specific-identification method.



**Table of Contents****S&T BANCORP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued****NOTE 5. SECURITIES AVAILABLE-FOR-SALE continued**

The following tables present the fair value and the age of gross unrealized losses by investment category for the periods presented:

| <i>(in thousands)</i>                                    | Less than 12 Months |                      | September 30, 2012<br>12 Months or<br>More |                      | Total           |                      |
|--|---------------------|----------------------|--|----------------------|-----------------|----------------------|
|  | Fair Value          | Unrealized<br>Losses | Fair Value                                 | Unrealized<br>Losses | Fair Value      | Unrealized<br>Losses |
| Obligations of U.S. government corporations and agencies | \$ 1,016            | \$ (2)               | \$   | \$                   | \$ 1,016        | \$ (2)               |
| Collateralized mortgage obligations                      | 60                  |                      |  |                      | 60              |                      |
| Obligations of states and political subdivisions         | 989                 | (1)                  |  |                      | 989             | (1)                  |
| <b>Debt Securities</b>                                   | <b>2,065</b>        | <b>(3)</b>           |  |                      | <b>2,065</b>    | <b>(3)</b>           |
| Marketable equity securities                             | 138                 | (7)                  |  |                      | 138             | (7)                  |
| <b>Total Temporarily Impaired Securities</b>             | <b>\$ 2,203</b>     | <b>\$ (10)</b>       | <b>\$</b>                                  | <b>\$</b>            | <b>\$ 2,203</b> | <b>\$ (10)</b>       |

| <i>(in thousands)</i>                                    | Less than 12 Months |                      | December 31, 2011<br>12 Months or More |                      | Total           |                      |
|--|---------------------|----------------------|--|----------------------|-----------------|----------------------|
|  | Fair Value          | Unrealized<br>Losses | Fair Value                             | Unrealized<br>Losses | Fair Value      | Unrealized<br>Losses |
| Obligations of U.S. government corporations and agencies | \$                  | \$                   | \$                                     | \$                   | \$              | \$                   |
| Collateralized mortgage obligations                      |                     |                      |  |                      |                 |                      |
| Obligations of states and political subdivisions         | 502                 | (8)                  | 414                                    | (4)                  | 916             | (12)                 |
| <b>Debt Securities</b>                                   | <b>502</b>          | <b>(8)</b>           | <b>414</b>                             | <b>(4)</b>           | <b>916</b>      | <b>(12)</b>          |
| Marketable equity securities                             | 5,143               | (473)                |  |                      | 5,143           | (473)                |
| <b>Total Temporarily Impaired Securities</b>             | <b>\$ 5,645</b>     | <b>\$ (481)</b>      | <b>\$ 414</b>                          | <b>\$ (4)</b>        | <b>\$ 6,059</b> | <b>\$ (485)</b>      |

S&T does not believe any individual unrealized loss as of September 30, 2012 represents an other-than-temporary impairment, or OTTI. S&T performs a review of its securities for OTTI on a quarterly basis to identify securities that may indicate an OTTI. Generally, S&T records an impairment charge when an equity security within the marketable equity securities portfolio has been in a loss position for 12 consecutive months, unless facts and circumstances suggest the need for an OTTI prior to that time. S&T's policy for recording an OTTI within the debt securities portfolio is based upon a number of factors, including but not limited to, the length of time and the extent to which fair value has been less than cost, the financial condition of the underlying issuer, the ability of the issuer to meet contractual obligations, the likelihood of a security recovering from any decline in fair value and whether management intends to sell the security or if it is more likely than not that management

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will be required to sell the security prior to it recovering from the decline in fair value.

As of September 30, 2012, the unrealized losses on four debt securities were primarily attributable to changes in interest rates. The unrealized loss on one marketable equity security as of September 30, 2012 was attributable to temporary declines in fair value. S&T does not intend to sell and it is not likely that S&T will be required to sell any of the securities referenced in the table above in an unrealized loss position before recovery of its amortized cost.

Net unrealized gains of \$11.1 million and \$9.7 million were included in accumulated other comprehensive loss, net of tax, at September 30, 2012 and December 31, 2011, respectively. Gross unrealized gains, net of taxes, of \$11.1 million were netted against gross unrealized losses, net of taxes, of a nominal amount at September 30, 2012. Gross unrealized gains, net of taxes, of \$10.0 million were netted against gross unrealized losses, net of taxes, of \$0.3 million at December 31, 2011.

**Table of Contents****S&T BANCORP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued****NOTE 5. SECURITIES AVAILABLE-FOR-SALE continued**

The amortized cost and fair value of available-for-sale securities at September 30, 2012 by contractual maturity are included in the table below. Actual maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

| <i>(in thousands)</i>   | <b>September 30, 2012</b> |                       |
|---|---------------------------|-----------------------|
|   | <b>Amortized<br/>Cost</b> | <b>Fair<br/>Value</b> |
| <b>Obligations of U.S. government corporations and agencies, and obligations of states and political subdivisions</b> |                           |                       |
| Due in one year or less   | \$ 27,938                 | \$ 28,380             |
| Due after one year through five years   | 120,227                   | 123,949               |
| Due after five years through ten years  | 60,854                    | 62,873                |
| Due after ten years   | 71,419                    | 76,143                |
|   | <b>280,438</b>            | <b>291,345</b>        |
| Collateralized mortgage obligations of U.S. government corporations and agencies                                      | 72,884                    | 74,728                |
| Mortgage-backed securities of U.S. government corporations and agencies   | 36,552                    | 40,031                |
| <b>Debt Securities</b>  | <b>389,874</b>            | <b>406,104</b>        |
| Marketable equity securities  | 8,502                     | 9,325                 |
| <b>Total</b>  | <b>\$ 398,376</b>         | <b>\$ 415,429</b>     |

At September 30, 2012 and December 31, 2011, securities of \$300.0 million and \$233.9 million, respectively, were pledged to secure repurchase agreements, public funds, trust fund deposits and commercial loan interest rate swap contracts.

**NOTE 6. LOANS AND LOANS HELD FOR SALE**

The following table presents the composition of loans for the periods stated:

| <i>(in thousands)</i>     | <b>September 30, 2012</b> | <b>December 31, 2011</b> |
|---------------------------|---------------------------|--------------------------|
| <b>Commercial:</b>        |                           |                          |
| Commercial real estate    | \$ 1,438,526              | \$ 1,415,333             |
| Commercial and industrial | 748,569                   | 685,753                  |
| Commercial construction   | 157,717                   | 188,852                  |

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|                                   |                     |                     |
|-----------------------------------|---------------------|---------------------|
| <b>Total Commercial Loans</b>     | <b>2,344,812</b>    | <b>2,289,938</b>    |
| Consumer:                         |                     |                     |
| Home equity                       | 447,123             | 411,404             |
| Residential mortgage              | 409,967             | 358,846             |
| Installment and other consumer    | 75,157              | 67,131              |
| Consumer construction             | 2,098               | 2,440               |
| <b>Total Consumer Loans</b>       | <b>934,345</b>      | <b>839,821</b>      |
| <b>Total Portfolio Loans</b>      | <b>3,279,157</b>    | <b>3,129,759</b>    |
| Allowance for loan losses         | (46,279)            | (48,841)            |
| <b>Total Portfolio Loans, Net</b> | <b>3,232,878</b>    | <b>3,080,918</b>    |
| Loans held for sale               | 3,188               | 2,850               |
| <b>Total Loans, Net</b>           | <b>\$ 3,236,066</b> | <b>\$ 3,083,768</b> |

**Table of Contents****S&T BANCORP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued****NOTE 6. LOANS AND LOANS HELD FOR SALE continued**

The table above includes loans that were acquired from two bank acquisitions. Approximately \$99.1 million of loans were acquired from the Gateway acquisition on August 13, 2012 which consisted of \$24.9 million of consumer loans and \$74.2 million of commercial loans. Additionally, on March 9, 2012, we acquired Mainline which added \$129.5 million of loans including \$71.8 million of commercial and \$57.7 million of consumer loans.

We attempt to limit our exposure to credit risk by diversifying our loan portfolio and actively managing concentrations. When concentrations exist in certain segments, we mitigate this risk by monitoring the relevant economic indicators and internal risk rating trends and through stress testing of the loans in these classes. Total commercial loans represent 72 percent and 73 percent of total portfolio loans at September 30, 2012 and December 31, 2011, respectively. Within the commercial portfolio, the commercial real estate, or CRE, and commercial construction portfolios combined comprise 68 percent of total commercial loans and 49 percent of total portfolio loans at September 30, 2012 and 70 percent of total commercial loans and 51 percent of total portfolio loans at December 31, 2011. Further segmentation of the CRE and commercial construction portfolios by industry and collateral type reveal no concentration in excess of nine percent of total loans. The majority of both commercial and consumer loans are made to businesses and individuals in our Western Pennsylvania market, resulting in a geographic concentration. The conditions of the local and regional economies are monitored closely through publicly available data as well as information supplied by our customers. Only the CRE and commercial construction portfolios combined have any significant out-of-state exposure, with 18 percent of the combined portfolio and nine percent of total loans being out-of-state loans at September 30, 2012 and 19 percent of the combined portfolio and 10 percent of total loans being out-of-state loans at December 31, 2011. Management believes underwriting guidelines and ongoing review by credit administration mitigates the concentration risk present in the loan portfolio.

In situations where, for economic or legal reasons related to a borrower's financial difficulties, we may grant a concession for other than an insignificant period of time to the borrower that would not otherwise be granted, the related loan is classified as a troubled debt restructuring, or TDR. We strive to identify borrowers in financial difficulty early and work with them to modify to more affordable terms before their loan reaches nonaccrual status. These modified terms generally include reductions in contractual interest rates, principal deferment and extensions of maturity dates at a stated interest rate lower than the current market rate for a new loan with similar risk characteristics. These modifications are generally for longer term periods that would not be considered insignificant. While unusual, there may be instances of loan principal forgiveness. We individually evaluate all substandard commercial loans that experienced a forbearance or change in terms agreement, as well as all substandard consumer and residential mortgage loans that entered into an agreement to modify their existing loan.

All TDRs are considered to be impaired loans and will be reported as impaired loans for the remaining life of the loan, unless the restructuring agreement specifies an interest rate equal to or greater than the rate that would be accepted at the time of the restructuring for a new loan with comparable risk and it is fully expected that the remaining principal and interest will be collected according to the restructured agreement. Further, all impaired loans are reported as nonaccrual loans unless the loan is a TDR that has met the requirements to be returned to accruing status. TDRs can be returned to accruing status if the ultimate collectability of all contractual amounts due, according to the restructured agreement, is not in doubt and there is a period of a minimum of six months of satisfactory payment performance by the borrower either immediately before or after the restructuring. We did not return any TDRs to accruing status during the three and nine months ended September 30, 2012.

The following table summarizes the restructured loans for the periods presented:

| <i>(in thousands)</i> | September 30, 2012 |                       |               | December 31, 2011  |                       |               |
|-----------------------|--------------------|-----------------------|---------------|--------------------|-----------------------|---------------|
|                       | Performing<br>TDRs | Nonperforming<br>TDRs | Total<br>TDRs | Performing<br>TDRs | Nonperforming<br>TDRs | Total<br>TDRs |



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|                           |                  |                  |                  |                  |                  |                  |
|---------------------------|------------------|------------------|------------------|------------------|------------------|------------------|
| Commercial real estate    | \$ 15,312        | \$ 7,756         | \$ 23,068        | \$ 22,284        | \$ 10,871        | \$ 33,155        |
| Commercial and industrial | 8,365            | 746              | 9,111            | 6,180            |                  | 6,180            |
| Commercial construction   | 11,933           | 11,613           | 23,546           | 19,682           | 2,943            | 22,625           |
| Home equity               |                  | 6                | 6                |                  |                  |                  |
| Residential mortgage      | 1,500            | 3,293            | 4,793            | 1,570            | 4,370            | 5,940            |
| <b>Total</b>              | <b>\$ 37,110</b> | <b>\$ 23,414</b> | <b>\$ 60,524</b> | <b>\$ 49,716</b> | <b>\$ 18,184</b> | <b>\$ 67,900</b> |

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**S&T BANCORP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued**

**NOTE 6. LOANS AND LOANS HELD FOR SALE continued**

The following tables present the restructured loans for the three and nine month periods ending September 30, 2012:

|   | Number of<br>Loans | Three Months Ended September 30, 2012                                    |   | Total Difference<br>in Recorded<br>Investment |
|---|--------------------|--|---|---|
|   |                    | Pre-Modification<br>Outstanding<br>Recorded<br>Investment <sup>(1)</sup> | Post-Modification<br>Outstanding<br>Recorded<br>Investment <sup>(1)</sup> |   |
| <i>(in thousands, except number of loans)</i> |                    |  |   |   |
| <b>Commercial construction</b>                |                    |  |   |   |
| Maturity date extension                       | 7                  | \$ 2,905   | \$ 2,257  | \$ (648)                                      |
| <b>Residential mortgage</b>                   |                    |  |   |   |
| Maturity date extension                       | 1                  | 35   | 35  |   |
| Interest rate reduction                       | 1                  | 32   | 32  |   |
| <b>Total by Concession Type</b>               |                    |  |   |   |
| Maturity date extension                       | 8                  | 2,940  | 2,292   | (648)   |
| Interest rate reduction                       | 1                  | 32   | 32  |   |
| <b>Total</b>                                  | <b>9</b>           | <b>\$ 2,972</b>  | <b>\$ 2,324</b>   | <b>\$ (648)</b>                               |

<sup>(1)</sup> Excludes loans that were paid off or charged-off by period end. The pre-modification balance represents the balance outstanding prior to modification. The post-modification balance represents the outstanding balance at period end.

**Table of Contents****S&T BANCORP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued****NOTE 6. LOANS AND LOANS HELD FOR SALE continued**

|   | Number of<br>Loans | Nine Months Ended September 30, 2012  |                                       | Total Difference<br>in Recorded<br>Investment |
|---|--------------------|---------------------------------------|---------------------------------------|---|
|   |                    | Pre-Modification                      | Post-Modification                     |   |
|   |                    | Outstanding                           | Outstanding                           |   |
|   |                    | Recorded<br>Investment <sup>(1)</sup> | Recorded<br>Investment <sup>(1)</sup> |   |
| <i>(in thousands, except number of loans)</i> |                    |                                       |                                       |   |
| <b>Commercial real estate</b>                 |                    |                                       |                                       |   |
| Maturity date extension                       | 1                  | \$ 160                                | \$ 157                                | \$ (3)  |
| Interest rate reduction                       | 1                  | 575                                   | 565                                   | (10)  |
| <b>Commercial and industrial</b>              |                    |                                       |                                       |   |
| Maturity date extension                       | 2                  | 2,576                                 | 2,430                                 | (146)   |
| <b>Commercial construction</b>                |                    |                                       |                                       |   |
| Maturity date extension                       | 7                  | 2,905                                 | 2,257                                 | (648)   |
| <b>Residential mortgage</b>                   |                    |                                       |                                       |   |
| Maturity date extension                       | 1                  | 475                                   | 460                                   | (15)  |
| Interest rate reduction                       | 2                  | 67                                    | 67                                    | 0   |
| <b>Total by Concession Type</b>               |                    |                                       |                                       |   |
| Maturity date extension                       | 11                 | 6,116                                 | 5,304                                 | (812)   |
| Interest rate reduction                       | 3                  | 642                                   | 632                                   | (10)  |
| <b>Total</b>                                  | <b>14</b>          | <b>\$ 6,758</b>                       | <b>\$ 5,936</b>                       | <b>\$ (822)</b>                               |

<sup>(1)</sup> Excludes loans that were paid off or charged-off by period end. The pre-modification balance represents the balance outstanding prior to modification. The post-modification balance represents the outstanding balance at period end.

The following tables present the restructured loans for the three and nine month periods ending September 30, 2011:

|  | Number of<br>Loans | Three Months Ended September 30, 2011 |                                       | Total Difference<br>in Recorded<br>Investment |
|--|--------------------|---------------------------------------|---------------------------------------|---|
|  |                    | Pre-Modification                      | Post-Modification                     |   |
|  |                    | Outstanding                           | Outstanding                           |   |
|  |                    | Recorded<br>Investment <sup>(1)</sup> | Recorded<br>Investment <sup>(1)</sup> |   |

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(in thousands, except number of loans)

|                                 |          |           |              |           |              |
|---------------------------------|----------|-----------|--------------|-----------|--------------|
| <b>Commercial construction</b>  |          |           |              |           |              |
| Maturity date extension         | 1        | \$        | 1,297        | \$        | 1,297        |
| <b>Residential mortgage</b>     |          |           |              |           |              |
| Maturity date extension         | 5        |           | 3,994        |           | 3,994        |
| <b>Total by Concession Type</b> |          |           |              |           |              |
| Maturity date extension         | 6        |           | 5,291        |           | 5,291        |
| <b>Total</b>                    | <b>6</b> | <b>\$</b> | <b>5,291</b> | <b>\$</b> | <b>5,291</b> |

<sup>(1)</sup> Excludes loans that were paid off or charged-off by period end. The pre-modification balance represents the balance outstanding prior to modification. The post-modification balance represents the outstanding balance at period end.

**Table of Contents****S&T BANCORP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued****NOTE 6. LOANS AND LOANS HELD FOR SALE continued**

|   | Number of<br>Loans | Nine Months Ended September 30, 2011  |                                       | Total Difference<br>in Recorded<br>Investment |
|---|--------------------|---------------------------------------|---------------------------------------|---|
|   |                    | Pre-Modification                      | Post-Modification                     |   |
|   |                    | Outstanding                           | Outstanding                           |   |
|   |                    | Recorded<br>Investment <sup>(1)</sup> | Recorded<br>Investment <sup>(1)</sup> |   |
| <i>(in thousands, except number of loans)</i> |                    |                                       |                                       |   |
| <b>Commercial real estate</b>                 |                    |                                       |                                       |   |
| Maturity date extension                       | 1                  | \$ 2,123                              | \$ 2,623                              | \$ 500  |
| Interest rate reduction                       | 2                  | 682                                   | 682                                   |   |
| Other   | 1                  | 1,302                                 | 1,302                                 |   |
| <b>Commercial and industrial</b>              |                    |                                       |                                       |   |
| Maturity date extension                       | 2                  | 921                                   | 921                                   |   |
| <b>Commercial construction</b>                |                    |                                       |                                       |   |
| Maturity date extension                       | 2                  | 1,776                                 | 1,776                                 |   |
| <b>Residential mortgage</b>                   |                    |                                       |                                       |   |
| Maturity date extension                       | 5                  | 3,994                                 | 3,994                                 |   |
| Interest rate reduction                       | 2                  | 336                                   | 336                                   |   |
| <b>Total by Concession Type</b>               |                    |                                       |                                       |   |
| Maturity date extension                       | 10                 | 8,814                                 | 9,314                                 | 500   |
| Interest rate reduction                       | 4                  | 1,018                                 | 1,018                                 |   |
| Other   | 1                  | 1,302                                 | 1,302                                 |   |
| <b>Total</b>                                  | <b>15</b>          | <b>\$ 11,134</b>                      | <b>\$ 11,634</b>                      | <b>\$ 500</b>                                 |

<sup>(1)</sup> Excludes loans that were paid off or charged-off by period end. The pre-modification balance represents the balance outstanding prior to modification. The post-modification balance represents the outstanding balance at period end.

During the third quarter of 2012, we modified two commercial and industrial loans totaling \$3.1 million, one commercial construction loan totaling \$1.2 million and one commercial real estate loan totaling \$0.3 million for financially troubled borrowers that were not considered to be TDRs bringing the year to date totals to \$6.1 million, \$1.2 million and \$1.8 million respectively. Modifications primarily represented insignificant delays in the timing of payments that were not considered to be concessions or we have been adequately compensated for the concession through principal paydowns or additional collateral. As of September 30, 2012 we have no commitments to lend additional funds on any TDRs.

The following table is a summary of TDRs which defaulted during the three and nine month periods ended September 30, 2012 that had been restructured within the last twelve months prior to September 30, 2012:

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| <i>(in thousands)</i>   | Defaulted TDRs                              |  |   |  |
|-------------------------|---|--|---|--|
|                         | For the<br>Three Months Ended               |  | For the<br>Nine Months Ended                |  |
|                         | September 30, 2012<br>Number of<br>Defaults | September 30, 2012<br>Recorded<br>Investment | September 30, 2012<br>Number of<br>Defaults | September 30, 2012<br>Recorded<br>Investment |
| Commercial real estate  | 1   | \$ 270                                       | 2   | \$ 329                                       |
| Commercial construction |   |  | 3   | 2,659  |
| Residential mortgage    |   |  | 3   | 2,359  |
| <b>Total</b>            | <b>1</b>                                    | <b>\$ 270</b>                                | <b>8</b>                                    | <b>\$ 5,347</b>                              |

None of the loans restructured prior to September 30, 2011 had defaulted during the three and nine month periods ending September 30, 2011.

**Table of Contents****S&T BANCORP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued****NOTE 6. LOANS AND LOANS HELD FOR SALE continued**

The following table is a summary of nonperforming assets for the periods presented:

| <i>(in thousands)</i>             | September 30, 2012 | December 31, 2011 |
|-----------------------------------|--------------------|-------------------|
| <b>Nonperforming Assets</b>       |                    |                   |
| Nonaccrual loans                  | \$ 42,702          | \$ 37,931         |
| Nonaccrual TDRs                   | 23,414             | 18,184            |
| Total nonperforming loans         | 66,116             | 56,115            |
| OREO                              | 1,468              | 3,967             |
| <b>Total Nonperforming Assets</b> | <b>\$ 67,584</b>   | <b>\$ 60,082</b>  |

Other real estate owned, or OREO which is included in other assets in the Consolidated Balance Sheets consists of 13 properties with one property comprising \$0.7 million or 49 percent of the balance. It is our policy to obtain OREO appraisals on an annual basis.

**NOTE 7. ALLOWANCE FOR LOAN LOSSES**

We maintain an allowance for loan losses, or ALL, at a level determined to be adequate to absorb estimated probable credit losses inherent in the loan portfolio as of the balance sheet date. We develop and document a systematic ALL methodology based on the following portfolio segments: 1) CRE, 2) Commercial & Industrial, or C&I, 3) Commercial Construction, 4) Consumer Real Estate and 5) Other Consumer. The following are key risks within each portfolio segment:

**CRE** Loans secured by commercial purpose real estate, including both owner occupied properties and investment properties for various purposes such as hotels, strip malls and apartments. Operations of the individual projects as well as global cash flows of the debtors are the primary sources of repayment for these loans. The condition of the local economy is an important indicator of risk, but there are also more specific risks depending on the collateral type as well as the business prospects of the lessee, if the project is not owner occupied.

**C&I** Loans made to operating companies or manufacturers for the purpose of production, operating capacity, accounts receivable, inventory or equipment financing. Cash flow from the operations of the company is the primary source of repayment for these loans. The condition of the local economy is an important indicator of risk, but there are also more specific risks depending on the industry of the company. Collateral for these types of loans often do not have sufficient value in a distressed or liquidation scenario to satisfy the outstanding debt.

**Commercial Construction** Loans made to finance construction of buildings or other structures, as well as to finance the acquisition and development of raw land for various purposes. While the risk of these loans is generally confined to the construction and absorption periods, if there are problems, the project may not be complete, and as such, may not provide sufficient cash flow on its own to service the debt or have sufficient value in a liquidation to cover the outstanding principal. The condition of the local economy is an important indicator of risk, but there are also more specific risks depending on the type of project and the experience and resources of the developer.

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**Consumer Real Estate** Loans secured by first and second liens such as home equity loans, home equity lines of credit and 1-4 family residences, including purchase money mortgages. The primary source of repayment for these loans is the income and assets of the borrower. The condition of the local economy, in particular the unemployment rate, is an important indicator of risk for this segment. The state of the local housing market can also have a significant impact on this portfolio because low demand and/or declining home values can limit the ability of borrowers to sell a property and satisfy the debt.

**Other Consumer** Loans made to individuals that may be secured by assets other than 1-4 family residences, as well as unsecured loans. This segment includes auto loans, unsecured lines and credit cards. The primary source of repayment for these loans is the income and assets of the borrower. The condition of the local economy, in particular the unemployment rate, is an important indicator of risk for this segment. The value of the collateral, if there is any, is less likely to be a source of repayment due to less certain collateral values.



**Table of Contents****S&T BANCORP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued****NOTE 7. ALLOWANCE FOR LOAN LOSSES continued**

We further assess risk within each portfolio segment by pooling loans with similar risk characteristics. For the commercial loan classes, the most important indicator of risk is the internally assigned risk rating, including pass, special mention and substandard. Consumer loans are pooled by type of collateral. Home equity and residential mortgage loans are pooled by first or second lien positions and loan to value. Historical loss rates are applied to these loan pools to determine the component of the reserve for loans collectively evaluated for impairment of the ALL. Management monitors various credit quality indicators for both the commercial and consumer loan portfolios, including delinquency, nonperforming status and changes in risk ratings on a monthly basis.

The following tables present the age analysis of past due loans segregated by class of loans for the periods stated:

| <i>(in thousands)</i>          | Current             | September 30, 2012  |                     |                  | Total Past Due   | Total Loans         |
|--------------------------------|---------------------|---------------------|---------------------|------------------|------------------|---------------------|
|                                |                     | 30-59 Days Past Due | 60-89 Days Past Due | Non-performing   |                  |                     |
| Commercial real estate         | \$ 1,401,196        | \$ 3,446            | \$ 1,056            | \$ 32,828        | \$ 37,330        | \$ 1,438,526        |
| Commercial and industrial      | 736,276             | 1,404               | 4,038               | 6,851            | 12,293           | 748,569             |
| Commercial construction        | 142,231             |                     | 1,075               | 14,411           | 15,486           | 157,717             |
| Home equity                    | 440,618             | 1,442               | 1,069               | 3,994            | 6,505            | 447,123             |
| Residential mortgage           | 399,016             | 1,067               | 2,300               | 7,584            | 10,951           | 409,967             |
| Installment and other consumer | 74,406              | 580                 | 122                 | 49               | 751              | 75,157              |
| Consumer construction          | 1,699               |                     |                     | 399              | 399              | 2,098               |
| <b>Totals</b>                  | <b>\$ 3,195,442</b> | <b>\$ 7,939</b>     | <b>\$ 9,660</b>     | <b>\$ 66,116</b> | <b>\$ 83,715</b> | <b>\$ 3,279,157</b> |

| <i>(in thousands)</i>          | Current             | December 31, 2011   |                     |                  | Total Past Due   | Total Loans         |
|--------------------------------|---------------------|---------------------|---------------------|------------------|------------------|---------------------|
|                                |                     | 30-59 Days Past Due | 60-89 Days Past Due | Non-performing   |                  |                     |
| Commercial real estate         | \$ 1,374,580        | \$ 7,657            | \$ 1,448            | \$ 31,648        | \$ 40,753        | \$ 1,415,333        |
| Commercial and industrial      | 672,899             | 3,583               | 1,701               | 7,570            | 12,854           | 685,753             |
| Commercial construction        | 182,305             |                     |                     | 6,547            | 6,547            | 188,852             |
| Home equity                    | 405,578             | 2,199               | 691                 | 2,936            | 5,826            | 411,404             |
| Residential mortgage           | 349,214             | 1,240               | 1,163               | 7,229            | 9,632            | 358,846             |
| Installment and other consumer | 66,675              | 382                 | 70                  | 4                | 456              | 67,131              |
| Consumer construction          | 2,259               |                     |                     | 181              | 181              | 2,440               |
| <b>Totals</b>                  | <b>\$ 3,053,510</b> | <b>\$ 15,061</b>    | <b>\$ 5,073</b>     | <b>\$ 56,115</b> | <b>\$ 76,249</b> | <b>\$ 3,129,759</b> |

We continually monitor the commercial loan portfolio through an internal risk rating system. Loan risk ratings are assigned based upon the creditworthiness of the borrower and are reviewed on an ongoing basis according to our internal policies. Loans within the pass rating generally

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have a lower risk of loss than loans risk rated as special mention and substandard, which generally have an increasing risk of loss.

Our risk ratings are consistent with regulatory guidance and are as follows:

**Pass** The loan is currently performing and is of high quality.

**Special Mention** A special mention loan has potential weaknesses that warrant management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects or in the strength of our credit position at some future date. Economic and market conditions, beyond the borrower's control, may in the future necessitate this classification.

**Substandard** A substandard loan is not adequately protected by the current net worth and paying capacity of the borrower or by the collateral pledged, if any. Substandard loans have a well-defined weakness, or weaknesses that jeopardize the liquidation of the debt. These loans are characterized by the distinct possibility that we will sustain some loss if the deficiencies are not corrected.

**Table of Contents****S&T BANCORP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued****NOTE 7. ALLOWANCE FOR LOAN LOSSES continued**

The following tables present the recorded investment in commercial loan classes by internally assigned risk ratings for the periods presented:

| <i>(in thousands)</i> |                        |               | September 30, 2012        |               |                         |               | Total               | % of Total    |
|-----------------------|------------------------|---------------|---------------------------|---------------|-------------------------|---------------|---------------------|---------------|
|                       | Commercial Real Estate | % of Total    | Commercial and Industrial | % of Total    | Commercial Construction | % of Total    |                     |               |
| Pass                  | \$ 1,251,422           | 87.0%         | \$ 674,819                | 90.1%         | \$ 105,684              | 67.0%         | \$ 2,031,925        | 86.7%         |
| Special mention       | 92,544                 | 6.4%          | 32,952                    | 4.4%          | 23,043                  | 14.6%         | 148,539             | 6.3%          |
| Substandard           | 94,560                 | 6.6%          | 40,798                    | 5.5%          | 28,990                  | 18.4%         | 164,348             | 7.0%          |
| <b>Total</b>          | <b>\$ 1,438,526</b>    | <b>100.0%</b> | <b>\$ 748,569</b>         | <b>100.0%</b> | <b>\$ 157,717</b>       | <b>100.0%</b> | <b>\$ 2,344,812</b> | <b>100.0%</b> |

| <i>(in thousands)</i> |                        |               | December 31, 2011         |               |                         |               | Total               | % of Total    |
|-----------------------|------------------------|---------------|---------------------------|---------------|-------------------------|---------------|---------------------|---------------|
|                       | Commercial Real Estate | % of Total    | Commercial and Industrial | % of Total    | Commercial Construction | % of Total    |                     |               |
| Pass                  | \$ 1,229,005           | 86.8%         | \$ 600,895                | 87.6%         | \$ 136,270              | 72.1%         | \$ 1,966,170        | 85.9%         |
| Special mention       | 84,400                 | 6.0%          | 33,135                    | 4.8%          | 17,106                  | 9.1%          | 134,641             | 5.9%          |
| Substandard           | 101,928                | 7.2%          | 51,723                    | 7.6%          | 35,476                  | 18.8%         | 189,127             | 8.2%          |
| <b>Total</b>          | <b>\$ 1,415,333</b>    | <b>100.0%</b> | <b>\$ 685,753</b>         | <b>100.0%</b> | <b>\$ 188,852</b>       | <b>100.0%</b> | <b>\$ 2,289,938</b> | <b>100.0%</b> |

We monitor the delinquent status of the consumer portfolio on a monthly basis. Loans are considered nonperforming when interest and principal are 90 days or more past due or management has determined that a material deterioration in the borrower's financial condition exists. The risk of loss is generally highest for nonperforming loans.

The following tables indicate the recorded investment in consumer loan classes by performing and nonperforming status for the periods presented:

| <i>(in thousands)</i> | September 30, 2012 |                      |                                |                       | Totals     |
|-----------------------|--------------------|----------------------|--------------------------------|-----------------------|------------|
|                       | Home Equity        | Residential Mortgage | Installment and other consumer | Consumer Construction |            |
| Performing            | \$ 443,129         | \$ 402,383           | \$ 75,108                      | \$ 1,699              | \$ 922,319 |
| Nonperforming         | 3,994              | 7,584                | 49                             | 399                   | 12,026     |

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|              |                   |                   |                  |                 |                   |
|--------------|-------------------|-------------------|------------------|-----------------|-------------------|
| <b>Total</b> | <b>\$ 447,123</b> | <b>\$ 409,967</b> | <b>\$ 75,157</b> | <b>\$ 2,098</b> | <b>\$ 934,345</b> |
|--------------|-------------------|-------------------|------------------|-----------------|-------------------|

| <i>(in thousands)</i> | December 31, 2011 |                      |                                |                       | Totals            |
|-----------------------|-------------------|----------------------|--------------------------------|-----------------------|-------------------|
|                       | Home Equity       | Residential Mortgage | Installment and other consumer | Consumer Construction |                   |
| Performing            | \$ 408,468        | \$ 351,617           | \$ 67,127                      | \$ 2,259              | \$ 829,471        |
| Nonperforming         | 2,936             | 7,229                | 4                              | 181                   | 10,350            |
| <b>Total</b>          | <b>\$ 411,404</b> | <b>\$ 358,846</b>    | <b>\$ 67,131</b>               | <b>\$ 2,440</b>       | <b>\$ 839,821</b> |

**Table of Contents****S&T BANCORP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued****NOTE 7. ALLOWANCE FOR LOAN LOSSES continued**

We individually evaluate all substandard and nonaccrual commercial loans greater than \$0.5 million for impairment. Loans are considered to be impaired when based upon current information and events it is probable that we will be unable to collect all principal and interest payments due according to the original contractual terms of the loan agreement. All TDRs are considered to be impaired loans and will be reported as an impaired loan for the remaining life of the loan, unless the restructuring agreement specifies an interest rate equal to or greater than the rate that would be accepted at the time of the restructuring for a new loan with comparable risk and it is fully expected that the remaining principal and interest will be collected according to the restructured agreement. For all TDRs, regardless of size, as well as all other impaired loans, we conduct further analysis to determine the probable loss and assign a specific reserve to the loan if deemed appropriate. Any subsequent default of a TDR does not have a significant impact on the ALLL as all TDRs are individually evaluated under the specific reserve methodology.

The following tables present investments in loans considered to be impaired and related information on those impaired loans for the periods presented:

|   | September 30, 2012  |                          |                   | September 30, 2012                             |                            |   |                            |
|---|---------------------|--------------------------|-------------------|--|----------------------------|---|----------------------------|
|   | Recorded Investment | Unpaid Principal Balance | Related Allowance | Three Months Ended Average Recorded Investment | Interest Income Recognized | Nine Months Ended Average Recorded Investment | Interest Income Recognized |
| <i>(in thousands)</i>                             |                     |                          |                   |  |                            |   |                            |
| With a related allowance recorded:                |                     |                          |                   |  |                            |   |                            |
| Commercial real estate                            | \$ 6,373            | \$ 6,884                 | \$ 644            | \$ 6,430                                       | \$ 15                      | \$ 5,629                                      | \$ 209                     |
| Commercial and industrial                         | 784                 | 784                      | 204               | 784  | (9)                        | 1,813   |                            |
| Commercial construction                           | 4,063               | 5,964                    | 2,095             | 4,236  | 19                         | 5,661   | 49                         |
| Consumer real estate                              |                     |                          |                   |  |                            |   |                            |
| <b>Total with a related allowance recorded</b>    | <b>11,220</b>       | <b>13,632</b>            | <b>2,943</b>      | <b>11,450</b>                                  | <b>25</b>                  | <b>13,103</b>                                 | <b>258</b>                 |
| Without a related allowance recorded:             |                     |                          |                   |  |                            |   |                            |
| Commercial real estate                            | 36,625              | 48,821                   |                   | 38,962   | 268                        | 43,332  | 915                        |
| Commercial and industrial                         | 12,737              | 14,433                   |                   | 13,238   | 101                        | 11,725  | 265                        |
| Commercial construction                           | 22,280              | 29,382                   |                   | 23,349   | 113                        | 22,926  | 450                        |
| Consumer real estate                              | 5,667               | 6,324                    |                   | 5,729  | 9                          | 6,489   | 70                         |
| <b>Total without a related allowance recorded</b> | <b>77,309</b>       | <b>98,960</b>            |                   | <b>81,278</b>                                  | <b>491</b>                 | <b>84,472</b>                                 | <b>1,700</b>               |
| Total:  |                     |                          |                   |  |                            |   |                            |
| Commercial real estate                            | 42,998              | 55,705                   | 644               | 45,392   | 283                        | 48,961  | 1,124                      |
| Commercial and industrial                         | 13,521              | 15,217                   | 204               | 14,022   | 92                         | 13,538  | 265                        |
| Commercial construction                           | 26,343              | 35,346                   | 2,095             | 27,585   | 132                        | 28,587  | 499                        |
| Consumer real estate                              | 5,667               | 6,324                    |                   | 5,729  | 9                          | 6,489   | 70                         |

|              |                  |                   |                 |                  |               |                  |                 |
|--------------|------------------|-------------------|-----------------|------------------|---------------|------------------|-----------------|
| <b>Total</b> | <b>\$ 88,529</b> | <b>\$ 112,592</b> | <b>\$ 2,943</b> | <b>\$ 92,728</b> | <b>\$ 516</b> | <b>\$ 97,575</b> | <b>\$ 1,958</b> |
|--------------|------------------|-------------------|-----------------|------------------|---------------|------------------|-----------------|

**Table of Contents****S&T BANCORP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued****NOTE 7. ALLOWANCE FOR LOAN LOSSES continued**

| <i>(in thousands)</i>                             | Recorded<br>Investment | December 31, 2011<br>Unpaid<br>Principal<br>Balance | Related<br>Allowance | Year Ended December 31, 2011<br>Average<br>Recorded<br>Investment | Interest<br>Income<br>Recognized |
|---|------------------------|---|----------------------|---|----------------------------------|
| <b>With a related allowance recorded:</b>         |                        |   |                      |   |                                  |
| Commercial real estate                            | \$ 9,049               | \$ 9,276  | \$ 3,487             | \$ 12,045   | \$ 320                           |
| Commercial and industrial                         | 4,207                  | 4,207   | 1,116                | 3,497   | 77                               |
| Commercial construction                           | 1,975                  | 1,975   | 942                  | 3,326   | 4                                |
| Consumer real estate                              |                        |   |                      | 173   |                                  |
| <b>Total with a Related Allowance Recorded</b>    | <b>15,231</b>          | <b>15,458</b>                                       | <b>5,545</b>         | <b>19,041</b>   | <b>401</b>                       |
| <b>Without a related allowance recorded:</b>      |                        |   |                      |   |                                  |
| Commercial real estate                            | 41,058                 | 47,874  |                      | 34,965  | 1,415                            |
| Commercial and industrial                         | 7,784                  | 7,784   |                      | 4,128   | 132                              |
| Commercial construction                           | 24,024                 | 24,375  |                      | 8,856   | 496                              |
| Consumer real estate                              | 5,939                  | 6,545   |                      | 2,617   | 195                              |
| <b>Total without a Related Allowance Recorded</b> | <b>78,805</b>          | <b>86,578</b>                                       |                      | <b>50,566</b>   | <b>2,238</b>                     |
| <b>Total:</b>                                     |                        |   |                      |   |                                  |
| Commercial real estate                            | 50,107                 | 57,150  | 3,487                | 47,010  | 1,735                            |
| Commercial and industrial                         | 11,991                 | 11,991  | 1,116                | 7,625   | 209                              |
| Commercial construction                           | 25,999                 | 26,350  | 942                  | 12,182  | 500                              |
| Consumer real estate                              | 5,939                  | 6,545   |                      | 2,790   | 195                              |
| <b>Total</b>                                      | <b>\$ 94,036</b>       | <b>\$ 102,036</b>                                   | <b>\$ 5,545</b>      | <b>\$ 69,607</b>  | <b>\$ 2,639</b>                  |

As of September 30, 2012, commercial real estate loans of \$43.0 million comprised 49 percent of the total impaired loans of \$88.5 million. These impaired loans are collateralized primarily by commercial real estate properties such as retail or strip malls, office buildings, hotels and various other types of commercial purpose properties. These loans are generally considered collateral dependent and charge-offs are recorded when a confirmed loss exists. Approximately \$13.2 million of charge-offs have been recorded relating to these commercial real estate loans over the life of these loans. It is our policy to order appraisals on an annual basis on impaired loans or sooner if facts and circumstances warrant otherwise. As of September 30, 2012, an estimated fair value less cost to sell of approximately \$49.9 million existed for commercial real estate impaired loans. We have current appraisals on all but \$7.6 million of the \$43.0 million of impaired commercial real estate loans. These \$7.6 million of loans do not have updated appraisals primarily as a result of bankruptcy proceedings that we are awaiting resolution or because a current letter of intent or a sales agreement exists for the collateral. Appraisals outdated greater than 16 months are generally discounted an additional 10 percent to estimate the impact of the aged appraisal, unless management is aware of other facts and circumstances that would imply a different discount should be applied. In determining this discount, management considers the market area of the collateral, the condition of the collateral and any other relevant factors that could impact the collateral value.





**Table of Contents****S&T BANCORP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued****NOTE 7. ALLOWANCE FOR LOAN LOSSES continued**

The following tables detail activity in the ALL for the periods presented:

| <i>(in thousands)</i>                | Three Months Ended September 30, 2012 |                           |                         |                      |                |                  |
|--------------------------------------|---------------------------------------|---------------------------|-------------------------|----------------------|----------------|------------------|
|                                      | Commercial Real Estate                | Commercial and Industrial | Commercial Construction | Consumer Real Estate | Other Consumer | Total Loans      |
| Balance at beginning of period       | \$ 24,696                             | \$ 11,874                 | \$ 5,938                | \$ 3,401             | \$ 780         | \$ 46,689        |
| Charge-offs                          | (2,344)                               | (520)                     | (970)                   | (268)                | (278)          | (4,380)          |
| Recoveries                           | 570                                   | 609                       | 395                     | 18                   | 73             | 1,665            |
| <b>Net (Charge-offs)/ Recoveries</b> | <b>(1,774)</b>                        | <b>89</b>                 | <b>(575)</b>            | <b>(250)</b>         | <b>(205)</b>   | <b>(2,715)</b>   |
| Provision for loan losses            | 1,283                                 | (3,216)                   | 3,162                   | 752                  | 324            | 2,305            |
| <b>Balance at End of Period</b>      | <b>\$ 24,205</b>                      | <b>\$ 8,747</b>           | <b>\$ 8,525</b>         | <b>\$ 3,903</b>      | <b>\$ 899</b>  | <b>\$ 46,279</b> |

| <i>(in thousands)</i>                | Three Months Ended September 30, 2011 |                           |                         |                      |                |                  |
|--------------------------------------|---------------------------------------|---------------------------|-------------------------|----------------------|----------------|------------------|
|                                      | Commercial Real Estate                | Commercial and Industrial | Commercial Construction | Consumer Real Estate | Other Consumer | Total Loans      |
| Balance at beginning of period       | \$ 36,041                             | \$ 12,956                 | \$ 4,759                | \$ 3,275             | \$ 973         | \$ 58,004        |
| Charge-offs                          | (1,532)                               | (6,651)                   |                         | (175)                | (218)          | (8,576)          |
| Recoveries                           | 172                                   | 109                       | 116                     | 87                   | 86             | 570              |
| <b>Net (Charge-offs)/ Recoveries</b> | <b>(1,360)</b>                        | <b>(6,542)</b>            | <b>116</b>              | <b>(88)</b>          | <b>(132)</b>   | <b>(8,006)</b>   |
| Provision for loan losses            | (2,665)                               | 4,110                     | (211)                   | 237                  | 64             | 1,535            |
| <b>Balance at End of Period</b>      | <b>\$ 32,016</b>                      | <b>\$ 10,524</b>          | <b>\$ 4,664</b>         | <b>\$ 3,424</b>      | <b>\$ 905</b>  | <b>\$ 51,533</b> |

| <i>(in thousands)</i> | Nine Months Ended September 30, 2012 |                           |                         |                      |                |             |
|-----------------------|--------------------------------------|---------------------------|-------------------------|----------------------|----------------|-------------|
|                       | Commercial Real Estate               | Commercial and Industrial | Commercial Construction | Consumer Real Estate | Other Consumer | Total Loans |

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|                                      |                   |                   |                   |                   |                 |                    |
|--------------------------------------|-------------------|-------------------|-------------------|-------------------|-----------------|--------------------|
| Balance at beginning of period       | \$ 29,804         | \$ 11,274         | \$ 3,703          | \$ 3,166          | \$ 894          | \$ 48,841          |
| Charge-offs                          | (7,918)           | (4,488)           | (9,261)           | (1,228)           | (756)           | (23,651)           |
| Recoveries                           | 748               | 857               | 494               | 127               | 263             | 2,489              |
| <b>Net (Charge-offs)/ Recoveries</b> | <b>\$ (7,170)</b> | <b>\$ (3,631)</b> | <b>\$ (8,767)</b> | <b>\$ (1,101)</b> | <b>\$ (493)</b> | <b>\$ (21,162)</b> |
| Provision for loan losses            | 1,571             | 1,104             | 13,589            | 1,838             | 498             | 18,600             |
| <b>Balance at End of Period</b>      | <b>\$ 24,205</b>  | <b>\$ 8,747</b>   | <b>\$ 8,525</b>   | <b>\$ 3,903</b>   | <b>\$ 899</b>   | <b>\$ 46,279</b>   |

Nine Months Ended September 30, 2011

| <i>(in thousands)</i>                | Commercial<br>Real<br>Estate | Commercial and<br>Industrial | Commercial<br>Construction | Consumer<br>Real Estate | Other<br>Consumer | Total<br>Loans   |
|--------------------------------------|------------------------------|------------------------------|----------------------------|-------------------------|-------------------|------------------|
| Balance at beginning of period       | \$ 30,425                    | \$ 9,777                     | \$ 5,904                   | \$ 3,962                | \$ 1,319          | \$ 51,387        |
| Charge-offs                          | (5,989)                      | (8,390)                      | (878)                      | (1,805)                 | (697)             | (17,759)         |
| Recoveries                           | 750                          | 232                          | 2,463                      | 912                     | 276               | 4,633            |
| <b>Net (Charge-offs)/ Recoveries</b> | <b>(5,239)</b>               | <b>(8,158)</b>               | <b>1,585</b>               | <b>(893)</b>            | <b>(421)</b>      | <b>(13,126)</b>  |
| Provision for loan losses            | 6,830                        | 8,905                        | (2,825)                    | 355                     | 7                 | 13,272           |
| <b>Balance at End of Period</b>      | <b>\$ 32,016</b>             | <b>\$ 10,524</b>             | <b>\$ 4,664</b>            | <b>\$ 3,424</b>         | <b>\$ 905</b>     | <b>\$ 51,533</b> |

**Table of Contents****S&T BANCORP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued****NOTE 7. ALLOWANCE FOR LOAN LOSSES continued**

The following tables present the ALL and recorded investments in loans by category for the periods presented:

| <i>(in thousands)</i>     | September 30, 2012                          |   |                  |   |   |                     |
|---------------------------|---|---|------------------|---|---|---------------------|
|                           | Allowance for Loan Losses                   |   |                  | Portfolio Loans                             |   | Total               |
|                           | Individually<br>Evaluated for<br>Impairment | Collectively<br>Evaluated for<br>Impairment | Total            | Individually<br>Evaluated for<br>Impairment | Collectively<br>Evaluated for<br>Impairment |                     |
| Commercial real estate    | \$ 644                                      | \$ 23,561                                   | \$ 24,205        | \$ 42,998                                   | \$ 1,395,528                                | \$ 1,438,526        |
| Commercial and industrial | 204   | 8,543                                       | 8,747            | 13,521                                      | 735,048                                     | 748,569             |
| Commercial construction   | 2,095                                       | 6,430                                       | 8,525            | 26,343                                      | 131,374                                     | 157,717             |
| Consumer real estate      |   | 3,903                                       | 3,903            | 5,667                                       | 853,521                                     | 859,188             |
| Other consumer            |   | 899   | 899              |   | 75,157                                      | 75,157              |
| <b>Total</b>              | <b>\$ 2,943</b>                             | <b>\$ 43,336</b>                            | <b>\$ 46,279</b> | <b>\$ 88,529</b>                            | <b>\$ 3,190,628</b>                         | <b>\$ 3,279,157</b> |

| <i>(in thousands)</i>     | December 31, 2011                           |   |                  |   |   |                     |
|---------------------------|---|---|------------------|---|---|---------------------|
|                           | Allowance for Loan Losses                   |   |                  | Portfolio Loans                             |   | Total               |
|                           | Individually<br>Evaluated for<br>Impairment | Collectively<br>Evaluated for<br>Impairment | Total            | Individually<br>Evaluated for<br>Impairment | Collectively<br>Evaluated for<br>Impairment |                     |
| Commercial real estate    | \$ 3,487                                    | \$ 26,317                                   | \$ 29,804        | \$ 50,107                                   | \$ 1,365,226                                | \$ 1,415,333        |
| Commercial and industrial | 1,116                                       | 10,158                                      | 11,274           | 11,991                                      | 673,762                                     | 685,753             |
| Commercial construction   | 942   | 2,761                                       | 3,703            | 25,999                                      | 162,853                                     | 188,852             |
| Consumer real estate      |   | 3,166                                       | 3,166            | 5,939                                       | 766,751                                     | 772,690             |
| Other consumer            |   | 894   | 894              |   | 67,131                                      | 67,131              |
| <b>Total</b>              | <b>\$ 5,545</b>                             | <b>\$ 43,296</b>                            | <b>\$ 48,841</b> | <b>\$ 94,036</b>                            | <b>\$ 3,035,723</b>                         | <b>\$ 3,129,759</b> |

**NOTE 8. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES****Interest Rate Swaps**

Interest rate swaps are contracts in which a series of interest rate flows (fixed and variable) are exchanged over a prescribed period. The notional amounts on which the interest payments are based are not exchanged. We utilize interest rate swaps for commercial loans. These derivative positions relate to transactions in which we enter into an interest rate swap with a customer while at the same time entering into an offsetting interest rate swap with another financial institution. In connection with each transaction, we agree to pay interest to the customer on a notional amount at a variable interest rate and receive interest from the customer on a same notional amount at a fixed rate. At the same time, we agree to

pay another financial institution the same fixed interest rate on the same notional amount and receive the same variable interest rate on the same notional amount. The transaction allows our customer to effectively convert a variable rate loan to a fixed rate loan and we receive a variable yield. These agreements could have floors or caps on the contracted interest rates.

Pursuant to our agreements with various financial institutions, we may receive collateral or may be required to post collateral based upon mark-to-market positions. Beyond unsecured threshold levels, collateral in the form of cash or securities may be made available to counterparties of swap transactions. Based upon our current positions and related future collateral requirements relating to them, we believe any affect on our cash flow or liquidity position is likely to be immaterial. Derivatives contain an element of credit risk, the possibility that we will incur a loss because a counterparty, which may be a financial institution or a customer, fails to meet its contractual obligations. All derivative contracts with financial institutions may be executed only with counterparties approved by our Asset Liability Committee, or ALCO, and derivatives with customers may only be executed with customers within credit exposure limits. Interest rate swaps are considered derivatives, but are not accounted for using hedge accounting. As such, changes in the fair value of the derivatives are recorded in current earnings and included in other noninterest income in the Consolidated Statements of Income.

#### **Interest Rate Lock Commitments and Forward Sale Contracts**

In the normal course of business, we sell originated mortgage loans into the secondary mortgage loan market. We offer interest rate lock commitments to potential borrowers. Whenever a customer desires these products, a mortgage originator quotes a secondary

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**S&T BANCORP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued**

**NOTE 8. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES continued**

market rate guaranteed for that day by the investor. The commitments are generally for 60 days and guarantee a specified interest rate for a loan if underwriting standards are met, but the commitment does not obligate the potential borrower to close on the loan. Accordingly, some commitments expire prior to becoming loans. However, if the borrower accepts the guaranteed rate, we can encounter pricing risk if interest rates increase significantly before the loan can be closed and sold. We may utilize forward sale contracts in order to mitigate this pricing risk. The rate lock is executed between the mortgagee and us, and generally these rate locks are bundled. A forward sale contract is then executed between us and the investor. Both the interest rate lock commitment bundle and the corresponding forward sale contract are considered derivatives, but are not accounted for using hedge accounting. As such, changes in the fair value of the derivatives during the commitment period are recorded in current earnings and included in mortgage banking in the Consolidated Statements of Income.

The following table indicates the amounts representing the value of derivative assets and derivative liabilities for the periods presented:

| <i>(in thousands)</i>                                | Derivatives<br>(included in Other Assets)                |                   | Derivatives<br>(included in Other Liabilities) |                   |
|--|--|-------------------|--|-------------------|
|  | September 30, 2012                                       | December 31, 2011 | September 30, 2012                             | December 31, 2011 |
|  | <b>Derivatives not Designated as Hedging Instruments</b> |                   |  |                   |
| <b>Interest Rate Swap Contracts-Commercial Loans</b> |  |                   |  |                   |
| Fair value   | \$ 24,757  | \$ 23,764         | \$ 24,468                                      | \$ 23,639         |
| Notional amount                                      | 199,519  | 189,868           | 199,519  | 189,868           |
| Collateral posted                                    |  |                   | 19,747   | 20,273            |
| <b>Interest Rate Lock Commitments-Mortgage Loans</b> |  |                   |  |                   |
| Fair value   | 873  | 244               |  |                   |
| Notional amount                                      | 19,207   | 7,093             |  |                   |
| <b>Forward Sale Contracts-Mortgage Loans</b>         |  |                   |  |                   |
| Fair value   |  |                   | 307  | 95                |
| Notional amount                                      |  |                   | 15,493   | 7,729             |

The following table indicates the gain or loss recognized in income on derivatives for the periods presented:

| <i>(in thousands)</i>                                    | Three Months Ended September 30, |               | Nine Months Ended September 30, |                 |
|--|----------------------------------|---------------|---------------------------------|-----------------|
|  | 2012                             | 2011          | 2012                            | 2011            |
| <b>Derivatives not Designated as Hedging Instruments</b> |                                  |               |                                 |                 |
| Interest rate swap contracts commercial loans            | \$ (19)                          | \$ 13         | \$ 164                          | \$ (53)         |
| Interest rate lock commitments mortgage loans            | 257                              | 132           | 629                             | 153             |
| Forward sale contracts mortgage loans                    | (101)                            | (152)         | (212)                           | (575)           |
| <b>Total Derivative Gain (Loss)</b>                      | <b>\$ 137</b>                    | <b>\$ (7)</b> | <b>\$ 581</b>                   | <b>\$ (475)</b> |



**Table of Contents****S&T BANCORP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued****NOTE 9. BORROWINGS**

Our short-term borrowings are for terms under one year and are comprised of retail and wholesale repurchase agreements, or REPOs, federal funds purchased and Federal Home Loan Bank, or FHLB, advances. Retail repurchase agreements are with our local retail customers and wholesale REPOs are agreements with other financial institutions. Securities pledged as collateral under these REPO financing arrangements cannot be sold or repledged by the secured party and are therefore accounted for as a secured borrowing. Federal funds purchased are unsecured overnight borrowings with other financial institutions. FHLB advances are for various terms secured by a blanket lien on residential mortgages and other real estate secured loans.

The following is a summary of short-term borrowings for the periods presented:

| <i>(in thousands)</i>                               | September 30, 2012 | December 31, 2011 |
|---|--------------------|-------------------|
| Securities sold under repurchase agreements, retail | \$ 49,261          | \$ 30,370         |
| Federal Home Loan Bank advances                     | 25,000             | 75,000            |
| <b>Total</b>  | <b>\$ 74,261</b>   | <b>\$ 105,370</b> |

In addition, we had a \$5.0 million line of credit with S&T Bank secured by investments of another subsidiary of S&T. The line of credit had a variable rate based upon prime and was payable on demand. There were no funds drawn from this line of credit as of April 23, 2012 when the line of credit closed.

Long-term debt instruments are for original terms greater than one year and may be comprised of retail or wholesale REPOs, FHLB advances and junior subordinated debt securities. Long-term REPOs and FHLB advances have the same collateral requirements as their short-term equivalents.

The following is a summary of long-term borrowings for the periods presented:

| <i>(in thousands)</i>               | September 30, 2012 | December 31, 2011 |
|-------------------------------------|--------------------|-------------------|
| Long-term borrowings                | \$ 40,669          | \$ 31,874         |
| Junior subordinated debt securities | 90,619             | 90,619            |
| <b>Total</b>                        | <b>\$ 131,288</b>  | <b>\$ 122,493</b> |

We had total long-term borrowings outstanding of \$37.3 million at a fixed rate and \$93.7 million at a variable rate at September 30, 2012, excluding a capital lease of \$0.2 million which is included in long-term borrowings.

We had total borrowings at September 30, 2012 and December 31, 2011 at the FHLB of Pittsburgh of \$65.4 million and \$106.6 million, respectively. This consisted of \$40.4 million in long term borrowings and \$25.0 million in short-term borrowings at September 30, 2012. At

September 30, 2012, we had a maximum borrowing capacity of \$1.3 billion, with a remaining borrowing capacity of \$1.2 billion with the FHLB of Pittsburgh.

**NOTE 10. COMMITMENTS AND CONTINGENCIES**

**Commitments**

In the normal course of business, we offer off-balance sheet credit arrangements to enable our customers to meet their financing objectives. These instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the financial statements. Our exposure to credit loss, in the event a customer does not satisfy the terms of their agreement, equals the contractual amount of the obligation less the value of any collateral. We apply the same credit policies in making commitments and standby letters of credit that are used for the underwriting of loans to customers. Commitments generally have fixed expiration dates, annual renewals or other termination clauses and may require payment of a fee. Because many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. Our allowance for unfunded commitments totaled \$3.1 million at September 30, 2012 and \$1.2 million at December 31, 2011. The allowance for unfunded commitments increased due to increased volume and elevated asset quality metrics, primarily related to our commercial construction commitments. The allowance for unfunded commitments is included in other liabilities in the Consolidated Balance Sheets.

Estimates of the fair value of these off-balance sheet items were not made because of the short-term nature of these arrangements and the credit standing of the customers.



**Table of Contents****S&T BANCORP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued****NOTE 10. COMMITMENTS AND CONTINGENCIES continued**

The following table sets forth the commitments and letters of credit for the periods presented:

| <i>(in thousands)</i>        | September 30, 2012  | December 31, 2011 |
|------------------------------|---------------------|-------------------|
| Commitments to extend credit | \$ 901,912          | \$ 816,160        |
| Standby letters of credit    | 108,596             | 119,576           |
| <b>Total</b>                 | <b>\$ 1,010,508</b> | <b>\$ 935,736</b> |

**Litigation**

In the normal course of business, we are subject to various legal and administrative proceedings and claims. While any type of litigation contains a level of uncertainty, we believe that the outcome of such proceedings or claims will not have a material adverse effect on our consolidated financial position.

**Table of Contents****S&T BANCORP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued****NOTE 11. EMPLOYEE BENEFITS**

We maintain a defined benefit pension plan, or Plan, covering substantially all employees hired prior to January 1, 2008. The benefits are based on years of service and the employee's compensation for the highest five consecutive years in the last ten years of employment. Contributions are intended to provide for benefits attributed to employee service to date and for those benefits expected to be earned in the future. At this time, we are not required to make a cash contribution to the Plan in 2012; however, we contributed \$5.0 million to the Plan in December 2011. The expected long-term rate of return on Plan assets is 8.00 percent. Changes to the Plan were approved and implemented January 1, 2012. These changes include a lump sum distribution option for active participants and the eventual elimination of the Pension Purchase Option.

The following table summarizes the components of net periodic pension cost and other changes in Plan assets and benefit obligation recognized in other comprehensive gain/loss for the periods presented:

| <i>(in thousands)</i>                            | <b>Three Months Ended September 30,</b> |               | <b>Nine Months Ended September 30,</b> |                 |
|--|---|---------------|--|-----------------|
|  | <b>2012</b>                             | <b>2011</b>   | <b>2012</b>                            | <b>2011</b>     |
| Service cost - benefits earned during the period | \$ 636                                  | \$ 470        | \$ 2,090                               | \$ 1,778        |
| Interest cost on projected benefit obligation    | 1,117                                   | 1,035         | 3,269                                  | 3,121           |
| Expected return on plan assets                   | (1,364)                                 | (1,344)       | (4,172)                                | (4,033)         |
| Amortization of prior service cost (credit)      | (34)                                    | (2)           | (99)                                   | (5)             |
| Recognized net actuarial loss                    | 711                                     | 207           | 1,852                                  | 580             |
| <b>Net Periodic Pension Expense</b>              | <b>\$ 1,066</b>                         | <b>\$ 366</b> | <b>\$ 2,940</b>                        | <b>\$ 1,441</b> |

**NOTE 12. CAPITAL PURCHASE PROGRAM**

On December 7, 2011 we redeemed all of the \$108.7 million, or 108,676 shares, of Series A Preferred Stock issued on January 16, 2009 in conjunction with our participation in the CPP. Upon redemption, a one-time non-cash reduction to net income available to common shareholders of \$1.8 million, or \$0.06 per common share, was recorded for the remaining unamortized discount of the preferred stock.

As part of its original purchase of the Series A Preferred Stock, the U.S. Treasury received a warrant to purchase 517,012 shares of our common stock at an initial per share exercise price of \$31.53. The warrant provides for the adjustment of the exercise price and the number of shares of our common stock issuable upon exercise pursuant to customary anti-dilution provisions, such as upon splits or distributions of securities or other assets to holders of our common stock and upon certain issuances of our common stock at or below a specified price relative to the initial exercise price.

The U.S. Treasury has agreed not to exercise voting power with respect to any shares of common stock issued upon exercise of the warrant. We did not repurchase the warrant at the time of the Series A Preferred Stock redemption. The warrant expires on January 16, 2019.

**NOTE 13. SEGMENTS**

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We have three reportable operating segments including Community Banking, Insurance and Wealth Management.

Our Community Banking segment offers services which include accepting time and demand deposit accounts, originating commercial and consumer loans and providing letters of credit and credit card services.

Our Insurance segment includes a full-service insurance agency offering commercial property and casualty insurance, group life and health coverage, employee benefit solutions and personal insurance lines.

Our Wealth Management segment offers discount brokerage services, services as executor and trustee under wills and deeds, guardian and custodian of employee benefits and other trust and brokerage services, as well as a registered investment advisor that manages private investment accounts for individuals and institutions.

The following represents total assets by reportable segment:

| <i>(in thousands)</i> | September 30, 2012  | December 31, 2011   |
|-----------------------|---------------------|---------------------|
| Community Banking     | \$ 4,411,742        | \$ 4,110,462        |
| Insurance             | 9,316               | 8,192               |
| Wealth Management     | 1,200               | 1,340               |
| <b>Total Assets</b>   | <b>\$ 4,422,258</b> | <b>\$ 4,119,994</b> |

**Table of Contents****S&T BANCORP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued****NOTE 13. SEGMENTS continued**

The following tables provide financial information for our three segments for the three month and nine month periods ending September 30, 2012 and 2011. The financial results of the business segments include allocations for shared services based on an internal analysis that supports line of business performance measurement. Shared services include expenses such as employee benefits, occupancy expense, computer support and other corporate overhead. Even with these allocations, the financial results are not necessarily indicative of the business segments' financial condition and results of operations as if they existed as independent entities. The information provided under the caption "Eliminations" represents operations not considered to be reportable segments and/or general operating expenses and eliminations and adjustments, which are necessary for purposes of reconciling to the Consolidated Financial Statements.

| <i>(in thousands)</i>                | <b>Three Months Ended September 30, 2012</b> |                  |                   |                                |                     |
|--------------------------------------|--|------------------|-------------------|--------------------------------|---------------------|
|                                      | <b>Community<br/>Banking</b>                 | <b>Insurance</b> | <b>Management</b> | <b>Wealth<br/>Eliminations</b> | <b>Consolidated</b> |
| Interest income                      | \$ 38,715                                    | \$               | \$ 119            | \$ (14)                        | \$ 38,820           |
| Interest expense                     | 5,340  |                  |                   | (315)                          | 5,025               |
| Net interest income (expense)        | 33,375                                       |                  | 119               | 301                            | 33,795              |
| Provision for loan losses            | 2,305  |                  |                   |                                | 2,305               |
| Noninterest income                   | 10,731                                       | 1,481            | 2,394             | 140                            | 14,746              |
| Noninterest expense                  | 24,586                                       | 1,398            | 2,401             | 1,228                          | 29,613              |
| Depreciation expense                 | 968  | 12               | 8                 |                                | 988                 |
| Amortization of intangible assets    | 391  | 13               | 13                |                                | 417                 |
| Provision (benefit) for income taxes | 3,333  | 21               | 56                | (787)                          | 2,623               |
| <b>Net Income (Loss)</b>             | <b>\$ 12,523</b>                             | <b>\$ 37</b>     | <b>\$ 35</b>      | <b>\$</b>                      | <b>\$ 12,595</b>    |

| <i>(in thousands)</i>             | <b>Three Months Ended September 30, 2011</b> |                  |                   |                                |                     |
|-----------------------------------|--|------------------|-------------------|--------------------------------|---------------------|
|                                   | <b>Community<br/>Banking</b>                 | <b>Insurance</b> | <b>Management</b> | <b>Wealth<br/>Eliminations</b> | <b>Consolidated</b> |
| Interest income                   | \$ 40,782                                    | \$               | \$ 66             | \$ (3)                         | \$ 40,845           |
| Interest expense                  | 6,955  | 73               |                   | (52)                           | 6,976               |
| Net interest income (expense)     | 33,827                                       | (73)             | 66                | 49                             | 33,869              |
| Provision for loan losses         | 1,535  |                  |                   |                                | 1,535               |
| Noninterest income                | 7,158  | 1,444            | 2,003             | (262)                          | 10,343              |
| Noninterest expense               | 19,435                                       | 1,427            | 1,785             | 55                             | 22,702              |
| Depreciation expense              | 1,056  | 14               | 7                 |                                | 1,077               |
| Amortization of intangible assets | 385  | 13               | 16                |                                | 414                 |

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|                                      |                  |                |               |           |                  |
|--------------------------------------|------------------|----------------|---------------|-----------|------------------|
| Provision (benefit) for income taxes | 4,884            | (29)           | 94            | (268)     | 4,681            |
| <b>Net Income (Loss)</b>             | <b>\$ 13,690</b> | <b>\$ (54)</b> | <b>\$ 167</b> | <b>\$</b> | <b>\$ 13,803</b> |

**Table of Contents****S&T BANCORP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued****NOTE 13. SEGMENTS continued**

| <i>(in thousands)</i>                | Nine Months Ended September 30, 2012 |             |                      |              | Consolidated     |
|--------------------------------------|--------------------------------------|-------------|----------------------|--------------|------------------|
|                                      | Community<br>Banking                 | Insurance   | Wealth<br>Management | Eliminations |                  |
| Interest income                      | \$ 116,968                           | \$ 1        | \$ 325               | \$ 36        | \$ 117,330       |
| Interest expense                     | 17,244                               |             |                      | (849)        | 16,395           |
| Net interest income (expense)        | 99,724                               | 1           | 325                  | 885          | 100,935          |
| Provision for loan losses            | 18,600                               |             |                      |              | 18,600           |
| Noninterest income                   | 28,230                               | 4,196       | 7,375                | 546          | 40,347           |
| Noninterest expense                  | 73,850                               | 4,119       | 7,037                | 3,917        | 88,923           |
| Depreciation expense                 | 2,887                                | 37          | 23                   |              | 2,947            |
| Amortization of intangible assets    | 1,193                                | 39          | 44                   |              | 1,276            |
| Provision (benefit) for income taxes | 7,057                                | 1           | 289                  | (2,486)      | 4,861            |
| <b>Net Income (Loss)</b>             | <b>\$ 24,367</b>                     | <b>\$ 1</b> | <b>\$ 307</b>        | <b>\$</b>    | <b>\$ 24,675</b> |

| <i>(in thousands)</i>                | Nine Months Ended September 30, 2011 |                |                      |              | Consolidated     |
|--------------------------------------|--------------------------------------|----------------|----------------------|--------------|------------------|
|                                      | Community<br>Banking                 | Insurance      | Wealth<br>Management | Eliminations |                  |
| Interest income                      | \$ 124,630                           | \$             | \$ 225               | \$ (35)      | \$ 124,820       |
| Interest expense                     | 21,505                               | 218            |                      | (182)        | 21,541           |
| Net interest income (expense)        | 103,125                              | (218)          | 225                  | 147          | 103,279          |
| Provision for loan losses            | 13,272                               |                |                      |              | 13,272           |
| Noninterest income                   | 22,041                               | 4,171          | 6,271                |              | 32,483           |
| Noninterest expense                  | 60,985                               | 3,931          | 5,220                | 2,485        | 72,621           |
| Depreciation expense                 | 3,225                                | 43             | 24                   |              | 3,292            |
| Amortization of intangible assets    | 1,234                                | 39             | 50                   |              | 1,323            |
| Provision (benefit) for income taxes | 12,146                               | (21)           | 459                  | (2,338)      | 10,246           |
| <b>Net Income (Loss)</b>             | <b>\$ 34,304</b>                     | <b>\$ (39)</b> | <b>\$ 743</b>        | <b>\$</b>    | <b>\$ 35,008</b> |

**Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

Management's Discussion and Analysis of Financial Condition and Results of Operations, or MD&A, represents an overview of our consolidated results of operations and financial condition and highlights material changes in our financial condition and results of operations at and for the three month and nine month periods ended September 30, 2012 and 2011. Our MD&A should be read in conjunction with our Consolidated

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Financial Statements and notes thereto. The results of operations reported in the accompanying Consolidated Financial Statements are not necessarily indicative of results to be expected in future periods.

### **Important Note Regarding Forward-Looking Statements**

This Quarterly Report on Form 10-Q contains or incorporates statements that we believe are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements generally relate to our financial condition, results of operations, plans, objectives, future performance or business. They usually can be identified by the use of forward-looking language such as will likely result, may, are expected to, is anticipated, estimate, forecast, projected, intends to or other similar words. You should not place undue reliance on the statements, as they are subject to risks and uncertainties, including but not limited to, those described in this Form 10-Q or the documents incorporated by reference. When considering these forward-looking statements, you should keep in mind these risks and uncertainties, as well as any cautionary statements we may make. Moreover, you should treat these statements as speaking only as of the date they are made and based only on information actually known to us at that time. We undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise. These forward-looking statements are based on current expectations, estimates and projections about our business, management's beliefs and assumptions made by management. These Future Factors are not guarantees of our future performance and involve certain risks, uncertainties and assumptions, which are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in these forward-looking statements.

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**Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued**

Future Factors include:

changes in interest rates, spreads on interest-earning assets and interest-bearing liabilities, the shape of the yield curve and interest rate sensitivity;

a prolonged period of low interest rates;

credit losses;

access to capital in the amounts, at the times and on the terms required to support our future businesses;

legislation affecting the financial services industry as a whole, and/or S&T in particular, including the effects of the Dodd-Frank Act; regulatory supervision and oversight, including required capital levels, and public policy changes, including environmental regulations;

increasing price and product/service competition, including new entrants;

rapid technological developments and changes;

the ability to continue to introduce competitive new products and services on a timely, cost-effective basis;

deterioration of the housing market and reduced demand for mortgages;

containing costs and expenses;

reliance on large customers;

the outcome of pending and future litigation and governmental proceedings;

managing our internal growth and acquisitions;

the possibility that the anticipated benefits from our recently completed acquisitions of Mainline Bancorp, or Mainline, and Gateway Bank of Pennsylvania, or Gateway, cannot be fully realized in a timely manner or at all, or that integrating future acquired operations will be more difficult, disruptive or costly than anticipated;

general economic or business conditions, either nationally or regionally in Western Pennsylvania, may be less favorable than expected, resulting in among other things, a reduced demand for credit and other services;

a decline in market capitalization to common book value, which could warrant further analysis of the carrying value of goodwill and could result in an adjustment to its carrying value resulting in a non-cash charge to net income; and

a continuation of recent turbulence in significant portions of the global financial and real estate markets could impact our performance, both directly, by affecting our revenues and the value of our assets and liabilities and indirectly, by affecting the economy generally.

These are representative of the Future Factors that could affect the outcome of the forward-looking statements. In addition, such statements could be affected by general industry and market conditions and growth rates, general economic conditions, including interest rate and currency exchange rate fluctuations and other Future Factors.

**Critical Accounting Policies and Estimates**

Our critical accounting policies involving the significant judgments and assumptions used in the preparation of the Consolidated Financial Statements as of September 30, 2012 have remained unchanged from the disclosures presented in our Annual Report on Form 10-K for the year ended December 31, 2011 under the section Management's Discussion and Analysis of Financial Condition and Results of Operations.

**Overview**

We are a bank holding company headquartered in Indiana, Pennsylvania, with assets of approximately \$4.4 billion at September 30, 2012. We provide a full range of financial services through offices located in Allegheny, Armstrong, Blair, Butler, Cambria, Clarion, Clearfield, Indiana, Jefferson, Washington and Westmoreland counties of Western Pennsylvania. We provide full service retail and commercial banking products as well as cash management services, insurance, estate planning and administration, employee benefit plan investment management and administration and corporate and other fiduciary services. Our common stock trades on the Nasdaq Global Select Market under the symbol STBA.

We earn revenue primarily from interest on loans, securities investments and fees charged for financial services provided to our customers. Offsetting these revenues are the cost of deposits and other funding sources, provision for loan losses and other operating costs such as: salaries



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and employee benefits, occupancy, data processing expenses and tax expense.

Our mission is to become the financial services provider of choice in Western Pennsylvania by delivering exceptional service and value, one customer at a time. Our strategic plan is market based and focuses on satisfying our customers' transaction, credit, investment and insurance needs through each of our delivery channels.

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**Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**  
**continued**

We expanded our business through completion of two acquisitions during the nine months ended September 30, 2012, as described below:

**Gateway Bank of Pennsylvania**

On August 13, 2012, we completed our acquisition of Gateway Bank of Pennsylvania, based in McMurray, Pennsylvania, a bank with approximately \$132.3 million in assets and two offices in Washington and Butler Counties of Western Pennsylvania. The transaction, which was valued at \$19.8 million, added \$99.1 million in loans and \$105.4 million in deposits to our Consolidated Balance Sheet. Gateway Bank is currently a subsidiary of S&T and will merge into S&T Bank in the first quarter of 2013. The acquisition expanded our existing footprint further into the northern and southern suburbs of Pittsburgh. The three months ended September 30, 2012 included one-time merger related expenses of \$0.6 million and the nine months ended September 30, 2012 included \$0.8 million.

**Mainline Bancorp, Inc.**

On March 9, 2012, we completed our acquisition of Mainline and the operations conversion of the bank holding company and its bank subsidiary, which was headquartered in Ebensburg, Pennsylvania. The Mainline acquisition, with the addition of eight branches, expands our market share and footprint throughout Cambria and Blair Counties of Western Pennsylvania. The transaction, valued at \$27.8 million, added total assets of \$236.2 million, including \$129.5 million in loans and \$206.0 million in deposits. The three months ended September 30, 2012 included one-time merger related expenses of \$0.2 million and the nine months ended September 30, 2012 included \$4.5 million.

**Earnings Summary**

Net income available to common shareholders for the quarter ended September 30, 2012 was \$12.6 million resulting in diluted earnings per common share of \$0.43 compared to net income of \$12.2 million and \$0.44 diluted earnings per common share in the third quarter of 2011. Net income available to common shareholders for the nine months ended September 30, 2012 was \$24.7 million resulting in diluted earnings per common share of \$0.85 compared to net income of \$30.3 million and \$1.08 diluted earnings per common share for the same period in 2011.

Our performance continues to be significantly impacted by our asset quality and the related provision for loan losses. For the three months ended September 30, 2012, our provision for losses increased \$0.8 million to \$2.3 million compared to \$1.5 million for the three months ended September 30, 2011. The provision for the nine months ended September 30, 2012 was \$18.6 million compared to \$13.3 million for the nine months ended September 30, 2011. Our net interest income declined \$0.1 million to \$33.8 million compared to \$33.9 million in the third quarter of 2011 and by \$2.4 million to \$100.9 million for the nine months ended September 30, 2012 compared to \$103.3 million for the nine months ended September 30, 2011. Total interest-earning assets increased in 2012 compared to 2011, however, we experienced an unfavorable shift in our asset mix from loans to lower yielding securities and interest-bearing deposits. Noninterest income increased \$4.4 million compared to the third quarter of 2011, and increased by \$7.9 million compared to the nine month period ending September 30, 2011. Higher fee income is primarily due to increased fees in our mortgage banking and wealth management businesses. Our mortgage banking business has benefited from attractive interest rates and customer demand, and our wealth management business is seeing results from increased sales efforts. Further increasing noninterest income were realized gains on equity positions of \$2.2 million for the three months ended September 30, 2012 and \$3.0 million for the nine months ended September 30, 2012. Noninterest expense increased \$6.8 million for the quarter ended September 30, 2012 and \$15.9 million for the nine month period ended September 30, 2012, related to \$0.8 million and \$5.3 million in one-time merger related expenses incurred with the acquisitions of Gateway and Mainline, and higher employee costs.

**Explanation of Use of Non-GAAP Financial Measures**

In addition to the results of operations presented in accordance with GAAP, management uses, and this quarterly report contains or references, certain non-GAAP financial measures, such as net interest income on a fully taxable equivalent basis and operating



**Table of Contents****Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**  
**continued**

revenue. Management believes these non-GAAP financial measures provide information useful to investors in understanding our underlying operational performance and its business and performance trends as they facilitate comparisons with the performance of other companies in the financial services industry. Although management believes that these non-GAAP financial measures enhance investors' understanding of our business and performance, these non-GAAP financial measures should not be considered an alternative to GAAP measures.

We believe the presentation of net interest income on a fully taxable equivalent basis, or FTE, ensures comparability of net interest income arising from both taxable and tax-exempt sources and is consistent with industry practice. Interest income per the Consolidated Statements of Income is reconciled to net interest income adjusted to a FTE basis below for the three and nine month periods ended September 30, 2012 and 2011.

Operating revenue is the sum of net interest income and noninterest income less securities gains. In order to understand the significance of net interest income to our business and operating results, we believe it is appropriate to evaluate the significance of net interest income as a component of operating revenue.

**RESULTS OF OPERATIONS****Three Months and Nine Months Ended September 30, 2012 Compared to****Three Months and Nine Months Ended September 30, 2011****Net Interest Income**

Net interest income represents the difference between the interest and fees earned on interest-earning assets and the interest paid on interest-bearing liabilities. Net interest income is affected by changes in the average balance of interest-earning assets and interest-bearing liabilities and changes in interest rates and spreads. Maintaining consistent spreads between interest-earning assets and interest-bearing liabilities is significant to our financial performance because net interest income comprised 73 percent of operating revenue (net interest income plus noninterest income, excluding securities gains) for both the three and nine month periods ending September 30, 2012 and 76 percent of operating revenue for both the three and nine month periods ending September 30, 2011. Refer to "Explanation of Use of Non-GAAP Financial Measures" above for a discussion of operating revenue as a non-GAAP financial measure. The level and mix of interest-earning assets and interest-bearing liabilities are monitored by our Asset Liability Committee, or ALCO, in order to mitigate interest rate and liquidity risks of the balance sheet.

The following table reconciles interest income per the Consolidated Statements of Income to net interest income adjusted to a FTE basis:

| <i>(in thousands)</i>  | <b>Three months ended September 30, 2012</b> |                  | <b>Nine months ended September 30, 2011</b> |                   |
|--|--|------------------|---|-------------------|
|  | <b>2012</b>                                  | <b>2011</b>      | <b>2012</b>                                 | <b>2011</b>       |
| Interest income per Consolidated Statements of Income                            | \$ 38,820                                    | \$ 40,845        | \$ 117,330                                  | \$ 124,820        |
| Adjustment to fully taxable-equivalent basis                                     | 1,119  | 1,002            | 3,378                                       | 3,054             |
| <b>Interest Income adjusted to Fully Taxable Equivalent Basis</b>                | <b>39,939</b>                                | <b>41,847</b>    | <b>120,708</b>                              | <b>127,874</b>    |
| Interest expense per Consolidated Statements of Income                           | 5,025  | 6,976            | 16,395                                      | 21,541            |
| <b>Net Interest Income adjusted to Fully Taxable Equivalent Basis (non-GAAP)</b> | <b>\$ 34,914</b>                             | <b>\$ 34,871</b> | <b>\$ 104,313</b>                           | <b>\$ 106,333</b> |



**Table of Contents****Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**  
continued**Average Balance Sheets and Net Interest Income Analyses**

The following tables provide information regarding the average balances, interest and yields earned on interest-earning assets and the average balances, interest and rates paid on interest-bearing liabilities for the three month and nine month periods ended September 30, 2012 and September 30, 2011:

| <i>(in thousands)</i>                                     | Three Months Ended<br>September 30, 2012 |               |              | Three Months Ended<br>September 30, 2011 |               |              |
|---|--|---------------|--------------|--|---------------|--------------|
|   | Balance                                  | Income        | Rate         | Balance                                  | Income        | Rate         |
| <b>ASSETS</b>   |  |               |              |  |               |              |
| Loans <sup>(1)</sup>                                      | \$ 3,226,219                             | \$ 36,783     | 4.52%        | \$ 3,171,379                             | \$ 38,790     | 4.85%        |
| Interest-bearing deposits with banks                      | 329,985                                  | 229           | 0.28%        | 150,833                                  | 79            | 0.21%        |
| Securities <sup>(1)</sup>                                 | 404,881                                  | 2,927         | 2.89%        | 359,742                                  | 2,978         | 3.31%        |
| <b>Total Interest-earning Assets</b>                      | <b>3,961,085</b>                         | <b>39,939</b> | <b>4.00%</b> | <b>3,681,954</b>                         | <b>41,847</b> | <b>4.51%</b> |
| Noninterest-earning assets                                | 411,528                                  |               |              | 376,077                                  |               |              |
| <b>Total Assets</b>                                       | <b>\$ 4,372,613</b>                      |               |              | <b>\$ 4,058,031</b>                      |               |              |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>               |  |               |              |  |               |              |
| NOW/money market/savings                                  | \$ 1,567,005                             | \$ 831        | 0.21%        | \$ 1,287,489                             | \$ 445        | 0.14%        |
| Certificates of deposit                                   | 1,079,894                                | 3,127         | 1.15%        | 1,159,557                                | 5,300         | 1.81%        |
| Borrowed funds < 1 year                                   | 94,789                                   | 55            | 0.23%        | 41,257                                   | 12            | 0.12%        |
| Borrowed funds > 1 year                                   | 125,511                                  | 1,012         | 3.20%        | 123,103                                  | 1,219         | 3.93%        |
| <b>Total Interest-bearing Liabilities</b>                 | <b>2,867,199</b>                         | <b>5,025</b>  | <b>0.70%</b> | <b>2,611,406</b>                         | <b>6,976</b>  | <b>1.06%</b> |
| Noninterest-bearing liabilities:                          |  |               |              |  |               |              |
| Demand deposits   | 903,949                                  |               |              | 799,247                                  |               |              |
| Shareholders' equity/other                                | 601,465                                  |               |              | 647,378                                  |               |              |
| <b>Total Liabilities and Shareholders' Equity</b>         | <b>\$ 4,372,613</b>                      |               |              | <b>\$ 4,058,031</b>                      |               |              |
| <b>Net Interest Income<sup>(1)</sup></b>                  | <b>\$ 34,914</b>                         |               |              | <b>\$ 34,871</b>                         |               |              |
| <b>Net Yield on Interest-earning Assets<sup>(1)</sup></b> | <b>3.50%</b>                             |               |              | <b>3.76%</b>                             |               |              |

<sup>(1)</sup> The yield on interest-earning assets and the net interest margin are presented on a FTE and annualized basis. Net interest income is presented on a FTE basis. The FTE basis adjusts for the tax benefit of income on certain tax-exempt loans and securities using the federal statutory tax rate of 35 percent for each period presented. We believe this measure to be the preferred industry measurement that provides a relevant comparison between taxable and non-taxable amounts.



**Table of Contents****Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**  
continued

| (in thousands)  | Nine Months Ended<br>September 30, 2012 |                |              | Nine Months Ended<br>September 30, 2011 |                |              |
|---|---|----------------|--------------|---|----------------|--------------|
|   | Balance                                 | Income         | Rate         | Balance                                 | Income         | Rate         |
| <b>ASSETS</b>   |   |                |              |   |                |              |
| Loans <sup>(1)</sup>                                      | \$ 3,188,500                            | \$ 111,071     | 4.64%        | \$ 3,247,432                            | \$ 118,753     | 4.89%        |
| Interest-bearing deposits with banks                      | 297,410                                 | 526            | 0.24%        | 101,469                                 | 168            | 0.22%        |
| Securities <sup>(1)</sup>                                 | 391,295                                 | 9,111          | 3.10%        | 350,356                                 | 8,953          | 3.41%        |
| <b>Total Interest-earning Assets</b>                      | <b>3,877,205</b>                        | <b>120,708</b> | <b>4.15%</b> | <b>3,699,257</b>                        | <b>127,874</b> | <b>4.62%</b> |
| Noninterest-earning assets                                | 403,034                                 |                |              | 374,278                                 |                |              |
| <b>Total Assets</b>                                       | <b>\$ 4,280,239</b>                     |                |              | <b>\$ 4,073,535</b>                     |                |              |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>               |   |                |              |   |                |              |
| NOW/money market/savings                                  | \$ 1,486,421                            | \$ 2,252       | 0.20%        | \$ 1,283,571                            | \$ 1,521       | 0.16%        |
| Certificates of deposit                                   | 1,119,692                               | 10,932         | 1.30%        | 1,197,426                               | 16,243         | 1.81%        |
| Borrowed funds < 1 year                                   | 109,692                                 | 180            | 0.22%        | 42,430                                  | 43             | 0.14%        |
| Borrowed funds > 1 year                                   | 124,297                                 | 3,031          | 3.25%        | 122,139                                 | 3,734          | 4.09%        |
| <b>Total Interest-bearing Liabilities</b>                 | <b>2,840,102</b>                        | <b>16,395</b>  | <b>0.77%</b> | <b>2,645,566</b>                        | <b>21,541</b>  | <b>1.09%</b> |
| Noninterest-bearing liabilities:                          |   |                |              |   |                |              |
| Demand deposits   | 859,446                                 |                |              | 790,459                                 |                |              |
| Shareholders' equity/other                                | 580,691                                 |                |              | 637,510                                 |                |              |
| <b>Total Liabilities and Shareholders' Equity</b>         | <b>\$ 4,280,239</b>                     |                |              | <b>\$ 4,073,535</b>                     |                |              |
| <b>Net Interest Income<sup>(1)</sup></b>                  | <b>\$ 104,313</b>                       |                |              | <b>\$ 106,333</b>                       |                |              |
| <b>Net Yield on Interest-earning Assets<sup>(1)</sup></b> | <b>3.58%</b>                            |                |              | <b>3.84%</b>                            |                |              |

<sup>(1)</sup> The yield on interest-earning assets and the net interest margin are presented on a FTE and annualized basis. Net interest income is presented on a FTE basis. The FTE basis adjusts for the tax benefit of income on certain tax-exempt loans and securities using the federal statutory tax rate of 35 percent for each period presented. We believe this measure to be the preferred industry measurement that provides a relevant comparison between taxable and non-taxable amounts.

When comparing the quarter and year to date ended September 30, 2012 to the same periods of 2011 on a FTE basis, net interest income was essentially unchanged for the third quarter comparison and decreased by \$2.0 million for the year to date, with decreases of 26 basis points in net interest margin for both periods. The decline in the net interest margin is a result of loan replacement volume at lower interest rates and an unfavorable shift in asset mix from loans to lower yielding interest-bearing deposits with banks and securities. This decline was offset in part by lower offered rates on maturing certificates of deposit, or CDs.

Average loans increased by \$54.8 million in the third quarter of 2012 compared to 2011 as a result of the Gateway and Mainline acquisitions. The increases in loan volume through acquisition were offset by loan pay downs resulting in the year to date decrease in average loans. The FTE yield on loans decreased by 33 basis points and 25 basis points for the quarter and year to date periods ended September 30, 2012.



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Interest-bearing deposits with banks increased by \$179.2 million and \$195.9 million and securities increased by \$45.1 million and \$40.9 million for the quarter and year to date periods ended September 30, 2012 as compared to the same periods in 2011. Overall, the FTE yield on interest-earning assets decreased 51 basis points to 4.00 percent from 4.51 percent for the third quarter of 2012 compared to the third quarter of 2011 and 47 basis points to 4.15 percent from 4.62 percent for the nine month period ending September 30, 2012, as compared to the prior year.

**Table of Contents****Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**  
continued

Average interest-bearing deposits increased by \$199.9 million and \$125.1 million due to increases of \$ 279.5 million and \$202.9 million in NOW/money market/savings deposits, offset by decreases of \$79.7 million and \$77.7 million in CDs for the three and nine month periods ended September 30, 2012 compared to the three and nine month periods ended September 30, 2011. We had an increase in our customer deposits primarily due to the addition of \$206.0 million in deposits from the Mainline acquisition in March 2012 and \$105.4 million in deposits from the Gateway acquisition in August 2012. The cost of interest-bearing deposits for the three and nine month periods ended September 30, 2012 was 0.60 percent and 0.67 percent, a decrease of 34 and 28 basis points from the previous year due to lower rates paid on CDs and a shift from CDs to core deposits. Average borrowings increased by \$55.9 million and \$69.4 million and the yield decreased by 106 basis points and 123 basis points for the quarter and year to date periods ending September 30, 2012 as compared to the same periods in the prior year. The increase in average borrowings for the quarter and year to date periods is mainly due to short term funding utilized as a partial replacement for the Capital Purchase Program, or CPP, redemption on December 7, 2011. The decrease in the yield of average borrowings is due to the increase in lower cost short term funding and the repricing of \$25.0 million of subordinated debt in September of 2011. Overall, the yield on interest-bearing liabilities decreased 36 basis points to 0.70 percent for the three months ended September 30, 2012 and 32 basis points to 0.77 percent for the nine months ended September 30, 2012.

Net interest income was positively impacted during the third quarter by an increase of \$23.3 million and negatively impacted for the year to date by a decrease of \$16.6 million in average net free funds, when compared to the same periods in the prior year. Average net free funds are the excess of noninterest-bearing demand deposits, other noninterest-bearing liabilities and shareholders' equity over noninterest-earning assets. The increase in net free funds in the third quarter was due to the net impact of a \$104.7 million increase in noninterest-bearing demand deposits, the redemption of \$108.7 million of preferred stock from the CPP in the fourth quarter of 2011 and various changes to the balance sheet resulting from the recent acquisitions of Gateway and Mainline. The year to date decrease in net free funds was due to the net impact of the \$108.7 million redemption of preferred stock from the CPP, as well as a \$69.0 million increase in noninterest-bearing demand deposits and other changes to assets, liabilities and equity resulting from both acquisitions. Noninterest-bearing demand deposits increased as a result of the low interest rate environment, marketing efforts for new demand accounts, corporate cash management services and the unlimited FDIC deposit insurance protection provided by the Dodd-Frank Act.

The following table sets forth for the periods indicated a summary of the changes in interest earned and interest paid resulting from changes in volume and changes in rates:

| <i>(in thousands)</i>                       | Three Months Ended September 30, 2012                   |   |  | Nine Months Ended September 30, 2012                    |   |  |
|---|---|---|--|---|---|--|
|   | Compared to September 30, 2011 <sup>(2)</sup><br>Volume | Compared to September 30, 2011 <sup>(2)</sup><br>Rate | Compared to September 30, 2011 <sup>(2)</sup><br>Net | Compared to September 30, 2011 <sup>(2)</sup><br>Volume | Compared to September 30, 2011 <sup>(2)</sup><br>Rate | Compared to September 30, 2011 <sup>(2)</sup><br>Net |
| <b>Interest earned on:</b>                  |   |   |  |   |   |  |
| Loans <sup>(1)</sup>                        | \$ 671  | \$ (2,678)  | \$ (2,007)   | \$ (2,155)  | \$ (5,527)  | \$ (7,682)   |
| Interest-bearing deposits with banks        | 93  | 57  | 150  | 324   | 34  | 358  |
| Securities <sup>(1)</sup>                   | 374   | (425)   | (51)   | 1,046   | (888)   | 158  |
| <b>Total Interest-earning Assets</b>        | <b>1,138</b>  | <b>(3,046)</b>  | <b>(1,908)</b>                                       | <b>(785)</b>  | <b>(6,381)</b>  | <b>(7,166)</b>                                       |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b> |   |   |  |   |   |  |
| NOW/money market/savings                    | 96  | 290   | 386  | 240   | 491   | 731  |
| Certificates of deposit                     | (364)   | (1,809)   | (2,173)  | (1,054)   | (4,257)   | (5,311)  |
| Borrowed funds < 1 year                     | 16  | 27  | 43   | 68  | 69  | 137  |
| Borrowed funds > 1 year                     | 24  | (231)   | (207)  | 66  | (769)   | (703)  |

|   |                 |                   |                |                 |                   |                   |
|---|-----------------|-------------------|----------------|-----------------|-------------------|-------------------|
| <b>Total Interest-bearing Liabilities</b> | <b>(228)</b>    | <b>(1,723)</b>    | <b>(1,951)</b> | <b>(680)</b>    | <b>(4,466)</b>    | <b>(5,146)</b>    |
| <b>Net Interest Income<sup>(1)</sup></b>  | <b>\$ 1,365</b> | <b>\$ (1,322)</b> | <b>\$ 43</b>   | <b>\$ (105)</b> | <b>\$ (1,915)</b> | <b>\$ (2,020)</b> |

<sup>(1)</sup> Tax-exempt income is on a FTE basis using the statutory federal corporate income tax rate of 35 percent for 2012 and 2011.

<sup>(2)</sup> The change in interest due to both volume and rate has been allocated to volume and rate changes in proportion to the relationship of the absolute dollar amounts of the change in each.

**Provision for Loan Losses**

The provision for loan losses is the amount to be added to the allowance for loan losses, or ALL, after adjusting for charge-offs and recoveries to bring the ALL to a level considered by management appropriate to absorb probable losses inherent in the loan portfolio at September 30, 2012. The provision for loan losses increased \$0.8 million in the third quarter and \$5.3 million in the first nine months of 2012 as compared to the same periods in 2011.

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continued

Net charge-offs for the third quarter of 2012 were \$2.7 million down from \$8.0 million during the same period of 2011. For the nine months ended September 30, 2012, we had net charge-offs of \$21.2 million compared to \$13.1 million in the same period of 2011. Included in the \$21.2 million of charges are \$8.8 million related to our commercial construction portfolio and \$7.2 million in our commercial real estate portfolio. Projects in the commercial construction and commercial real estate portfolios have slowed due to the economic environment and as a result, appraisals are coming in at lower values. The ALL was 1.41 percent of total loans at September 30, 2012 compared to 1.64 percent at September 30, 2011. Refer to Allowance for Loan Losses later in this MD&A for additional discussion.

**Noninterest Income**

| <i>(in thousands)</i>               | Three Months Ended September 30 |                  |                 | Nine Months Ended September 30 |                  |                 |
|-------------------------------------|---------------------------------|------------------|-----------------|--------------------------------|------------------|-----------------|
|                                     | 2012                            | 2011             | \$ Change       | 2012                           | 2011             | \$ Change       |
| Debit and credit card fees          | \$ 2,966                        | \$ 2,790         | \$ 176          | \$ 8,472                       | \$ 8,174         | \$ 298          |
| Service charges on deposit accounts | 2,567                           | 2,683            | (116)           | 7,407                          | 7,356            | 51              |
| Insurance fees                      | 2,402                           | 2,192            | 210             | 6,725                          | 6,505            | 220             |
| Wealth management fees              | 2,397                           | 1,965            | 432             | 7,393                          | 6,159            | 1,234           |
| Securities gains (losses), net      | 2,170                           | (81)             | 2,251           | 3,016                          | (124)            | 3,140           |
| Mortgage banking                    | 797                             | (447)            | 1,244           | 2,174                          | 424              | 1,750           |
| Other                               | 1,447                           | 1,241            | 206             | 5,160                          | 3,989            | 1,171           |
| <b>Total Noninterest Income</b>     | <b>\$ 14,746</b>                | <b>\$ 10,343</b> | <b>\$ 4,403</b> | <b>\$ 40,347</b>               | <b>\$ 32,483</b> | <b>\$ 7,864</b> |

Noninterest income increased \$4.4 million to \$14.7 million in the third quarter of 2012 compared to the third quarter of 2011, and \$7.9 million to \$40.3 million in the year to date period as compared to the same period in 2011, with increases for both periods in almost all noninterest income categories. The primary drivers were gains on sales of securities, and increases in mortgage banking and wealth management fees in both the three and nine month periods ending September 30, 2012. The \$2.3 million and \$3.1 million increase in securities gains for the quarter and year to date ending September 30, 2012 relates to the sales of one equity position during the first quarter and one equity position during the third quarter as a result of increases in value after merger announcements. Mortgage interest rates remain at very attractive levels and strong customer demand resulted in increases in mortgage banking activity of \$1.2 million and \$1.8 million respectively in both the three months and nine months ended September 30, 2012, as compared with the same periods in the prior year. Wealth management fees increased \$0.4 million and \$1.2 million for the three and nine month periods respectively. Our wealth management fees have increased as a result of adding resources and increased volume in our brokerage business. Other noninterest income has increased \$0.2 million for the three months ended September 30, 2012 and \$1.2 million for the nine months ended September 30, 2012 primarily as a result of fees associated with derivatives and interest rate swap agreements with our customers, as well as a valuation increase in our rabbi trust.

**Noninterest Expense**

| <i>(in thousands)</i>                         | Three Months Ended September 30 |           |           | Nine Months Ended September 30 |           |           |
|---|---------------------------------|-----------|-----------|--------------------------------|-----------|-----------|
|   | 2012                            | 2011      | \$ Change | 2012                           | 2011      | \$ Change |
| Salaries and employee benefits <sup>(1)</sup> | \$ 14,643                       | \$ 11,741 | \$ 2,902  | \$ 43,960                      | \$ 37,632 | \$ 6,328  |
| Data processing <sup>(1)</sup>                | 1,990                           | 1,743     | 247       | 5,475                          | 4,928     | 547       |
| Net occupancy <sup>(1)</sup>                  | 1,972                           | 1,653     | 319       | 5,576                          | 5,248     | 328       |

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|  |                  |                  |                 |                  |                  |                  |
|--|------------------|------------------|-----------------|------------------|------------------|------------------|
| Furniture and equipment                        | 1,414            | 1,263            | 151             | 3,861            | 3,805            | 56               |
| Joint venture amortization                     | 1,082            | 839              | 243             | 3,147            | 2,428            | 719              |
| Professional services and legal <sup>(1)</sup> | 988              | 1,173            | (185)           | 3,545            | 4,058            | (513)            |
| Other taxes                                    | 982              | 864              | 118             | 2,533            | 2,669            | (136)            |
| FDIC assessment                                | 838              | 749              | 89              | 2,164            | 2,892            | (728)            |
| Marketing <sup>(1)</sup>                       | 718              | 747              | (29)            | 2,068            | 2,055            | 13               |
| Merger related expense                         | 764              |                  | 764             | 5,274            |                  | 5,274            |
| Other noninterest expense <sup>(1)</sup>       | 5,627            | 3,421            | 2,206           | 15,543           | 11,521           | 4,022            |
| <b>Total Noninterest Expense</b>               | <b>\$ 31,018</b> | <b>\$ 24,193</b> | <b>\$ 6,825</b> | <b>\$ 93,146</b> | <b>\$ 77,236</b> | <b>\$ 15,910</b> |

<sup>(1)</sup> Excludes one-time merger related expense

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**continued**

Noninterest expense increased \$6.8 million in the third quarter and \$15.9 million in the first nine months of 2012 as compared to the same periods in 2011. The most significant drivers include salaries and employee benefit costs and merger related expenses as a result of our acquisition of Mainline and Gateway Banks.

We incurred \$0.6 million and \$0.8 million of one-time merger related expenses, respectively, for the quarter and year to date ending September 30, 2012, related to the Gateway acquisition. Included in the year to date costs were \$0.6 million for legal and consultant fees and \$0.2 million for change in control, severance and other employee costs. We expect to incur an additional \$1.4 million in one-time merger related costs through the first quarter of 2013 relating to the merger of Gateway into S&T Bank, including \$0.7 million related to change in control agreements and \$0.7 million of data conversion costs. We incurred \$0.2 million and \$4.5 million of merger related expenses, respectively, for the quarter and year to date ending September 30, 2012 pertaining to the acquisition of Mainline. The year to date Mainline one-time merger related expenses include \$1.8 million in change in control, severance and other employee costs, \$2.0 million in data processing contract termination and conversion costs and \$0.7 million in legal, professional and other expenses.

In addition to the merger related expenses, we experienced other increases in expenses for both the three and nine month periods ended September 30, 2012. Salaries and employee benefits increased in both periods as a result of the addition of employees from both Mainline and Gateway and annual merit increases that were effective January 1, 2012. Our pension expense increased \$0.7 million and \$1.5 million for the quarter and year to date periods, respectively, due to an increase in our pension liability as a result of a significant decrease in the discount rate from the prior year. Other noninterest expense increased in both the three and nine month periods primarily due to an increase in our reserve for unfunded commitments as a result of increased volume and higher expected loss rates on our construction commitments. We invest in partnerships that provide federal income tax benefits through tax credits. The partnerships are amortized over the life of the expected tax credits. Joint venture amortization increased \$0.2 million and \$0.7 million for the three and nine month periods ending September 30, 2012 as compared to the same periods in 2011 due to four new projects going into service during 2012. Further, we recorded an impairment charge of \$0.3 million during the second quarter on a low income housing joint venture where the benefit of the tax credits had been fully utilized and no future benefits were expected to be realized. Data processing expense increased \$0.2 million and \$0.5 million in the three and nine month periods ending September 30, 2012 as compared to the same periods in 2011 primarily related to the increased customer base following the acquisitions, as well as additional costs as our Wealth Management Department upgrades their data processing system. Occupancy expense increased by \$0.3 million during the third quarter and year to date period compared to the prior year, primarily due to the addition of the eight Mainline branches in March and the two Gateway branches in August. These increases are partially offset with decreases of \$0.2 million and \$0.5 million in professional services and legal expense during the quarter and year to date periods ending September 30, 2012, respectively, compared to the same periods in 2011. We benefited year to date from a lower FDIC assessment as a result of a change in methodology by the FDIC that went into effect April 1, 2011.

**Provision for Income Taxes**

The provision for income taxes decreased \$2.1 million to \$2.6 million for the third quarter of 2012 and \$5.3 million to \$4.9 million for the nine months ending September 30, 2012, as compared to \$4.7 million for the third quarter and \$10.2 million in the year to date period during the prior year. Income before taxes decreased by \$3.3 million and \$15.9 million for the quarter and year to date periods respectively. The year to date effective tax rate declined from 22.6 percent in 2011 to 16.5 percent in 2012 because tax-exempt income remained relatively constant and tax credits increased on a declining pretax income. Included in year to date tax expense were discrete items of tax of \$0.3 million related to tax payable on the disposition of certain bank owned life insurance policies acquired in connection with the acquisition of Mainline, and \$0.2 million related to adjustments to unrecognized tax benefits for an IRS examination that is in progress. Discrete items in the nine months ended September 30, 2011 were not material.

**Financial Condition****September 30, 2012**

Our total assets increased by \$302.3 million to \$4.4 billion at September 30, 2012 as compared to \$4.1 billion at December 31, 2011. This increase was a result of the acquisitions of Mainline and Gateway, which added total assets of \$368.5 million. Despite soft demand, loan pay

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downs and planned run-off to reduce risk, our loan portfolio has increased by \$149.4 million since December 31, 2011, or 4.8%, primarily due to our acquisitions which added \$231.9 million of gross loans. Our deposits increased \$258.5 million, from December 31, 2011 due to the acquisitions of Mainline and Gateway, which added \$311.4 million to our deposit base.

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continued**Securities Activity**

| <i>(in thousands)</i>  | September 30, 2012 | December 31, 2011 | \$ Change        |
|--|--------------------|-------------------|------------------|
| Obligations of U.S. government corporations and agencies                         | \$ 192,612         | \$ 142,786        | \$ 49,826        |
| Collateralized mortgage obligations of U.S. government corporations and agencies | 74,728             | 65,395            | 9,333            |
| Mortgage-backed securities of U.S. government corporations and agencies          | 40,031             | 48,752            | (8,721)          |
| Obligations of states and political subdivisions                                 | 98,733             | 88,805            | 9,928            |
| <b>Debt Securities Available-for-Sale</b>  | <b>406,104</b>     | <b>345,738</b>    | <b>60,366</b>    |
| Marketable equity securities   | 9,325              | 11,858            | (2,533)          |
| <b>Total Securities Available-for-Sale</b>                                       | <b>\$ 415,429</b>  | <b>\$ 357,596</b> | <b>\$ 57,833</b> |

We invest in various securities in order to provide a source of liquidity, to satisfy various pledging requirements, increase net interest income and as a tool of the ALCO to reposition the balance sheet for interest rate risk purposes. Securities are subject to market risks that could negatively affect the level of liquidity available to us. Risks associated with various securities are managed in accordance with investment policies approved annually by our Board of Directors and administered through ALCO and our treasury function. The securities portfolio increased \$57.8 million, or 16.2%, from December 31, 2011. The increase in securities is a result of excess cash being utilized to purchase securities due to slow loan growth. Additionally, we sold \$5.6 million of equity securities since December 31, 2011 for a gain of \$3.0 million.

On a quarterly basis, management evaluates securities for other than temporary impairment, or OTTI, in accordance with the applicable accounting guidance for investments reported at fair value. There were no significant impairment charges during the first nine months of 2012.

**Loan Composition**

| <i>(in thousands)</i>          | September 30, 2012 |              | December 31, 2011 |              |
|--------------------------------|--------------------|--------------|-------------------|--------------|
|                                | Amount             | % of Loans   | Amount            | % of Loans   |
| <b>Commercial</b>              |                    |              |                   |              |
| Commercial real estate         | \$ 1,438,526       | 43.9%        | \$ 1,415,333      | 45.2%        |
| Commercial and industrial      | 748,569            | 22.8%        | 685,753           | 21.9%        |
| Construction                   | 157,717            | 4.8%         | 188,852           | 6.1%         |
| <b>Total Commercial Loans</b>  | <b>2,344,812</b>   | <b>71.5%</b> | <b>2,289,938</b>  | <b>73.2%</b> |
| <b>Consumer</b>                |                    |              |                   |              |
| Home equity                    | 447,123            | 13.6%        | \$ 411,404        | 13.1%        |
| Residential mortgage           | 409,967            | 12.5%        | 358,846           | 11.5%        |
| Installment and other consumer | 75,157             | 2.3%         | 67,131            | 2.1%         |
| Construction                   | 2,098              | 0.1%         | 2,440             | 0.1%         |



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|                                   |                     |               |                     |               |
|-----------------------------------|---------------------|---------------|---------------------|---------------|
| <b>Total Consumer Loans</b>       | <b>934,345</b>      | <b>28.5%</b>  | <b>839,821</b>      | <b>26.8%</b>  |
| <b>Total Portfolio Loan</b>       | <b>3,279,157</b>    | <b>100.0%</b> | <b>3,129,759</b>    | <b>100.0%</b> |
| Allowance for loan losses         | (46,279)            |               | (48,841)            |               |
| <b>Total Portfolio Loans, net</b> | <b>3,232,878</b>    |               | <b>3,080,918</b>    |               |
| Loans Held for Sale               | 3,188               |               | 2,850               |               |
| <b>Total Loans</b>                | <b>\$ 3,236,066</b> |               | <b>\$ 3,083,768</b> |               |

The loan portfolio represents the most significant source of interest income for us. The risk that borrowers will be unable to pay such obligations is inherent in the loan portfolio. Conditions such as the overall economic climate can significantly impact a borrower s

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ability to pay. In order to mitigate such risk, our loan underwriting standards are established by a formal policy and are subject to periodic review and approval by our Board of Directors.

Portfolio loans increased by \$149.4 million between December 31, 2011 and September 30, 2012, in large part due to the addition of \$129.5 million and \$99.1 million of loans from our acquisitions of Mainline and Gateway, respectively. Our growth from acquisitions has been offset by loan pay downs. We are, however, seeing benefits in our new market areas as a result of the two acquisitions, in particular our most recent acquisition of Gateway which is in a growing market. We are committed to growing our commercial loan sales team through expanding our lending staff.

Although commercial loans, including CRE, C&I and construction, can have a relatively higher risk profile, management believes these risks are mitigated through active portfolio management, underwriting and continuous review. The loan-to-value policy guidelines for real estate secured commercial loans are generally 65-85 percent.

Residential mortgage lending continues to be a strategic focus through a centralized mortgage origination department, ongoing product redesign, secondary market activities and the utilization of commission compensated originators. The loan-to-value policy guideline is 80 percent for residential first lien mortgages. Higher loan-to-value loans may be approved with the appropriate private mortgage insurance coverage. Second lien positions are assumed with home equity loans, but normally only to the extent that the combined credit exposure for both the first and second liens does not exceed 100 percent of the estimated fair value of the property.

Management believes the downturn we experienced in the local residential real estate market and the impact of declining values on the real estate loan portfolio will be mitigated because of our conservative mortgage lending policies for portfolio loans, which require a maximum term of 20 years for fixed rate mortgages. Balloon mortgages are also offered in the portfolio. The maximum balloon term is 15 years with a maximum amortization term of 30 years. Balloon mortgages with terms of 10 years or less may have a maximum amortization term for up to 40 years. Combo mortgage loans consisting of a residential first mortgage and a home equity second mortgage are also available to creditworthy borrowers. Our residential mortgage portfolio has grown by \$51.1 million since December 31, 2011, including \$18.1 million of residential loans we acquired from Mainline in March. We designate specific loan originations, generally longer-term, lower-yielding 1-4 family mortgages, as held for sale and sell them to Fannie Mae. The rationale for these sales is to mitigate interest-rate risk associated with holding lower rate, long-term residential mortgages in the loan portfolio, generate fee revenue from sales and servicing and maintain the primary customer relationship. During the first half of 2011, we began to retain within the loan portfolio 10 and 15 year mortgages that had been priced and underwritten for sale in the secondary market. During the nine months ended September 30, 2012 and 2011, we sold \$62.0 million and \$52.3 million, respectively, of 1-4 family mortgages and currently service \$330.5 million of secondary market mortgage loans sold to Fannie Mae at September 30, 2012. We intend to continue to sell longer-term loans to Fannie Mae. However, management recently decided that, in an effort to grow the loan portfolio, starting in the fourth quarter 2012, we will retain 20 year mortgages as well, selling only 30 year mortgages to Fannie Mae.

Our home equity and consumer installment loans are up by \$43.7 million or 9.1% at September 30, 2012 as compared to December 31, 2011, including the addition of \$23.1 million and \$0.5 million in home equity and consumer installment loans respectively, in the August 2012 acquisition of Gateway and \$28.3 million and \$21.0 million in home equity and consumer installment loans respectively, in the March acquisition of Mainline.

We determine loans to be impaired when based upon current information and events it is probable that we will be unable to collect all principal and interest payments due according to the original contractual terms of the loan agreement. TDRs, whether on accrual or nonaccrual status, are classified as impaired loans.

Troubled debt restructurings, or TDRs, are loans where we, for economic or legal reasons related to a borrower's financial difficulties, grant a concession to the borrower that we would not otherwise grant. Modifications to loans classified as TDRs may include reductions in contractual interest rates, principal deferment and extensions of maturity dates at a stated interest rate lower than the current market rate for a new loan with similar risk characteristics, or any combination of these concessions and others. Generally these concessions are for a period of at least nine months. While unusual, there may be instances of loan principal forgiveness.

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TDRs can be returned to accruing status if the following criteria are met: 1) the ultimate collectability of all contractual amounts due, according to the restructured agreement, is not in doubt and 2) there is a period of a minimum of six months of satisfactory payment performance by the borrower either immediately before or after the restructuring. All TDRs are considered to be impaired loans and will be reported as impaired loans for their remaining lives, unless the restructuring agreement specifies an interest rate equal to or greater than the rate that would be accepted at the time of the restructuring for a new loan with comparable risk and we fully expected that the remaining principal and interest will be collected according to the restructured agreement. All impaired loans are reported as nonaccrual loans unless the loan is a TDR that has met the requirements noted above to be returned to accruing status. As an example consider a substandard commercial construction loan that is currently 90 days past due where the loan is restructured to extend the maturity date for a period longer than would be considered an insignificant period of time. The post-modification interest rate is not increased to correspond with the current credit risk of the borrower, and all other terms remain the same according to the original loan agreement. This loan will be considered a TDR as the borrower is experiencing financial difficulty and a concession has been granted. The loan will be reported as nonaccrual status and as an impaired loan and a TDR. In addition, the loan could be charged down to the fair value of the collateral if a confirmed loss exists.

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continued

If the loan subsequently performs, by means of making on-time principal and interest payments according to the newly restructured terms for a period of six months, and it is expected that all remaining principal and interest will be collected according to the terms of the restructured agreement, the loan will be returned to accrual status and reported as an accruing TDR. The loan will remain an impaired loan for the remaining life of the loan since the interest rate was not adjusted to be equal to or greater than the rate that would be accepted at the time of the restructuring for a new loan with the comparable risk of a longer term. As of September 30, 2012, we had \$60.5 million in TDRs of which \$37.1 million were accruing and \$23.4 million were in nonaccrual status. During the third quarter of 2012, there were \$2.3 million of additions to TDRs, and \$5.9 million in additions during the year to date, including \$1.7 million from the Mainline acquisition in the first quarter, of which \$1.2 million remains. During the first nine months of 2012, no TDRs met the above requirements for being placed back into accrual status.

Nonperforming assets consist of nonaccrual loans, nonaccrual TDRs and OREO. The following table summarizes nonperforming assets for the periods presented:

| <i>(in thousands)</i>                                | September 30, 2012 | December 31, 2011 | \$ Change       |
|--|--------------------|-------------------|-----------------|
| <b>Nonaccrual Loans</b>                              |                    |                   |                 |
| Commercial real estate                               | \$ 25,072          | \$ 20,777         | \$ 4,295        |
| Commercial and industrial                            | 6,105              | 7,570             | (1,465)         |
| Commercial construction                              | 2,798              | 3,604             | (806)           |
| Home equity  | 3,988              | 2,936             | 1,052           |
| Residential mortgage                                 | 4,291              | 2,859             | 1,432           |
| Installment and other consumer                       | 49                 | 4                 | 45              |
| Consumer construction                                | 399                | 181               | 218             |
| <b>Total Nonaccrual Loans</b>                        | <b>42,702</b>      | <b>37,931</b>     | <b>4,771</b>    |
| <b>Nonaccrual Troubled Debt Restructurings</b>       |                    |                   |                 |
| Commercial real estate                               | 7,756              | 10,871            | (3,115)         |
| Commercial and industrial                            | 746                |                   | 746             |
| Commercial construction                              | 11,613             | 2,943             | 8,670           |
| Home equity  | 6                  |                   | 6               |
| Residential mortgage                                 | 3,293              | 4,370             | (1,077)         |
| <b>Total Nonaccrual Troubled Debt Restructurings</b> | <b>23,414</b>      | <b>18,184</b>     | <b>5,230</b>    |
| <b>Total Nonperforming Loans</b>                     | <b>66,116</b>      | <b>56,115</b>     | <b>10,001</b>   |
| OREO   | 1,468              | 3,967             | (2,499)         |
| <b>Total Nonperforming Assets</b>                    | <b>\$ 67,584</b>   | <b>\$ 60,082</b>  | <b>\$ 7,502</b> |
| <b>Asset Quality Ratios:</b>                         |                    |                   |                 |
| Nonperforming loans as a percent of total loans      | 2.01%              | 1.79%             |                 |

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|  |       |       |
|--|-------|-------|
| Nonperforming assets as a percent of total loans plus OREO | 2.06% | 1.92% |
|--|-------|-------|

Our policy is to place loans in all categories on nonaccrual status when collection of interest or principal is doubtful, or generally when interest or principal payments are 90 days or more past due. There were no loans 90 days or more past due and still accruing at September 30, 2012 or December 31, 2011. Total nonperforming assets increased \$7.5 million from December 31, 2011 due to new nonperforming loans of \$35.2 million in 2012 offset by net loan charge-offs of \$21.2 million and paydowns.

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**continued**

Consumer unsecured loans and secured loans that are not real estate secured are evaluated for charge-off after the loan becomes 90 days past due. Unsecured loans are fully charged-off and secured loans are charged-off to the estimated fair value of the collateral less the cost to sell. Consumer loans secured by real estate are evaluated for charge-off after the loan balance becomes 90 days past due and are charged down to the estimated fair value of the collateral less cost to sell.

The charge-off policy for commercial loans requires that loans and other obligations that are not collectible be promptly charged-off in the month the loss becomes probable, regardless of the delinquency status of the loan. We may elect to recognize a partial charge-off when management has determined that the value of collateral is less than the remaining investment in the loan. A loan or obligation does not need to be charged-off, regardless of delinquency status, if (i) management has determined there exists

sufficient collateral to protect the remaining loan balance and (ii) there exists a strategy to liquidate the collateral. Management may also consider a number of other factors to determine when a charge-off is appropriate. These factors may include, but are not limited to:

- The status of a bankruptcy proceeding
- The value of collateral and probability of successful liquidation
- The status of adverse proceedings or litigation that may result in collection

**Allowance for Loan Losses**

We maintain an allowance for loan losses, or ALL, at a level determined to be adequate to absorb estimated probable credit losses inherent within the loan portfolio as of the balance sheet date. Determination of an adequate ALL is subjective, as it requires estimations of the occurrence of future events, as well as the timing of such events. The methodology for determining the ALL has two main components: evaluation and impairment tests of individual loans and evaluation of certain groups of homogeneous loans with similar risk characteristics.

An inherent risk to the loan portfolio as a whole is the condition of the local economy. In addition, each loan segment carries with it risks specific to the segment. The following is a discussion of the key risks by portfolio segment that management assesses in determining the ALL.

CRE loans are secured by commercial purpose real estate, including both owner occupied properties and investment properties for various purposes such as hotels, strip malls and apartments. Individual project cash flows, as well as global cash flows, are generally the sources of repayment for these loans. Besides cash flow risks, CRE loans have collateral risk and risks based upon the business prospects of the lessee, if the project is not owner occupied.

C&I loans are made to operating companies or manufacturers for the purpose of production, operating capacity, accounts receivable, inventory or equipment financing. Collateral for these types of loans often do not have sufficient value in a distressed or liquidation scenario to satisfy the outstanding debt. Cash flow from the operations of the company is the primary source of repayment for these loans and the cash flow depends not only on the economy as a whole, but also on the health of the company's industry.

Commercial construction loans are made to finance construction of buildings or other structures, as well as to finance the acquisition and development of raw land for various purposes. While the risk is generally confined to the construction and absorption periods, if there are problems, the project may not be completed, and as such, may not provide sufficient cash flow on its own to service the debt or have sufficient value in a liquidation to cover the outstanding principal. There are also various risks depending on the type of project and the experience and resources of the developer.

Consumer real estate loans are secured by 1-4 family residences, including purchase money mortgages, first and second lien home equity loans and home equity lines of credit. The primary source of repayment for these loans is the income and assets of the borrower. The unemployment rate, as well as the state of the local housing market, has a significant impact on the risk determination, since low demand and/or declining home values can limit the ability of borrowers to sell a property and satisfy the debt.

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Other consumer loans are made to individuals and may be secured by assets other than 1-4 family residences, or may be unsecured. This segment of loans includes auto loans, unsecured lines and credit cards. The primary source of repayment for these loans is the income and assets of the borrower so the local unemployment rate is an important indicator of risk. The value of the collateral, if there is any, is less likely to be a source of repayment due to less certain collateral values.

Significant to our ALL is a higher mix of commercial loans. At September 30, 2012, approximately 90 percent of the ALL related to the commercial loan portfolio, while commercial loans comprise only 72 percent of our loan portfolio. Commercial loans have been more impacted by the economic slowdown in our markets. The ability of customers to repay commercial loans is more dependent upon the success of their business, continuing income and general economic conditions.

**Table of Contents****Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**  
continued

The following tables summarize the ALL and recorded investments in loans by segment as of the dates presented:

| <i>(in thousands)</i>     | Allowance for Loan Losses   |                             | September 30, 2012 |                             | Portfolio Loans             |                     | Total |
|---------------------------|-----------------------------|-----------------------------|--------------------|-----------------------------|-----------------------------|---------------------|-------|
|                           | Individually                | Collectively                | Individually       | Individually                | Collectively                | Total               |       |
|                           | Evaluated for<br>Impairment | Evaluated for<br>Impairment | Total              | Evaluated for<br>Impairment | Evaluated for<br>Impairment |                     |       |
| Commercial real estate    | \$ 644                      | \$ 23,561                   | \$ 24,205          | \$ 42,998                   | \$ 1,395,528                | \$ 1,438,526        |       |
| Commercial and industrial | 204                         | 8,543                       | 8,747              | 13,521                      | 735,048                     | 748,569             |       |
| Commercial construction   | 2,095                       | 6,430                       | 8,525              | 26,343                      | 131,374                     | 157,717             |       |
| Consumer real estate      |                             | 3,903                       | 3,903              | 5,667                       | 853,521                     | 859,188             |       |
| Other consumer            |                             | 899                         | 899                |                             | 75,157                      | 75,157              |       |
| <b>Total</b>              | <b>\$ 2,943</b>             | <b>\$ 43,336</b>            | <b>\$ 46,279</b>   | <b>\$ 88,529</b>            | <b>\$ 3,190,628</b>         | <b>\$ 3,279,157</b> |       |

| <i>(in thousands)</i>     | Allowance for Loan Losses   |                             | December 31, 2011 |                             | Portfolio Loans             |                     | Total |
|---------------------------|-----------------------------|-----------------------------|-------------------|-----------------------------|-----------------------------|---------------------|-------|
|                           | Individually                | Collectively                | Individually      | Individually                | Collectively                | Total               |       |
|                           | Evaluated for<br>Impairment | Evaluated for<br>Impairment | Total             | Evaluated for<br>Impairment | Evaluated for<br>Impairment |                     |       |
| Commercial real estate    | \$ 3,487                    | \$ 26,317                   | \$ 29,804         | \$ 50,107                   | \$ 1,365,226                | \$ 1,415,333        |       |
| Commercial and industrial | 1,116                       | 10,158                      | 11,274            | 11,991                      | 673,762                     | 685,753             |       |
| Commercial construction   | 942                         | 2,761                       | 3,703             | 25,999                      | 162,853                     | 188,852             |       |
| Consumer real estate      |                             | 3,166                       | 3,166             | 5,939                       | 766,751                     | 772,690             |       |
| Other consumer            |                             | 894                         | 894               |                             | 67,131                      | 67,131              |       |
| <b>Total</b>              | <b>\$ 5,545</b>             | <b>\$ 43,296</b>            | <b>\$ 48,841</b>  | <b>\$ 94,036</b>            | <b>\$ 3,035,723</b>         | <b>\$ 3,129,759</b> |       |

|   | September 30, 2012 | December 31, 2011 |
|---|--------------------|-------------------|
| Ratio of net charge-offs to average loans outstanding ( <i>annualized</i> ) | 0.89%              | 0.56%             |
| Allowance for loan losses to total loans                                    | 1.41%              | 1.56%             |
| Allowance for loan losses to nonperforming loans                            | 70%                | 87%               |

The balance in the ALL decreased \$2.5 million to \$46.3 million or 1.41 percent of total loans at September 30, 2012 as compared to \$48.8 million or 1.56 percent of total loans at December 31, 2011. The total ALL has decreased from December 31, 2011 primarily due a decrease of \$2.6 million in specific reserves associated with loans individually evaluated for impairment. Asset quality metrics have remained elevated in the first three quarters of 2012 resulting in our reserve for loans collectively evaluated for impairment of \$43.3 million remaining flat when compared with the reserve at December 31, 2011. We have experienced stress in our commercial construction portfolio in the nine months ended September 30, 2012 with net charge-offs of \$8.8 million compared to net recoveries of \$1.6 million for the same time period in 2011. The losses



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are primarily related to land development and construction projects that have slowed in the current environment, resulting in significant reductions in the appraised values. Many of these loans have been extended resulting in the loan becoming a TDR, and consequently an impaired loan. As a result of these losses the reserve allocated to commercial construction loans has increased \$4.8 million to \$8.5 million at September 30, 2012 compared to \$3.7 million at December 31, 2011. The allowances for both the commercial real estate and the C&I portfolios have decreased as loans evaluated individually for impairment and substandard loans have declined. Further, we have seen a decline in historic loss rates in these portfolios. The commercial real estate reserve decreased \$5.6 million from \$29.8 million at December 31, 2011 to \$24.2 million at September 30, 2012, while the C&I reserve decreased \$2.6 million, from \$11.3 million to \$8.7 million over the same period.

Our allowance for lending-related commitments is calculated using a methodology similar to that used to determine the ALL. Amounts are added to the allowance for lending-related commitments by a charge to current earnings through noninterest expense. The balance in the allowance for lending-related commitments increased to \$3.1 million at September 30, 2012 as compared to \$1.2 million at December 31, 2011. The change is due to increased volume, primarily in our construction commitments and elevated asset quality metrics, specifically related to our commercial construction and commercial real estate commitments. The allowance for lending-related commitments is included in other liabilities in the Consolidated Balance Sheets.

**Table of Contents****Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**  
continued**Deposits**

| <i>(in thousands)</i>      | September 30, 2012  | December 31, 2011   | \$ Change         |
|----------------------------|---------------------|---------------------|-------------------|
| Noninterest-bearing demand | \$ 928,000          | \$ 818,686          | \$ 109,314        |
| Interest-bearing demand    | 321,785             | 283,611             | 38,174            |
| Money market               | 316,673             | 278,092             | 38,581            |
| Savings                    | 949,521             | 802,942             | 146,579           |
| Certificates of deposit    | 1,078,427           | 1,152,528           | (74,101)          |
| <b>Total Deposits</b>      | <b>\$ 3,594,406</b> | <b>\$ 3,335,859</b> | <b>\$ 258,547</b> |

Deposits are a primary source of funds for us. We believe that our deposit base is stable and that we have the ability to attract new deposits, mitigating a funding dependency on other more volatile sources. Total deposits at the end of the third quarter of 2012 were up \$258.5 million, due primarily to the addition of \$56.7 million in noninterest-bearing deposits and \$254.7 million in

interest-bearing deposits from the Mainline and Gateway acquisitions. Noninterest-bearing demand deposit accounts increased due to the low interest rate environment, our marketing efforts for new demand accounts, corporate cash management services and the unlimited FDIC deposit insurance protection provided by the Dodd-Frank Act. Our overall deposit mix has been influenced by promotional efforts on new products, resulting in a shift from CDs to Savings. Also impacting our CDs was the maturity of \$53.9 million in CDARS One-Way Buys, discussed below. CDs of \$100,000 and over were 11 percent of total deposits at September 30, 2012 and at December 31, 2011, and primarily represent deposit relationships with local customers in our market area.

We participate in the Certificate of Deposit Account Registry Services, or CDARS, reciprocal and One-Way Buy, or OWB programs. The issuance of brokered retail CDs and participation in the CDARS program is an ALCO strategy to increase and diversify funding sources. The reciprocal program allows our customers to receive expanded FDIC coverage by placing multiple CDs at other CDARS member banks. We maintain deposits by accepting CDs from customers of CDARS member banks in the exact amount as our customers placed. Reciprocal deposits provide a stable and cost-effective source of funds with rates generally lower than traditional brokered deposits. Although reciprocal deposits are considered brokered under existing law, they tend to act more like customer CDs, since we retain the customer relationships. We had \$13.5 million and \$15.0 million in CDARS reciprocal deposits at September 30, 2012 and December 31, 2011, respectively. We can also access the CDARS network to accept brokered CDs that are a part of the OWB program, which allows us to obtain large blocks of wholesale funding, while maintaining control over pricing. Through the OWB program, funding is effectively purchased from insured depository institutions that are members of the CDARS deposit placement service. As of September 30, 2012 and December 31, 2011, we had \$1.9 million and \$55.8 million respectively in the CDARS OWB program. Most of this funding was purchased in December, 2011 as part of the replacement of CPP funds. The OWB maturities occurred during the first half of 2012 and were not replaced.

**Borrowings**

| <i>(in thousands)</i>                               | September 30, 2012 | December 31, 2011 | \$ Change |
|---|--------------------|-------------------|-----------|
| Securities sold under repurchase agreements, retail | \$ 49,261          | \$ 30,370         | \$ 18,891 |
| Short-term borrowings                               | 25,000             | 75,000            | (50,000)  |

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|                                     |                   |                   |                    |
|-------------------------------------|-------------------|-------------------|--------------------|
| Long-term borrowings                | 40,669            | 31,874            | 8,795              |
| Junior subordinated debt securities | 90,619            | 90,619            |                    |
| <b>Total Borrowings</b>             | <b>\$ 205,549</b> | <b>\$ 227,863</b> | <b>\$ (22,314)</b> |

Borrowings are an additional source of funding for S&T. Following redemption on December 7, 2011 of our preferred stock issued in connection with our participation in the CPP, we increased borrowings as part of our funding and liquidity strategy. Borrowings are down by \$22.3 million from December 31, 2011 as our funding needs have decreased.

**Table of Contents****Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**  
**continued****Liquidity and Capital Resources**

Liquidity is defined as a financial institution's ability to meet its cash and collateral obligations at a reasonable cost. This includes the ability to satisfy the financial needs of depositors who want to withdraw funds or of borrowers needing to access funds to meet their credit needs. Liquidity risk management involves monitoring and maintaining sufficient levels of a diverse set of funding sources that are available for normal operations and for unanticipated stress events. In order to manage liquidity risk our Board of Directors has delegated authority to the Asset Liability Committee, or ALCO, for formulation, implementation and oversight of liquidity risk management. ALCO's goal is to maintain adequate levels of liquidity to meet our funding needs in both a normal operating environment and for potential liquidity stress events.

Our primary funding and liquidity source is a stable deposit base. We believe that the bank has the ability to retain existing and attract new deposits, mitigating a funding dependency on other more volatile sources. Although deposits are the primary source of funds, we have identified various funding sources that can be used as part of our normal funding program when either a structure or cost efficiency has been identified. These funding sources include a cushion of highly liquid assets, borrowing availability at the FHLB, Federal Funds lines with other financial institutions and access to the brokered certificates of deposit market including CDARs.

Since the beginning of the financial industry crisis in 2008, monitoring and maintaining appropriate liquidity levels has become a focus of regulators, bankers and investors. ALCO has enhanced the measurement, monitoring and reporting systems for liquidity risk management for potential liquidity stress events. Specific focus has been on maintaining an adequate level of asset liquidity, performing short-term and long-term stress tests and developing a more detailed contingency funding plan. We also work to ensure access to various wholesale funding sources is available, even in a stress event.

ALCO uses a variety of ratios and reports to monitor our liquidity position. ALCO monitors an asset liquidity ratio, which is defined as the sum of interest-bearing deposits with banks, unpledged securities and loans held for sale to total assets. In addition to the asset liquidity ratio, ALCO reviews cash flow projections, a liquidity coverage ratio and various balance sheet liquidity ratios. ALCO policy guidelines are in place for each ratio that defines graduated risk tolerance levels. If a ratio moves to high risk, specific actions are defined, such as increased monitoring or the development of an action plan to reduce the risk position.

The following summarizes risk-based capital amounts and ratios for S&T Bancorp, Inc. and S&T Bank:

| (in thousands)                         | Adequately<br>Capitalized <sup>(1)</sup> | Well-<br>Capitalized <sup>(2)</sup> | September 30, 2012 |        | December 31, 2011 |        |
|--|--|-------------------------------------|--------------------|--------|-------------------|--------|
|  |  |                                     | Amount             | Ratio  | Amount            | Ratio  |
| <b>S&amp;T Bancorp, Inc.</b>           |  |                                     |                    |        |                   |        |
| Tier 1 leverage                        | 4.00%                                    | 5.00%                               | \$ 386,982         | 9.27%  | \$ 356,484        | 9.17%  |
| Tier 1 capital to risk-weighted assets | 4.00%                                    | 6.00%                               | 386,982            | 12.01% | 356,484           | 11.63% |
| Total capital to risk-weighted assets  | 8.00%                                    | 10.00%                              | 497,732            | 15.45% | 465,702           | 15.20% |
| <b>S&amp;T Bank</b>                    |  |                                     |                    |        |                   |        |
| Tier 1 leverage                        | 4.00%                                    | 5.00%                               | \$ 339,135         | 8.29%  | \$ 321,352        | 8.30%  |
| Tier 1 capital to risk-weighted assets | 4.00%                                    | 6.00%                               | 339,135            | 10.95% | 321,352           | 10.55% |
| Total capital to risk-weighted assets  | 8.00%                                    | 10.00%                              | 447,967            | 14.47% | 429,837           | 14.11% |

<sup>(1)</sup> At September 30, 2012, and December 31, 2011 S&T exceeded all regulatory capital guideline requirements listed above to qualify as adequately capitalized.

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*(2) At September 30, 2012 and December 31, 2011, S&T exceeded all regulatory capital guideline requirements listed above to qualify as well capitalized.*

In September 2012, we filed a shelf registration statement on Form S-3 under the Securities Act of 1933 as amended, with the SEC for the issuance of up to \$300 million of a variety of securities including debt and capital securities, preferred and common stock and Warrants.

**Table of Contents****Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Market risk is defined as the degree to which changes in interest rates, foreign exchange rates, commodity prices or equity prices can adversely affect a financial institution's earnings or capital. For most financial institutions, including S&T, market risk primarily reflects exposure to changes in interest rates. Interest rate fluctuations affect earnings by changing net interest income and other interest-sensitive income and expense levels. Interest rate changes affect capital by changing the net present value of a bank's future cash flows, and the cash flows themselves, as rates change. Accepting this risk is a normal part of banking and can be an important source of profitability and shareholder value. However, excessive interest rate risk can threaten banks' earnings, capital, liquidity and solvency. Our sensitivity to changes in interest rate movement is monitored by ALCO. ALCO monitors and manages market risk through rate shock analyses, economic value of equity, or EVE analysis and simulations in order to avoid unacceptable earnings and market value fluctuations due to changes in interest rates.

Rate shock analyses are performed on a static balance sheet to estimate the effect that specific interest rate changes would have on 12 months of pretax net interest income. Rate shock analyses assume an immediate parallel shift in market interest rates. Assumptions are modified in the decreasing rate shock analyses due to the very low level of interest rates. Rate shock analyses also incorporate management assumptions regarding the level of interest rate changes on non-maturity deposit products (noninterest-bearing demand, interest-bearing demand, money market and savings) and changes in the prepayment behavior of fixed rate loans and securities with optionality. S&T policy guidelines limit the change in pretax net interest income over a 12 month horizon using rate shocks up to 300 basis points. Policy guidelines define the percent change in pretax net interest income by graduated risk tolerance levels of minimal, moderate and high. The table below reflects the rate shock analyses results, which are in the minimal risk tolerance level.

In order to monitor interest rate risk beyond the 12 month time horizon of rate shocks, we also perform EVE analysis. EVE represents the present value of all asset cash flows minus the present value of all liability cash flows. As with rate shock analysis, EVE incorporates management assumptions regarding prepayment behavior of fixed rate loans and securities with optionality and core deposit behavior and value. S&T policy guidelines limit the change in EVE given changes in rates of up to 300 basis points. Policy guidelines define the percent change in EVE by graduated risk tolerance levels of minimal, moderate and high. The table below reflects the EVE results, which are in the minimal risk tolerance level.

| Change in Interest Rate (basis points) | September 30, 2012                     |                                      | December 31, 2011                      |                                      |
|--|--|--------------------------------------|--|--------------------------------------|
|  | % Change in Pretax Net Interest Income | % Change in Economic Value of Equity | % Change in Pretax Net Interest Income | % Change in Economic Value of Equity |
| +300                                   | 13.3                                   | 28.3                                 | 11.3                                   | 20.9                                 |
| +200                                   | 8.6                                    | 20.6                                 | 7.3                                    | 15.9                                 |
| +100                                   | 4.1                                    | 11.2                                 | 3.5                                    | 9.1                                  |
| - 100                                  | (2.6)                                  | (9.4)                                | (3.9)                                  | (12.9)                               |
| - 200                                  | (5.4)                                  | (7.4)                                | (6.9)                                  | (15.2)                               |
| - 300                                  | (7.2)                                  | (7.1)                                | (8.9)                                  | (15.1)                               |

In addition to rate shocks and EVE, simulations are performed periodically to assess the sensitivity of scenario assumptions on pretax net interest income. Simulation analyses most often test for sensitivity to yield curve shape and slope changes, severe rate shocks, changes in prepayment assumptions and significant balance mix changes.

The results from the analyses performed on pretax net interest income, EVE and sensitivity analysis were consistent with having an asset sensitive balance sheet. Having an asset sensitive balance sheet means more assets than liabilities will reprice during the measured time frames. The implications of an asset sensitive position will differ depending upon the change in market interest rates. For example, with an asset sensitive position in a declining interest rate environment, more assets than liabilities will decrease in rate. This situation could result in a decrease in net interest income and operating income. Conversely, with an asset sensitive position in a rising interest rate environment, more assets than liabilities will increase in rate. This situation could result in an increase in net interest income and operating income.



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**Item 4. CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

Under the supervision and with the participation of S&T's Chief Executive Officer, or CEO, and Chief Financial Officer, or CFO, (its principal executive officer and principal financial officer, respectively) management has evaluated the effectiveness of the design and operation of S&T's disclosure controls and procedures as of September 30, 2012. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934, as amended (the Exchange Act), is recorded, processed, summarized and reported within the time periods required by the Securities and Exchange Commission, or the SEC, and that such information is accumulated and communicated to S&T's management, including our CEO and CFO as appropriate, to allow timely decisions regarding required disclosure.

Based on and as of the date of such evaluation, our CEO and CFO concluded that the design and operation of our disclosure controls and procedures were effective in all material respects, as of the end of the period covered by this report.

**Changes in Internal Control over Financial Reporting**

During the quarter ended September 30, 2012, there were no changes made to S&T's internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that materially affected, or are reasonably likely to materially affect, S&T's internal control over financial reporting.

**S&T BANCORP, INC. AND SUBSIDIARIES**

**PART II**

**OTHER INFORMATION**

**Item 1. Legal Proceedings**

Information required by this item is set forth in Note 10 of the Notes to Consolidated Financial Statements included in Item 1 of this report and incorporated herein by reference.

**Item 1A. Risk Factors**

There have been no material changes to the risk factors that we have previously disclosed in Item 1A Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2011, as filed with the SEC on February 29, 2012.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

Not Applicable

**Item 3. Defaults Upon Senior Securities**

Not Applicable

**Item 4. Mine Safety Disclosures**

Not Applicable

**Item 5. Other Information**



Not Applicable

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**Item 6. Exhibits**

- 31.1 Rule 13a-14(a) Certification of the Chief Executive Officer.
- 31.2 Rule 13a-14(a) Certification of the Chief Financial Officer.
- 32 Rule 13a-14(b) Certification of the Chief Executive Officer and Chief Financial Officer.
- 101 The following financial information from the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2012 is formatted in eXtensible Business Reporting Language (XBRL): (i) Unaudited Consolidated Balance Sheets at September 30, 2012 and December 31, 2011, (ii) Unaudited Consolidated Statements of Comprehensive Income for the Three and Nine Months ended September 30, 2012 and 2011, (iii) Unaudited Consolidated Statements of Changes in Shareholders' Equity for the Nine Months ended September 30, 2012 and 2011 and (iv) Unaudited Consolidated Statements of Cash Flows for the Nine Months ended September 30, 2012 and 2011 and (v) Notes to Consolidated Financial Statements.\*

\* This exhibit is furnished and will not be deemed filed for purposes of Section 18 of the Exchange Act (15 U.S.C. 78r), or otherwise subject to the liability of that section. Such exhibit will not be deemed to be incorporated by reference into any filing under the Securities Act or Exchange Act, or Exchange Act, except to the extent that the Registrant specifically incorporates it by reference.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

S&T Bancorp, Inc.

(Registrant)

Date: November 1, 2012

/s/ Mark Kochvar  
Mark Kochvar

Senior Executive Vice President and

Chief Financial Officer

(Principal Financial Officer and Duly Authorized Signatory)

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