

WESBANCO INC  
Form 424B3  
October 19, 2012  
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Registration No. 333-183900

**MERGER PROPOSAL YOUR VOTE IS VERY IMPORTANT**

Dear fellow shareholders of Fidelity Bancorp, Inc.:

The board of directors of WesBanco, Inc., or WesBanco, and the board of directors of Fidelity Bancorp, Inc., or Fidelity, have agreed to a strategic combination of the two companies under the terms of the Agreement and Plan of Merger, dated July 19, 2012, and referred to in this document as the merger agreement by and among WesBanco, WesBanco Bank, Inc., Fidelity and Fidelity Savings Bank. At the effective time of the merger, Fidelity will merge with and into WesBanco and Fidelity Savings Bank will become a direct, wholly owned subsidiary of WesBanco. You are cordially invited to attend a special meeting of Fidelity shareholders to be held at the Perrysville Branch of Fidelity Savings Bank, 1009 Perry Highway, Pittsburgh, Pennsylvania, on November 27, 2012, at 5:00 p.m., Eastern Time.

At the Fidelity special meeting, you will be asked to consider and vote upon a proposal to adopt the merger agreement, pursuant to which Fidelity would be acquired through a merger with WesBanco. If the merger contemplated by the merger agreement is completed, each outstanding share of common stock of Fidelity outstanding immediately prior to the effective time of the merger, will be converted into the right to receive (1) \$4.50 in cash, without interest, and (2) 0.8275 shares of common stock of WesBanco. This is referred to as the merger consideration. The implied value of the stock portion of the merger consideration will fluctuate as the market price of WesBanco common stock fluctuates. You should obtain current stock price quotations for WesBanco common stock and Fidelity common stock before deciding how to vote with respect to the adoption of the merger agreement. WesBanco common stock is listed for trading on the Nasdaq Global Select Market under the symbol WSBC. Fidelity common stock is listed for trading on the Nasdaq Global Market under the symbol FSBI.

At the Fidelity special meeting, you also will be asked to consider and vote upon a proposal to approve, on a non-binding, advisory basis, the compensation payable to the named executive officers of Fidelity in connection with the merger and a proposal to adjourn the Fidelity special meeting, if necessary, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the Fidelity special meeting.

After careful consideration, the Fidelity board of directors unanimously approved the merger agreement, the merger and the other transactions contemplated by the merger agreement and declared that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable to and in the best interests of Fidelity and its shareholders. **The Fidelity board of directors unanimously recommends that you vote: FOR adoption of the merger agreement; FOR approval, in a non-binding, advisory vote, of the compensation payable to the named executive officers of Fidelity in connection with the merger; and FOR the adjournment of the Fidelity special meeting if necessary to solicit additional proxies in favor of the adoption of the merger agreement.**

The accompanying document is a proxy statement of Fidelity and a prospectus of WesBanco, and provides you with information about Fidelity, WesBanco, the proposed merger and the special meeting of Fidelity shareholders. **Fidelity encourages you to read the entire proxy statement/prospectus carefully.**

You may also obtain more information about Fidelity and WesBanco from documents Fidelity and WesBanco have filed with the Securities and Exchange Commission.

**For a discussion of risk factors you should consider in evaluating the merger agreement you are being asked to adopt, see Risk Factors beginning on page 30 of the accompanying proxy statement/prospectus.**

**Your vote is important. Adoption of the merger agreement requires the approval of the holders of a majority of the votes cast by Fidelity shareholders entitled to vote thereon at the Fidelity special meeting. Accordingly, whether or not you plan to attend the Fidelity special meeting, you are requested to promptly vote your shares by proxy electronically via the Internet, by telephone or by sending in the appropriate paper proxy card as instructed in these materials. If you sign, date and mail your proxy card without indicating how you wish to vote, your vote will be counted as a vote FOR each of the proposals described in the accompanying proxy statement/prospectus.**

Granting a proxy will not prevent you from voting your shares in person if you choose to attend the Fidelity special meeting.

We thank you for your continued support of Fidelity.

Sincerely,

Christopher S. Green

*Chairman of the Board*

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this proxy statement/prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

**The securities WesBanco is offering through this proxy statement/prospectus are not savings or deposit accounts or other obligations of any bank or savings association, and they are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.**

**This proxy statement/prospectus is dated October 19, 2012, and is first being mailed to the shareholders of Fidelity on or about October 23, 2012.**

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**1009 Perry Highway, Pittsburgh, Pennsylvania 15237**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**To Be Held On November 27, 2012**

Notice is hereby given that a special meeting of shareholders of Fidelity Bancorp, Inc. ( Fidelity ), a Pennsylvania corporation, will be held at the Perrysville Branch of Fidelity Savings Bank, 1009 Perry Highway, Pittsburgh, Pennsylvania, on November 27, 2012, at 5:00 p.m., Eastern Time, to consider and vote upon the following matters described in the accompanying proxy statement/prospectus:

1. Adoption of the Agreement and Plan of Merger, dated as of July 19, 2012, by and among WesBanco, Inc., ( WesBanco ) a West Virginia corporation, WesBanco Bank, Inc., a West Virginia banking corporation and a wholly owned subsidiary of WesBanco, Fidelity, and Fidelity Savings Bank, a Pennsylvania state-chartered stock savings bank and a wholly owned subsidiary of Fidelity, which provides for, among other things, the merger of Fidelity with and into WesBanco.
2. Approval, in a non-binding advisory vote, of the compensation payable to the named executive officers of Fidelity in connection with the merger.
3. Approval of the adjournment of the Fidelity special meeting, if necessary, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the Fidelity special meeting.
4. To act on such other matters as may properly come before the special meeting or any adjournment or postponement of the special meeting.

The merger agreement is more completely described in the accompanying proxy statement/prospectus, and a copy of the merger agreement is attached as *Annex A* to the proxy statement/prospectus. **Please review these materials carefully and consider fully the information set forth therein.**

Only holders of record of Fidelity common stock at the close of business on October 15, 2012 will be entitled to notice of, and to vote at, the special meeting and any adjournment or postponement thereof. Adoption of the merger agreement and each of the other proposals to be voted on at the special meeting requires the affirmative vote of the holders of at least a majority of the votes cast by Fidelity shareholders entitled to vote at the special meeting.

**The Fidelity board of directors has carefully considered the terms of the merger agreement and believes that the merger is in the best interests of Fidelity and its shareholders. The Fidelity board of directors has unanimously approved the merger agreement and unanimously recommends that shareholders vote: FOR adoption of the merger agreement; FOR approval, in a non-binding advisory vote, of the compensation payable to the named executive officers of Fidelity in connection with the merger; and FOR the adjournment of the Fidelity special meeting if necessary to solicit additional proxies in favor of the adoption of the merger agreement. In addition, certain officers and directors of Fidelity have entered into voting agreements with WesBanco wherein the officer or director has agreed to vote their Fidelity shares in favor of adoption of the merger agreement. See Other Material Agreements Relating to the Merger Voting Agreements.**

**Your vote is important regardless of the number of shares you own.** Whether or not you plan on attending the Fidelity special meeting, we urge you to read the proxy statement/prospectus carefully and to please vote your shares as promptly as possible. You may vote your shares by proxy electronically via the Internet, by telephone, by completing and sending in the appropriate paper proxy card or in person at the Fidelity special meeting. You may revoke your proxy at any time before it is voted by signing and returning a later dated proxy with respect to the same shares, by filing with the Secretary of Fidelity a written revocation bearing a later date, by executing a later dated proxy and delivering it to the Secretary of Fidelity, by submitting a later dated proxy by telephone or the Internet before the vote at the Fidelity special meeting, or by attending and voting in person at the special meeting.

By Order of the Board of Directors,

Richard L. Barron

Secretary

Pittsburgh, Pennsylvania

October 19, 2012

**YOUR VOTE IS VERY IMPORTANT**

**TO VOTE YOUR SHARES, PLEASE COMPLETE, DATE, SIGN AND MAIL THE ENCLOSED PROXY CARD OR VOTE BY TELEPHONE OR INTERNET PRIOR TO THE SPECIAL MEETING, WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING.**

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**ADDITIONAL INFORMATION**

This proxy statement/prospectus incorporates by reference important business and financial information about WesBanco that is not included in or delivered with this document. You should refer to Where You Can Find More Information About WesBanco and Fidelity beginning on page 138 for a description of the documents incorporated by reference into this proxy statement/prospectus. You can obtain documents related to WesBanco that are incorporated by reference into this document through the Securities and Exchange Commission's web site at [www.sec.gov](http://www.sec.gov) and through WesBanco's website. Please note that information contained on WesBanco's website is not incorporated by reference in, nor considered to be part of, this proxy statement/prospectus. You may also obtain copies of these documents, other than exhibits, unless such exhibits are specifically incorporated by reference into the information that this proxy statement/prospectus incorporates, without charge by requesting them in writing or by telephone at the following address:

**WesBanco, Inc.**

Attn: Larry G. Johnson, Secretary

One Bank Plaza

Wheeling, West Virginia 26003

(304) 234-9000

**If you would like to request any documents, please do so by November 16, 2012 in order to receive them before the Fidelity special meeting.**

For further information about WesBanco, please see Where You Can Find More Information About WesBanco and Fidelity beginning on page 138.

**ABOUT THIS PROXY STATEMENT/PROSPECTUS**

This proxy statement/prospectus serves two purposes: it is a proxy statement being used by the Fidelity board of directors to solicit proxies for use at the Fidelity special meeting; it is also the prospectus of WesBanco regarding the issuance of WesBanco common stock to Fidelity shareholders if the merger is completed. This proxy statement/prospectus provides you with detailed information about the proposed merger of Fidelity into WesBanco. We encourage you to read this entire proxy statement/prospectus carefully. WesBanco has filed with the Securities and Exchange Commission a registration statement on Form S-4 under the Securities Act of 1933, as amended, and this proxy statement/prospectus is the prospectus filed as part of that registration statement. This proxy statement/prospectus does not contain all of the information in the registration statement nor does it include the exhibits to the registration statement. Please see Where You Can Find More Information About WesBanco and Fidelity beginning on page 138.

**You should rely only on the information contained in or incorporated by reference into this proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in or incorporated by reference into this proxy statement/prospectus. This proxy statement/prospectus is dated October 19, 2012. You should not assume that the information contained in this proxy statement/prospectus is accurate as of any date other than the date hereof. You should not assume that the information contained in any document incorporated or deemed to be incorporated by reference herein is accurate as of any date other than the date of such document. Any statement contained in a document incorporated or deemed to be incorporated by reference into this proxy statement/prospectus will be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference into this proxy statement/prospectus modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this proxy statement/prospectus. Neither the mailing of this proxy statement/prospectus to the Fidelity shareholders nor the taking of any actions contemplated hereby by WesBanco or Fidelity at any time will create any implication to the contrary.**

**This proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction in which or from any person to whom it is not lawful to make any such offer or solicitation in such jurisdiction.**

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**QUESTIONS AND ANSWERS**

*The following are some questions that you, as a shareholder of Fidelity, may have regarding the merger and the other matters being considered at the Fidelity shareholders meeting and the answers to those questions. WesBanco and Fidelity strongly recommend that you read carefully the remainder of this document because the information in this section does not provide all the information that might be important to you with respect to the merger and the other matters being considered at the Fidelity special meeting of shareholders. Additional important information is also contained in the annexes to, and the documents incorporated by reference into, this document.*

**Q: Why have I received this proxy statement/prospectus?**

A: The boards of directors of Fidelity and WesBanco have each approved a merger agreement, entered into on July 19, 2012, providing for Fidelity to be acquired by WesBanco. A copy of the merger agreement is attached to this proxy statement/prospectus as *Annex A*, which we encourage you to review.

In order to complete the merger Fidelity common shareholders must vote to adopt the merger agreement.

This document is being delivered to you as both a proxy statement of Fidelity and a prospectus of WesBanco. It is a proxy statement because the Fidelity board of directors is soliciting proxies from its shareholders to vote on the adoption of the merger agreement at a special meeting of Fidelity shareholders as well as the other matters set forth in the notice of the meeting and described in this proxy statement/prospectus, and your proxy will be used at the meeting or at any adjournment or postponement of the meeting. It is a prospectus because WesBanco will issue WesBanco common stock to Fidelity shareholders in the merger. On or about October 23, 2012, Fidelity intends to begin to deliver to its shareholders of record as of the close of business on October 15, 2012 printed versions of these materials.

*Your vote is very important. The Fidelity board of directors encourages you to vote as soon as possible.*

**Q: What matters are to be voted on at the Fidelity special meeting?**

A: At the Fidelity special meeting, holders of Fidelity common stock as of the close of business on October 15, 2012 (the record date ) will be asked to:

1. Adopt the merger agreement;
2. Approve, in a non-binding advisory vote, the compensation payable to the named executive officers of Fidelity in connection with the merger; and
3. Approve of the adjournment of the Fidelity special meeting, if necessary, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the Fidelity special meeting.

**Q: What is the merger transaction upon which I am being asked to vote?**



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- A: Holders of Fidelity common stock as of the record date are being asked to vote to adopt the merger agreement, pursuant to which Fidelity will merge with and into WesBanco, with WesBanco surviving.

**IF FIDELITY SHAREHOLDERS FAIL TO ADOPT THE MERGER AGREEMENT, THE MERGER CANNOT BE COMPLETED.**

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**Q: What will I receive for my shares of Fidelity common stock in the merger?**

**A:** Fidelity shareholders will receive the following, referred to as the merger consideration, in exchange for each share of Fidelity common stock upon completion of the merger:

0.8275 shares of WesBanco common stock; and

\$4.50 in cash, without interest.

The implied value of the stock portion of the merger consideration will fluctuate as the market price of WesBanco common stock fluctuates. You should obtain current stock price quotations for WesBanco common stock and Fidelity common stock before deciding how to vote with respect to the adoption of the merger agreement. WesBanco common stock is listed for trading on the Nasdaq Global Select Market under the symbol WSBC. Fidelity common stock is listed for trading on the Nasdaq Global Market under the symbol FSBI.

**Q: What does our board of directors recommend?**

**A:** Our board of directors has unanimously determined that the merger is in your and our best interests and unanimously recommends that you vote **FOR** adoption of the merger agreement, **FOR** approval, on an advisory (non-binding) basis, of the golden parachute proposal and **FOR** approval of the adjournment proposal.

In making this determination, our board of directors considered the opinion of Mufson Howe Hunter & Company LLC, ( MHH ), our independent financial advisor, as to the fairness, from a financial point of view, of the merger consideration you will receive pursuant to the merger agreement. Our board of directors also reviewed and evaluated the terms and conditions of the merger agreement and the merger with the assistance of our independent legal counsel.

**Q: What was the opinion of our financial advisor?**

**A:** MHH presented an opinion to our board of directors to the effect that, as of July 19, 2012, and based upon the assumptions MHH made, the matters it considered and the limitations on its review as set forth in its opinion, the merger consideration provided for in the merger agreement is fair to you from a financial point of view.

**Q: When and where will the special meeting of Fidelity shareholders be held?**

**A:** The Fidelity special meeting will be held at the Perrysville Branch of Fidelity Savings Bank, 1009 Perry Highway, Pittsburgh, Pennsylvania, on November 27, 2012, at 5:00 p.m., Eastern Time.

**Q: Who can vote at the Fidelity special meeting?**

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- A: Holders of record at the close of business as of the record date of Fidelity common stock will be entitled to notice of and to vote at the Fidelity special meeting. Each of the shares of Fidelity common stock issued and outstanding on the record date is entitled to one vote at the Fidelity special meeting with regard to each of the proposals described above. Holders of Fidelity's Fixed Rate Cumulative Perpetual Preferred Stock, Series B, (the Fidelity TARP Preferred Stock), which was issued to the U.S. Department of the Treasury (the U.S. Treasury), under the Capital Purchase Program of the Troubled Asset Relief Program (the TARP), will not have the right to vote on any of the proposals to be voted on at the Fidelity special meeting.

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**Q: How do I vote my shares in the Fidelity Bancorp, Inc. Employee Stock Ownership Plan?**

A: If you are a participant in the Fidelity Bancorp, Inc. Employee Stock Ownership Plan (the ESOP ), you will receive a voting instruction form that reflects all shares you may vote under the ESOP. Under the terms of the ESOP, all shares held by the ESOP are voted by the ESOP trustees, but each participant in the ESOP may direct the trustees on how to vote the shares of Fidelity common stock allocated to his or her account. Unallocated shares and allocated shares for which no timely voting instructions are received will be voted by the ESOP trustees as directed by the ESOP Committee. The deadline for returning your voting instruction form to the ESOP trustees is November 16, 2012.

**Q: When do you expect to complete the merger?**

A: We anticipate that it is more probable than not we will obtain all necessary regulatory approvals, and be able to consummate the merger, in November or December 2012. However, we cannot assure you when or if the merger will occur. We must first obtain the requisite approval of Fidelity common shareholders at our special meeting and we and WesBanco must obtain the requisite regulatory approvals to complete the merger.

**Q: What happens if the merger is not completed?**

A: If the merger is not completed, holders of Fidelity common stock will not receive any consideration for their shares in connection with the merger. Instead, Fidelity will remain an independent public company and its common stock will continue to be listed and traded on the Nasdaq Global Market.

**Q: Why am I being asked to consider and vote upon a proposal to approve, in a non-binding advisory vote, the compensation payable to the named executive officers of Fidelity in connection with the merger?**

A: Under Securities and Exchange Commission rules, Fidelity is required to seek a non-binding, advisory vote with respect to the compensation payable to Fidelity s named executive officers in connection with the merger, or golden parachute compensation.

**Q: What will happen if Fidelity shareholders do not approve the golden parachute compensation?**

A: Approval of the compensation payable to Fidelity s named executive officers in connection with the merger is not a condition to completion of the merger. The vote is an advisory vote and will not be binding on Fidelity. Therefore, if the merger agreement is adopted by Fidelity shareholders and the merger is completed, this compensation, including amounts that Fidelity is contractually obligated to pay, could still be payable regardless of the outcome of the advisory vote, subject to the conditions applicable thereto.

**Q: What shareholder approvals are needed?**

A: To be approved, proposals 1, 2 and 3 require the affirmative vote of a majority of the votes cast by the holders of Fidelity common stock entitled to vote thereon at a shareholders meeting at which a quorum is present.

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As of the record date, there were 3,070,774 shares of Fidelity common stock outstanding and entitled to vote at the Fidelity special meeting, held by approximately 357 holders of record. As of the record date, the directors and executive officers of Fidelity controlled approximately 10.85% of the outstanding shares of Fidelity common stock entitled to vote at the special meeting. In addition, certain officers and directors of Fidelity have entered into voting agreements with WesBanco wherein the officer or director has agreed to vote their Fidelity shares in favor of adoption of the merger agreement.

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**Q: Are WesBanco shareholders voting on the merger?**

A: No. No vote of WesBanco shareholders is required to complete the merger.

**Q: How do I vote?**

A: If you are a shareholder of record of Fidelity as of the record date, you may vote in person by attending the Fidelity shareholders meeting or, to ensure your shares are represented at the meeting, you may vote by:

accessing the Internet website specified on your proxy card;

calling the toll-free number specified on your proxy card; or

signing and returning the enclosed proxy card in the postage-paid envelope provided.

If you hold your Fidelity shares in the name of a bank or broker, please see the discussion below.

**Q: What is a quorum?**

A: In order for business to be conducted at the Fidelity special meeting, a quorum must be present. The quorum requirement for holding the Fidelity special meeting and transacting business at the Fidelity special meeting is a majority of the outstanding shares of Fidelity common stock as of the record date that are present or represented at the Fidelity special meeting. The shares may be present in person or represented by proxy at the Fidelity special meeting. Proxies received but marked as abstentions and broker non-votes are considered to be present and entitled to vote at the meeting and will be counted for the purposes of determining a quorum.

**Q: Your shares are held in your broker's name (also known as street name). How do you vote those shares?**

A: Copies of this proxy statement/prospectus were sent to you by your broker. The broker will request instructions from you as to how you want your shares to be voted, and the broker will vote your shares according to your instructions.

**Q: If your shares are held in street name by a broker, won't your broker vote those shares for you?**

A: Not unless you provide your broker with instructions on how to vote your street name shares. Broker non-votes may occur because certain beneficial holders of shares of Fidelity common stock hold their shares in street name through a broker, bank or other nominee. Under the rules of the New York Stock Exchange which governs brokers, banks and other nominees are not permitted to exercise voting discretion on any of the proposals to be voted upon at the Fidelity special meeting other than the adjournment proposal (Proposal 3). Therefore, if a beneficial holder of shares of Fidelity common stock does not give the broker, bank or other nominee specific voting instructions on Proposals 1, 2 or 3, the holder's shares of Fidelity common stock will not be voted on those proposals and a broker non-vote will occur. You should therefore be sure to provide your broker with instructions on how to vote your shares.

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Abstentions, if any, and broker non-votes, if any, are counted as present for the purpose of determining whether a quorum is present. Once a quorum for a meeting is established, abstentions and broker non-votes will not be counted in the voting results and will have no effect on the outcome of Proposals 1, 2 or 3.

Please check the voting form used by your broker to see if it offers telephone or Internet submission of proxies.

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**Q: What happens if you return your proxy card without indicating how to vote?**

A: If you return your signed proxy card without indicating how to vote on any particular proposal, the Fidelity stock represented by your proxy will be voted on each proposal presented at the Fidelity shareholders meeting in accordance with the board's recommendation on that proposal. In that case, your shares of Fidelity common stock will be voted **FOR** adoption of the merger agreement; **FOR** approval, in a non-binding advisory vote, of the compensation payable to the named executive officers of Fidelity in connection with the merger; and **FOR** the adjournment of the Fidelity special meeting if necessary to solicit additional proxies in favor of the adoption of the merger agreement.

**Q: Can you change your vote after you have delivered your proxy card?**

A: Yes. You may change your vote at any time before your proxy is voted at your meeting. You can do this in any of the three following ways:

by sending a written notice to the corporate secretary of Fidelity in time to be received before the Fidelity shareholders meeting stating that you would like to revoke your proxy;

by completing, signing and dating another proxy card bearing a later date and returning it by mail in time to be received before the Fidelity special meeting or, if you submitted your proxy through the Internet or by telephone, you can change your vote by submitting a new, valid proxy by proxy card, Internet or telephone, with a later date, in which case your later submitted proxy will be recorded and your earlier proxy revoked; or

if you are a holder of record, by attending the Fidelity special meeting and voting in person.

If your shares are held in an account at a broker or bank, you should contact your broker or bank to change your vote.

**Q: Will shareholders have dissenters' or appraisal rights?**

A: If you are a common shareholder who objects to the merger, you may vote against adoption of the merger agreement. However, under Pennsylvania law, holders of Fidelity common stock will not be entitled to dissenters' appraisal rights. Conversely, while the holders of Fidelity TARP Preferred Stock will not be entitled to vote at the Fidelity special meeting with respect to Fidelity TARP Preferred Stock, those holders will have dissenters' rights with respect to those shares.

**Q: What do you need to do now?**

A: After you carefully read and consider the information contained in and incorporated by reference into this document, please respond as soon as possible by completing, signing and dating your proxy card and returning it in the enclosed postage-paid return envelope, or, by submitting your proxy or voting instructions by telephone or through the Internet so that your shares will be represented and voted at the Fidelity special meeting. This will not prevent you from attending and voting in person; however in order to assist us in tabulating the votes at the Fidelity shareholders meeting, we encourage you to vote by proxy even if you do plan to attend the meeting in person.



**Q: Should you send in your Fidelity stock certificates now?**

A: No. You should not send in your Fidelity stock certificates until you receive transmittal materials.

**Q: Who can help answer any other questions that you might have?**

A: If you want additional copies of this document, or if you want to ask any questions about the merger, you should contact Fidelity Bancorp, Inc., 1009 Perry Highway, Pittsburgh, Pennsylvania 15237, Attention: Richard L. Barron, Secretary (412) 367-3300.

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**Table of Contents****SUMMARY**

*This summary highlights selected information from this proxy statement/prospectus and may not contain all of the information that is important to you. The merger agreement is attached to this proxy statement/prospectus as Annex A. To fully understand the merger and for a more complete description of the terms of the merger, you should carefully read this entire document, including the exhibits, and the documents we refer you to under the caption "Where You Can Find More Information About WesBanco and Fidelity" beginning on page 138. This proxy statement/prospectus, including information included or incorporated by reference in this proxy statement/prospectus, contains a number of forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 regarding the financial condition, results of operations, earnings outlook, business and prospects of WesBanco and Fidelity, and the potential combined company, as well as statements applicable to the period following the completion of the merger. You can find some of these statements by looking for words such as "plan," "believe," "expect," "intend," "anticipate," "estimate," "project," "potential," "possible" or other similar expressions. These forward-looking statements involve certain risks and uncertainties. The ability of either WesBanco or Fidelity to predict results or the actual effects of our plans and strategies, particularly after the merger, is inherently uncertain. Because these forward-looking statements are subject to assumptions and uncertainties, actual results may differ materially from those expressed in or implied by these forward-looking statements. See "Cautionary Statement Regarding Forward-Looking Statements" on page 139.*

**The Merger** (See page 37)

We propose a merger of Fidelity with and into WesBanco. If the merger is consummated, WesBanco will continue as the surviving corporation. The articles of incorporation and bylaws of WesBanco will continue as the articles of incorporation and bylaws of the surviving corporation until amended or repealed in accordance with applicable law. The officers and directors of WesBanco will continue as the officers and directors of the surviving corporation, except that Richard G. Spencer, President and Chief Executive Officer of Fidelity, will be appointed to the board of directors of WesBanco.

**The Companies** (See page 81)

WesBanco, Inc.

One Bank Plaza

Wheeling, West Virginia 26003

(304) 234-9000

WesBanco, a bank holding company headquartered in Wheeling, West Virginia, offers through its various subsidiaries a full range of financial services including retail banking, corporate banking, personal and corporate trust services, brokerage services, mortgage banking and insurance. WesBanco's banking subsidiary WesBanco Bank, Inc., operates 112 banking offices in West Virginia, Ohio and Pennsylvania. As of June 30, 2012, WesBanco had approximately \$5.5 billion of consolidated total assets, \$4.4 billion of deposits and \$649 million of shareholders' equity.

Fidelity Bancorp, Inc.

1009 Perry Highway

Pittsburgh, Pennsylvania 15237

(412) 367-3300

Fidelity is a bank holding company headquartered in Pittsburgh, Pennsylvania. Fidelity was incorporated in 1992 under Pennsylvania law for the purpose of becoming the holding company for Fidelity Savings Bank, a Pennsylvania state-chartered stock savings bank operating under the name Fidelity Bank, PaSB. Fidelity



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Savings Bank, incorporated in 1927, conducts business from thirteen full service offices located in Allegheny and Butler counties, two of the seven Pennsylvania counties which comprise the metropolitan and suburban areas of greater Pittsburgh. Through Fidelity Savings Bank, Fidelity is engaged in the business of commercial banking and other permissible activities closely related to banking. At June 30, 2012, Fidelity had total assets of \$665.6 million, total deposits of \$469.3 million and shareholders' equity of \$52.7 million.

### **What Fidelity Shareholders Will Receive in the Merger** (See page 38)

If the merger is completed, for each share of Fidelity common stock that you own you will receive, (i) 0.8275 shares of WesBanco common stock and (ii) \$4.50 in cash, without interest, subject to possible adjustment in accordance with the terms of the merger agreement as discussed below. Collectively, we refer to the \$4.50 in cash and 0.8275 shares of WesBanco common stock to be received as the merger consideration. Instead of fractional shares of WesBanco, you will receive a check for any fractional shares based on a value of \$18.00 per whole share of WesBanco common stock. You will not receive separate consideration for the preferred stock purchase rights associated with the Fidelity common stock issued pursuant to the Fidelity Rights Agreement, dated as of March 31, 2003, as amended by amendment No. 1 to Rights Agreement, dated as of March 15, 2005, and Amendment No. 2 to Rights Agreement, dated as of July 19, 2012 (the Rights Agreement), as such purchase rights will expire immediately prior to the effective time of the merger.

The 0.8275 exchange ratio is subject to adjustment if certain termination provisions, based on the market price of WesBanco's common stock, have been triggered and the Fidelity board of directors elects to terminate the merger agreement. Fidelity will have a right to terminate the merger agreement if the average closing price of WesBanco common stock during a specified period before the effective time of the merger is less than \$18.85 per share and WesBanco common stock underperforms an index of financial institution stocks by more than 15%. However, Fidelity would not have the right to terminate the merger agreement if WesBanco were to elect to make a compensating adjustment in the exchange ratio. See Proposal No. 1 Proposal to Adopt the Merger Agreement Termination of the Merger Agreement beginning on page 77. The exchange ratio is also subject to adjustment if WesBanco completes certain corporate transactions, such as a reorganization, recapitalization, reclassification, stock dividend, stock split, reverse stock split or other like changes in WesBanco's capitalization.

### **Fidelity's Reasons for the Merger and Recommendation to Shareholders** (See page 46)

The Fidelity board of directors has unanimously determined that the merger agreement and the merger are in the best interests of Fidelity and its shareholders, **and accordingly unanimously approved the merger agreement and recommends that Fidelity shareholders vote FOR the adoption of the merger agreement.**

In determining whether to approve the merger agreement and recommend adoption of the merger agreement to the Fidelity shareholders, Fidelity's board considered the factors described under Proposal No. 1 Proposal to Adopt the Merger Agreement Fidelity's Reasons for the Merger.

### **Opinions of Financial Advisors** (See page 49)

*Fidelity.* Mufson Howe Hunter & Company LLC (MHH) delivered its opinion to the board of directors of Fidelity on July 19, 2012 that, based upon and subject to the factors and assumptions set forth in the opinion, the merger consideration to be received by the holders of shares of Fidelity's common stock in the merger pursuant to the merger agreement was fair to such holders, from a financial point of view as of that date.

The full text of the written opinion of MHH, dated July 19, 2012, which sets forth the assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the

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opinion, is attached as *Annex B* to this proxy statement/prospectus. Fidelity's shareholders should read the opinion in its entirety. MHH provided its opinion for the information and assistance of the board of Fidelity in connection with the board's consideration of the merger. MHH's opinion is not a recommendation as to how any Fidelity shareholder should vote with respect to the merger. See Proposal No. 1 Proposal to Adopt the Merger Agreement Opinion of Fidelity's Financial Advisor beginning on page 49 for a description of MHH's fairness opinion and a summary of the analyses performed by MHH in connection with its opinion.

*WesBanco.* WesBanco asked its financial advisor, Macquarie Capital (USA) Inc. (Macquarie), for advice on the fairness to WesBanco of the merger consideration that WesBanco is offering in the merger. Macquarie rendered a written opinion to the WesBanco board of directors that, as of July 19, 2012, and based upon and subject to the factors and assumptions set forth therein, the merger consideration to be paid by WesBanco pursuant to the merger agreement was fair from a financial point of view to WesBanco. See Proposal No. 1 Proposal to Adopt the Merger Agreement Opinion of WesBanco's Financial Advisor beginning on page 55. This opinion, which is attached to this document as *Annex C*, sets forth the procedures followed, assumptions made and limitations on the review undertaken by Macquarie in providing its opinion.

**Treatment of Fidelity Stock Options** (See page 41)

Upon completion of the merger, each outstanding option to purchase shares of Fidelity common stock, whether or not then exercisable, will be cancelled in exchange for the right to receive an amount in cash, without interest, equal to the product of (i) the aggregate number of shares of Fidelity common stock subject to such stock option, multiplied by (ii) the excess, if any, of \$22.50 over the per share exercise price of such Fidelity stock option. The cash payment will be subject to applicable tax withholding.

**Treatment of Fidelity Restricted Stock** (See page 41)

Upon completion of the merger, each outstanding share of Fidelity restricted stock that is outstanding immediately prior to the completion of the merger, will vest in full immediately and will be converted into the right to receive \$22.50 per share, without interest, subject to applicable tax withholding. Notwithstanding the previous sentence, if any shares of Fidelity TARP Preferred Stock are held by the U.S. Treasury at the time of completion of the merger, then the 5,647 shares of Fidelity restricted stock held by Richard G. Spencer (the Converted Restricted Stock) shall not become entitled to receive the consideration set forth in the preceding sentence. Instead, each share of Converted Restricted Stock shall be converted into the right to acquire the number of shares of WesBanco common stock, determined by multiplying the number of shares of Converted Restricted Stock immediately prior to completion of the merger by the sum of (i) the exchange ratio and (ii) 0.2033 (rounded down, if necessary, to a whole share of WesBanco common stock).

**Treatment of Fidelity TARP Preferred Stock and Fidelity TARP Warrant** (See page 41)

The merger agreement provides that upon completion of the merger, each outstanding share of Fidelity TARP Preferred Stock, will be converted into the right to receive one share of WesBanco Fixed Rate Cumulative Perpetual Preferred Stock, Series B (WesBanco Preferred Stock) with substantially the same rights, powers and preferences as the Fidelity TARP Preferred Stock, unless purchased or redeemed prior to the effective time of the merger. The outstanding warrant, (the Fidelity TARP Warrant), to purchase Fidelity common stock, which was issued on December 12, 2008 to the U.S. Treasury, will be converted into a warrant to purchase WesBanco common stock, subject to appropriate adjustments to reflect the exchange ratio. Subject to the receipt of requisite regulatory approvals, WesBanco and Fidelity have agreed to use their reasonable best efforts to have the Fidelity TARP Preferred Stock either purchased by WesBanco or one of its subsidiaries, in which case it is expected to be extinguished upon consummation of the merger, or redeemed by Fidelity. WesBanco also may elect to have the Fidelity TARP Warrant purchased or redeemed, but has no obligation to do so. There can be no certainty or guarantee as to the timing or occurrence of the redemption or repurchase of either the Fidelity TARP Preferred Stock or the Fidelity TARP Warrant.

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**Special Meeting** (See page 34)

A special meeting of Fidelity's shareholders will be held at the Perrysville Branch of Fidelity Savings Bank, 1009 Perry Highway, Pittsburgh, Pennsylvania, on November 27, 2012, at 5:00 p.m., Eastern Time. At the special meeting, Fidelity shareholders will be asked to: (i) adopt the merger agreement; (ii) approve, in a non-binding advisory vote, the compensation payable to the named executive officers of Fidelity in connection with the merger; and (iii) approve an adjournment of the Fidelity special meeting, if necessary, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the Fidelity special meeting.

**Record Date; Voting Power** (See page 34)

You may vote at the special meeting only if you owned shares of Fidelity common stock at the close of business on October 15, 2012, referred to as the record date. On the record date, there were 3,070,774 shares of Fidelity common stock outstanding. You may cast one vote for each share of Fidelity common stock owned by you on the record date. You can vote your shares by telephone, the Internet or by returning the enclosed proxy by mail, or you may vote in person by appearing at the special meeting. You can change your vote as late as the date of the special meeting either by submitting a later-dated proxy by telephone, the Internet or by mail, that is received prior to the special meeting or by attending the special meeting and voting in person. Holders of Fidelity TARP Preferred Stock will not have the right to vote on any of the proposals at the Fidelity special meeting.

**Vote Required** (See page 35)

The affirmative vote of a majority of the votes cast at the Fidelity special meeting at which a quorum is present by holders of Fidelity common stock entitled to vote is required to (i) adopt the merger agreement; (ii) approve, in a non-binding advisory vote, the compensation payable to the named executive officers of Fidelity in connection with the merger; and (iii) approve the adjournment of the Fidelity special meeting, if necessary, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the Fidelity special meeting. As of the record date, the directors and executive officers of Fidelity controlled approximately 10.85% of the outstanding shares of Fidelity common stock entitled to vote at the special meeting. In addition, certain officers and directors of Fidelity have entered into voting agreements with WesBanco wherein the officer or director has agreed to vote their Fidelity shares in favor of adoption of the merger agreement. A vote by the holders of the Fidelity TARP Preferred Stock is not required to approve any of the proposals to be voted on at the Fidelity special meeting.

**Voting Agreements** (See page 80)

In connection with the merger agreement, WesBanco entered into voting agreements with certain Fidelity directors and officers, consisting of Richard G. Spencer, Christopher S. Green, Robert F. Kastelic, Oliver D. Keefer, Donald J. Huber, J. Robert Gales, Michael A. Mooney, Lisa L. Griffith, Sandra L. Lee, Anthony F. Rocco and Richard L. Barron. In the voting agreements, each of these shareholders has generally agreed to vote all of his or her shares of Fidelity common stock in favor of adoption of the merger agreement. As of the record date, there were 333,099 shares of Fidelity common stock subject to the voting agreements, which represent approximately 10.85% of the outstanding shares of Fidelity common stock as of that date.

**Quorum; Abstentions and Broker Non-Votes** (See page 34)

A quorum must be present to transact business at the Fidelity special meeting. If you submit a properly executed proxy card, even if you abstain from voting, your shares will be counted for purposes of calculating whether a quorum is present at the Fidelity special meeting. A quorum at the Fidelity special meeting requires the presence, whether in person or by proxy, of a majority of the outstanding shares of Fidelity common stock as of the record date.

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Shares held in street name by brokers and other record holders but not voted at the special meeting because such brokers have not received voting instructions from the underlying owners are called broker non-votes. An abstention occurs when a shareholder attends a meeting, either in person or by proxy, but abstains from voting. If no instruction as to how to vote is given (including an instruction to abstain) in an executed, duly returned and not revoked proxy, the proxy will be voted for (i) adoption of the merger agreement, (ii) approval, in a non-binding advisory vote, of the compensation payable to the named executive officers of Fidelity in connection with the merger; and (iii) approval of the adjournment of the Fidelity special meeting, if necessary, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the Fidelity special meeting.

At the Fidelity special meeting, abstentions and broker non-votes will be counted in determining whether a quorum is present. However, abstentions, broker non-votes and a complete failure to vote will have no effect on the outcome of any of the proposals being voted on by Fidelity shareholders.

### **Dissenter s Rights for Fidelity TARP Preferred Stock Holders Only** (See page 68)

Under Pennsylvania law, holders of Fidelity common stock will not be entitled to dissenter s appraisal rights. Therefore, if you own shares of Fidelity common stock on the record date but you are against the merger, you may vote against adoption of the merger agreement but you may not exercise dissenter s rights for your shares. The holders of the Fidelity TARP Preferred Stock will not be entitled to vote on any of the proposals at the special meeting. However, under Pennsylvania law, because the holders of the Fidelity TARP Preferred Stock are not entitled to vote with respect to shares of the Fidelity TARP Preferred Stock, those holders will be given dissenter s rights with respect to those shares of Fidelity TARP Preferred Stock.

### **Ownership of WesBanco after the Merger** (See page 38)

WesBanco will issue a maximum of approximately 2,837,381 shares of its common stock to Fidelity shareholders in connection with the merger, based on the number of shares of Fidelity common stock and options outstanding on the record date and the number of shares of Fidelity common stock underlying the Fidelity TARP Warrant and assuming no adjustment to the exchange ratio is made, which, assuming that WesBanco issues that maximum number of shares, would constitute approximately 9.62% of the outstanding stock of WesBanco after the merger, based on the number of shares of WesBanco common stock outstanding on October 15, 2012. The shares will be listed for trading on the Nasdaq Global Select Market. WesBanco common stock is traded on the Nasdaq Global Select Market under the symbol WSBC.

### **Material U.S. Federal Income Tax Consequences** (See page 69)

It is a condition to the completion of the merger, unless waived by the parties in writing, that each of WesBanco and Fidelity receives a legal opinion from their respective tax counsel to the effect that the merger will be treated as a reorganization for United States federal income tax purposes within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the Code ). Accordingly, we expect the merger generally to be tax-free to Fidelity shareholders for United States federal income tax purposes to the extent that they receive WesBanco common stock pursuant to the merger. If the merger does not qualify as a reorganization, the holders of Fidelity common stock generally will be required to recognize gain or loss measured by the difference between the fair market value of the WesBanco common stock plus cash received by such holders in the transaction and the adjusted tax basis in their Fidelity common stock surrendered in the transaction. If the merger qualifies as a reorganization, Fidelity shareholders will not recognize gain or loss for United States federal income tax purposes with respect to the exchange of Fidelity common stock for WesBanco common stock. Fidelity shareholders may recognize gain, but not loss, with respect to Fidelity common stock exchanged for cash. In addition, Fidelity shareholders will recognize gain or loss with respect to the receipt of cash in lieu of fractional shares.

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**You should read the summary under the caption Proposal No. 1 Proposal to Adopt the Merger Agreement Material U.S. Federal Income Tax Consequences of the Merger beginning on page 69 for a more complete discussion of the federal income tax consequences of the merger. You should also consult your own tax advisor concerning all federal, state, local and foreign tax consequences of the merger that may apply to you.**

### **Certain Differences in the Rights of Shareholders** (See page 127)

Fidelity is a Pennsylvania corporation governed by Pennsylvania law and WesBanco is a West Virginia corporation governed by West Virginia law. Once the merger occurs, Fidelity shareholders will become shareholders of WesBanco and their rights will be governed by West Virginia law and WesBanco's corporate governing documents rather than Pennsylvania law and Fidelity's governing documents. Because of the differences between the laws of the Commonwealth of Pennsylvania and the State of West Virginia and the respective corporate governing documents of Fidelity and WesBanco, Fidelity's shareholders' rights as shareholders will change as a result of the merger. These include, among others, differences in shareholders' rights related to notice and adjournment of shareholder meetings, the calling of special meetings of shareholders, dissenters' rights, the number and term of directors, nomination of directors, removal of directors and filling vacancies on the board of directors, cumulative voting, indemnification of officers and directors, amendment of articles of incorporation and bylaws, required voting for extraordinary corporate transactions, Fidelity's shareholder rights agreement, and statutory provisions affecting control share acquisitions and business combinations.

### **Conditions to the Merger** (See page 76)

Completion of the merger is subject to the satisfaction or waiver of the conditions specified in the merger agreement, including, among others, those listed below:

the adoption of the merger agreement by the shareholders of Fidelity;

the absence of a law or injunction prohibiting the merger;

receipt by Fidelity and WesBanco of all necessary approvals of governmental and regulatory authorities;

the receipt of an opinion from each party's tax counsel, dated as of the closing date of the merger, to the effect that for federal income tax purposes the merger will be treated as a reorganization within the meaning of Section 368(a) of the Code; and

the shares of WesBanco common stock to be issued in exchange for the shares of Fidelity common stock shall have been approved for listing on the Nasdaq Global Select Market.

### **Termination of the Merger Agreement** (See page 77)

The parties can agree to terminate the merger agreement at any time prior to completion of the merger, and either Fidelity or WesBanco can terminate the merger agreement if, among other reasons, any of the following occurs:

the merger agreement is not adopted by the Fidelity shareholders;

the merger is not completed by March 31, 2013;



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a court or other governmental authority permanently prohibits the merger; or

the other party breaches or materially fails to comply with any of its representations or warranties or obligations under the merger agreement.

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Fidelity will also have the right to terminate the merger agreement if the average closing price of WesBanco common stock during a specified period before the effective time of the merger is less than \$18.85 and WesBanco common stock underperforms an index of financial institutions by more than 15%, unless WesBanco were to elect to make a compensating adjustment to the exchange ratio. Subject to certain conditions, Fidelity may also terminate the merger agreement in order to enter into an agreement with respect to an unsolicited proposal that if consummated would be reasonably likely to result in a transaction more favorable to Fidelity's shareholders from a financial point of view, provided that Fidelity pays the termination fee described below upon entering into such agreement.

### **Termination Fee** (See page 79)

The merger agreement provides that in certain circumstances, described more fully beginning on page 79, Fidelity will be required to pay a termination fee of \$3.2 million to WesBanco.

### **We May Amend the Terms of the Merger and Waive Rights Under the Merger Agreement** (See page 80)

We may jointly amend the terms of the merger agreement, and either party may waive its right to require the other party to adhere to any of those terms, to the extent legally permissible. However, after the approval of the merger agreement by the Fidelity shareholders, there may not be, without further approval of Fidelity's shareholders, any amendment of the merger agreement that requires such further approval under applicable law or would alter the amount or kind of the WesBanco common stock portion of the merger consideration to be received by Fidelity shareholders.

### **Effective Date of the Merger** (See page 66)

We expect the merger to be completed as soon as practicable after all regulatory approvals and shareholder approval have been received. We expect this to occur by December 31, 2012.

### **Regulatory Approvals** (See page 66)

In addition to your approval, the merger is subject to the approval of the Federal Deposit Insurance Corporation, Board of Governors of the Federal Reserve System (unless a waiver is granted), the West Virginia Division of Financial Institutions and the Pennsylvania Department of Banking. These governmental authorities may impose conditions for granting approval of the merger.

Fidelity and WesBanco have filed all required applications for regulatory review and approval and notices in connection with the merger. Neither Fidelity nor WesBanco can offer any assurance that all necessary approvals will be obtained or the date when any such approvals will be obtained.

### **Interests of Certain Persons in the Merger** (See page 61)

Some of the directors and officers of Fidelity have financial and other interests in the merger that differ from, or are in addition to, their interests as shareholders of Fidelity. These interests include, but are not limited to:

the continued indemnification of current and former directors and executive officers under the merger agreement and providing these individuals with directors' and officers' insurance for six years after the merger;

the potential receipt of payments by certain executive officers of Fidelity pursuant to employment or change in control severance agreements with us;

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the continuation of certain benefits for certain executive officers and directors of Fidelity;

the provision in the merger agreement that requires that either WesBanco or one of its subsidiaries agrees to use commercially reasonable efforts to offer employment on an at-will basis to at least a majority of Fidelity employees following the effective time of the merger;

the appointment of Richard G. Spencer, Fidelity's President and Chief Executive Officer, to the board of directors of WesBanco upon completion of the merger;

Mr. Spencer and certain other executive officers of Fidelity will enter into non-competition agreements with WesBanco and Mr. Spencer will also enter into a three-year consulting agreement with WesBanco; and

the appointment of each member of Fidelity's board of directors to a newly-created advisory board for WesBanco Bank for the Pittsburgh, Pennsylvania market upon completion of the merger.

The Fidelity and WesBanco boards of directors knew about these additional interests, and considered them, when each board adopted the merger agreement. See Proposal No. 1 Proposal to Adopt the Merger Agreement Interests of Certain Persons in the Merger beginning on page 61 for more detailed information about these interests.

### **Ownership of Common Stock by Fidelity Directors, Executive Officers and Affiliates** (See page 35)

As of the record date, the directors, executive officers and affiliates of Fidelity owned or controlled the vote of 333,099 shares of Fidelity common stock constituting approximately 10.85% of the outstanding shares of Fidelity common stock. In addition, certain officers and directors of Fidelity have entered into voting agreements with WesBanco wherein the officer or director has agreed to vote their Fidelity shares in favor of adoption of the merger. See Other Material Agreements Relating to the Merger Voting Agreements.

### **Advisory (Non-binding) Vote on Golden Parachute Compensation** (See page 134)

In accordance with Securities and Exchange Commission (SEC) rules, Fidelity is providing shareholders with the opportunity to vote to approve on an advisory (non-binding) basis, certain payments that will or may be made to Fidelity's named executive officers in connection with the merger, as reported in the Summary of Golden Parachute Arrangements table on page 64 and the associated narrative discussion.

### **Adjournment Proposal** (See page 135)

You are being asked to approve a proposal to grant our board of directors discretionary authority to adjourn our special meeting, if necessary, to solicit additional proxies from our shareholders for the merger proposal in the event a quorum is present at our special meeting but there are insufficient votes to adopt the merger agreement.

### **Our Recommendations** (See page 37)

The Fidelity board of directors determined that the merger is in the best interests of Fidelity shareholders. Accordingly, it has unanimously recommended that Fidelity shareholders vote **FOR** the proposal to adopt the merger agreement. See Proposal No. 1 Proposal to Adopt the Merger Agreement Background of the Merger at page 42. In addition the Fidelity board of directors unanimously recommends that you vote **FOR** the proposal to approve, in a non-binding, advisory vote, the compensation payable to the named executive officers of Fidelity in connection with the merger and **FOR** the proposal to adjourn the Fidelity special meeting if necessary to solicit additional proxies in favor of the adoption of the merger agreement.



**Table of Contents****SHARE INFORMATION AND MARKET PRICES**

The following table presents the closing market prices for WesBanco and Fidelity common stock on July 19, 2012 and October 15, 2012, respectively. July 19, 2012 was the last full trading day prior to the public announcement of the signing of the merger agreement. October 15, 2012 was the last practicable trading day for which information was available prior to the date of this proxy statement/prospectus. This table also shows the merger consideration equivalent proposed for each share of Fidelity common stock, which was calculated by multiplying the closing price of WesBanco common stock on those dates by the exchange ratio of 0.8275 and adding the cash consideration of \$4.50 per share.

	<b>WesBanco</b>	<b>Fidelity</b>	<b>Fidelity Merger Consideration Equivalent</b>
July 19, 2012	\$ 22.17	\$ 12.78	\$ 22.85
October 15, 2012	\$ 20.92	\$ 21.34	\$ 21.81

WesBanco common stock trades on the Nasdaq Global Select Market under the trading symbol WSBC. Fidelity common stock trades on the Nasdaq Global Market under the trading symbol FSBI. The market prices of shares of WesBanco common stock and Fidelity common stock fluctuate from day to day. As a result, you should obtain current market quotations to evaluate the merger. These quotations are available from stockbrokers, in major newspapers such as The Wall Street Journal, and on the Internet. The market price of the WesBanco common stock at the effective time of the merger or at the time shareholders of Fidelity receive their shares of WesBanco common stock may be higher or lower than the market price at the time the merger agreement was executed, at the date of mailing of this proxy statement/prospectus or at the time of the special meeting.

The following table shows, for the periods indicated, the high and low sales prices for WesBanco common stock and Fidelity common stock as reported by the Nasdaq Global Select Market and the Nasdaq Global Market, respectively, and the cash dividends declared per share.

	<b>WesBanco Common Stock</b>			<b>Fidelity Common Stock</b>		
	<b>High</b>	<b>Low</b>	<b>Dividend</b>	<b>High</b>	<b>Low</b>	<b>Dividend</b>
<b>2010</b>						
January-March	\$ 17.40	\$ 11.90	\$ 0.14	\$ 5.30	\$ 4.70	\$ 0.02
April-June	20.18	16.04	0.14	10.50	4.90	0.02
July-September	17.90	14.15	0.14	6.35	4.92	0.02
October-December	19.98	15.92	0.14	7.10	5.05	0.02
<b>2011</b>						
January-March	\$ 20.99	\$ 17.76	\$ 0.15	\$ 9.75	\$ 5.60	\$ 0.02
April-June	21.44	18.45	0.15	12.01	7.60	0.02
July-September	20.78	16.34	0.16	12.02	8.45	0.02
October-December	21.19	16.06	0.16	10.15	8.00	0.02
<b>2012</b>						
January-March	\$ 21.70	\$ 18.60	\$ 0.17	\$ 12.11	\$ 9.66	\$ 0.02
April-June	21.54	19.08	0.17	11.74	10.41	0.02
July-October (through October 15, 2012)	22.64	20.06	0.18	21.92	10.41	0.02

As of October 15, 2012, WesBanco had approximately 4,738 shareholders of record.

Holders of WesBanco common stock are entitled to receive dividends when, as and if declared by the WesBanco's board of directors out of funds legally available for dividends. Historically, WesBanco has paid

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quarterly cash dividends on its common stock, and its board of directors presently intends to continue to pay regular quarterly cash dividends. WesBanco's ability to pay dividends to its shareholders in the future will depend on its earnings and financial condition, liquidity and capital requirements, the general economic and regulatory climate, its ability to service any equity or debt obligations senior to its common stock, including its outstanding trust preferred securities and accompanying junior subordinated debentures, and other factors deemed relevant by its board of directors. In order to pay dividends to shareholders, WesBanco must receive cash dividends from WesBanco Bank. As a result, WesBanco's ability to pay future dividends will depend upon the earnings of WesBanco Bank, its financial condition and its need for funds. A discussion of the restrictions on WesBanco's dividend payments is included in WesBanco's Annual Report on Form 10-K for the fiscal year ended December 31, 2011. See [Where You Can Find More Information About WesBanco and Fidelity](#).

As of October 15, 2012, Fidelity had approximately 357 shareholders of record. Holders of Fidelity common stock are entitled to receive dividends when, as and if declared by the Fidelity board of directors out of funds legally available for dividends. Fidelity has informally committed to the Federal Reserve Bank of Cleveland that it will not declare or pay any dividends on its outstanding shares without the prior written approval of the Reserve Bank. No dividends may be paid on the Fidelity common stock if Fidelity is not current on the dividends on the Fidelity TARP Preferred Stock or on the interest payments on its trust preferred securities.

**Table of Contents****SELECTED HISTORICAL FINANCIAL DATA OF WESBANCO**

The following table sets forth certain historical financial data concerning WesBanco as of or for the six months ended June 30, 2012 and 2011 and as of or for each of the five fiscal years ended December 31, which is derived from WesBanco's consolidated financial statements. The following information is only a summary, and you should read this information in conjunction with WesBanco's audited consolidated financial statements and related notes included in WesBanco's Annual Report on Form 10-K for the year ended December 31, 2011, and unaudited interim consolidated financial statements included in WesBanco's Quarterly Reports on Form 10-Q for the quarterly periods ended June 30, 2012 and 2011, which have been filed with the SEC and are incorporated by reference into this document and from which this information is derived. See Where You Can Find More Information About WesBanco and Fidelity beginning on page 138.

<i>(Dollars in thousands, except per share amounts)</i>	<b>As of or for the Six Months Ended June 30, (Unaudited)</b>		<b>2011</b>	<b>As of or for the fiscal years ended December 31,</b>			
	<b>2012</b>	<b>2011</b>		<b>2010</b>	<b>2009</b>	<b>2008</b>	<b>2007</b>
<b>Summary Statements of Income</b>							
Net interest income	\$ 83,371	\$ 84,529	\$ 169,365	\$ 166,092	\$ 158,372	\$ 160,537	\$ 119,313
Provision for credit losses	12,105	14,843	35,311	44,578	50,372	32,649	8,516
Other income	31,215	29,521	59,888	59,599	64,589	57,346	52,939
Other expense	71,749	71,194	140,295	141,152	149,648	142,624	111,046
Income tax provision (benefit)	6,744	5,854	9,838	4,350	(992)	4,493	8,021
Preferred dividends and accretion					5,233	293	
Net income available to common shareholders	23,988	22,159	43,809	35,611	18,700	37,824	44,669
<b>Per Share Information</b>							
<b>Earnings</b>							
Basic	0.90	0.83	1.65	1.34	0.70	1.42	2.09
Diluted	0.90	0.83	1.65	1.34	0.70	1.42	2.09
Dividends	0.34	0.30	0.62	0.56	0.84	1.12	1.10
Book value per common share	24.34	23.40	23.80	22.83	22.16	22.10	21.86
Tangible common book value per share (1)	13.76	12.72	13.17	12.09	11.31	12.02	11.44
<b>Selected Ratios</b>							
Return on average assets	0.87%	0.83%	0.81%	0.66%	0.43%	0.73%	1.09%
Return on average equity	7.50%	7.27%	7.01%	5.88%	3.73%	6.42%	10.63%
Allowance for loan losses to total loans	1.64%	1.88%	1.69%	1.86%	1.76%	1.38%	1.03%
Allowance for loan losses to total non-performing loans	0.79x	0.62x	0.63x	0.63x	0.76x	1.37x	1.94x
Shareholders' equity to total assets	11.75%	11.48%	11.45%	11.32%	10.91%	12.63%	10.78%
Tangible common equity to tangible assets (1)	7.00%	6.59%	6.68%	6.33%	5.88%	6.44%	5.94%
Tier 1 leverage ratio	8.94%	8.59%	8.71%	8.35%	7.86%	10.27%	9.90%
Tier 1 capital to risk-weighted assets	13.11%	12.35%	12.68%	11.94%	11.12%	13.21%	10.43%
Total capital to risk-weighted assets	14.36%	13.61%	13.93%	13.20%	12.37%	14.46%	11.41%
<b>Selected Balance Sheet Information</b>							
Assets	\$ 5,525,405	\$ 5,425,907	\$ 5,536,030	\$ 5,361,458	\$ 5,397,352	\$ 5,222,041	\$ 5,384,326
Securities	1,595,795	1,524,695	1,609,265	1,426,191	1,263,254	935,588	937,084
Net loans	3,222,220	3,201,628	3,184,558	3,227,625	3,409,786	3,554,506	3,682,006
Deposits	4,393,782	4,221,339	4,393,866	4,172,423	3,974,233	3,503,916	3,907,930
Shareholders' equity	649,112	623,037	633,790	606,863	588,716	659,371	580,319

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- (1) See Note F Non-GAAP Financial Measures to the unaudited pro forma condensed combined financial information, for additional information relating to the calculation of this ratio.

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**Table of Contents****SELECTED HISTORICAL FINANCIAL DATA OF FIDELITY**

The following table sets forth certain historical financial data concerning Fidelity as of or for the nine months ended June 30, 2012 and 2011 and as of or for each of the five fiscal years ended September 30, which is derived from Fidelity's consolidated financial statements. The following information is only a summary, and you should read this information in conjunction with Fidelity's audited consolidated financial statements and related notes for the year ended September 30, 2011, and unaudited interim consolidated financial statements for the nine months ended June 30, 2012 and 2011, which are included in this document beginning on page F-1 and from which this information is derived.

<i>(Dollars in thousands, except per share amounts)</i>	<b>As of or for the Nine Months Ended June 30,</b>		<b>As of or for the fiscal years ended September 30,</b>				
	<b>2012</b>	<b>2011</b>	<b>2011</b>	<b>2010</b>	<b>2009</b>	<b>2008</b>	<b>2007</b>
	<b>(Unaudited)</b>						
<b>Summary Statements of Income</b>							
Net interest income	\$ 10,577	\$ 11,068	\$ 14,816	\$ 14,878	\$ 16,923	\$ 16,333	\$ 14,269
Provision for credit losses	1,275	900	1,200	1,600	5,870	1,260	575
Other income	3,011	2,105	3,176	1,590	(687)	79	3,502
Other expense	11,639	11,344	15,121	14,775	14,414	12,873	12,660
Income tax provision (benefit)	(182)	(9)	136	(585)	(2,323)	1,438	914
Income from extraordinary gain, net of taxes							89
Preferred dividends and accretion	308	308	410	410	265		
Net income (loss) available to common shareholders	548	630	1,125	268	(1,990)	841	3,711
<b>Per Share Information</b>							
<b>Earnings</b>							
Basic	0.18	0.21	0.37	0.09	(0.66)	0.28	1.24
Diluted	0.17	0.21	0.37	0.09	(0.66)	0.28	1.22
Dividends	0.06	0.06	0.08	0.08	0.37	0.56	0.56
Book value per common share	14.94	14.25	14.24	14.03	13.26	13.92	15.55
Tangible common book value per share (1)	14.07	13.38	13.38	13.16	12.38	13.04	14.67
<b>Selected Ratios</b>							
Return on average assets	0.17%	0.18%	0.22%	0.09%	(0.23%)	0.12%	0.51%
Return on average equity	2.21%	2.51%	3.06%	1.41%	(3.65%)	1.83%	8.13%
Allowance for loan losses to total loans	1.27%	1.63%	1.64%	1.54%	1.37%	0.74%	0.66%
Allowance for loan losses to total non-performing loans	0.33x	0.33x	0.35x	0.44x	0.38x	0.60x	0.35x
Shareholders' equity to total assets	7.92%	7.56%	7.57%	7.12%	6.45%	5.80%	6.40%
Tangible common equity to tangible assets (1)	6.51%	6.16%	6.17%	5.78%	5.19%	5.45%	6.05%
Tier 1 leverage ratio	8.10%	7.79%	7.82%	7.47%	7.64%	7.16%	7.20%
Tier 1 capital to risk-weighted assets	13.17%	13.14%	12.92%	11.86%	11.52%	10.63%	10.94%
Total capital to risk-weighted assets	14.23%	14.39%	14.18%	13.11%	12.70%	11.33%	11.57%
<b>Selected Balance Sheet Information</b>							
Assets	\$ 665,606	\$ 667,485	\$ 669,915	\$ 696,670	\$ 730,031	\$ 727,210	\$ 726,577
Securities	243,201	260,141	251,213	249,527	238,563	222,084	226,776
Net loans	334,529	342,796	346,285	373,072	409,787	460,786	458,929
Deposits	469,295	445,620	446,102	444,448	443,880	416,414	433,555
Shareholders' equity	52,742	50,481	50,491	49,586	47,112	42,155	46,470

(1) See Note F "Non-GAAP Financial Measures" to the unaudited pro forma condensed combined financial information, for additional information relating to the calculation of this ratio.



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**RETROSPECTIVELY REVISED FINANCIAL INFORMATION FOR ADOPTION OF  
A NEW ACCOUNTING STANDARD**

Effective for the quarter ended March 31, 2012, WesBanco and Fidelity adopted the Financial Accounting Standards Board's Accounting Standards Update (ASU) No. 2011-05, Comprehensive Income (Topic 220): *Presentation of Comprehensive Income*, as amended by ASU 2011-12, Comprehensive Income (Topic 220): *Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05*. These pronouncements require, among other things, the retrospective reporting on the face of the financial statements of the components of other comprehensive income, total other comprehensive income and total comprehensive income, either with net income in a single continuous statement of comprehensive income or in two separate but consecutive statements. For interim periods, companies are required to present a total for comprehensive income in a single continuous statement of comprehensive income or two separate but consecutive statements.

The following table discloses the impact of the adoption of these new accounting pronouncements on the historical financial statements of WesBanco and Fidelity. The table presents selected components of the Consolidated Statements of Comprehensive Income for WesBanco and Fidelity for each of the last three fiscal years ended in 2011, 2010 and 2009 and should be read in conjunction with the information in WesBanco's 2011 Annual Report on Form 10-K and the Fidelity information in this proxy statement/prospectus under the heading "Information About Fidelity" beginning on page 83. This information was previously disclosed in the Notes to Consolidated Financial Statements for each company.

**WesBanco, Inc.**

**Consolidated Statements of Comprehensive Income (Unaudited)**

<i>(Dollars in thousands)</i>	For the fiscal years ended		
	December 31,		
	2011	2010	2009
Net Income	\$ 43,809	\$ 35,611	\$ 23,933
Other comprehensive income (loss):			
Securities available-for-sale:			
Net change in unrealized gains (losses), net of tax of \$4,209, (\$433), and \$3,478	7,017	(368)	5,835
Unrealized gains on securities transferred from available-for-sale to held-to-maturity, net of tax of \$0, (\$3,256), and \$0		(5,621)	
Reclassification adjustment on securities, net of tax of (\$359), (\$1,233), and (\$2,258)	(604)	(2,129)	(3,788)
Securities held-to-maturity:			
Unrealized gains on securities transferred from available-for-sale to held-to-maturity, net of tax of \$0, \$3,256, and \$0		5,621	
Amortization of unrealized gain previously recognized in other comprehensive income, net of tax of (\$733), (\$773), and \$0	(1,327)	(1,333)	
Defined benefit pension plan:			
Amortization of prior service cost, net of tax of \$22, (\$43), and (\$43)	37	(74)	(74)
Recognition of unrealized gain (loss), net of tax of (\$3,751), \$800, and \$2,478	(6,156)	1,086	4,158
<b>Total other comprehensive income (loss)</b>	<b>(1,033)</b>	<b>(2,818)</b>	<b>6,131</b>
Comprehensive income	\$ 42,776	\$ 32,793	\$ 30,064

**Table of Contents****Fidelity Bancorp, Inc.****Consolidated Statements of Comprehensive Income (Unaudited)**

<i>(Dollars in thousands)</i>	For the fiscal years ended		
	2011	2010	2009
Net Income (Loss)	\$ 1,535	\$ 678	\$ (1,725)
Other comprehensive income (loss):			
Securities available-for-sale:			
Net change in unrealized gains (losses), net of tax of (\$80), \$3,012, and (\$890)	(155)	5,846	(1,727)
Reclassification adjustment on securities, net of tax of (\$245), (\$399), and \$0	(477)	(776)	
Comprehensive loss on securities for which other-than-temporary impairment has been recognized in earnings, net of tax of (\$412), (\$2,617), and \$0	(800)	(5,080)	
Reclassification adjustment for other-than-temporary impairment losses on debt securities, net of tax of \$481, \$1,219, and \$1,733	934	2,367	3,363
Comprehensive gain (loss) on cash flow hedges, net of tax of \$81, (\$25), and (\$154)	159	(49)	(299)
Total other comprehensive income (loss)	(339)	2,308	1,337
Comprehensive income	\$ 1,196	\$ 2,986	\$ (388)

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**UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION**

The following unaudited pro forma condensed combined financial information is based on the historical financial statements of WesBanco and Fidelity, and has been prepared to illustrate the financial effect of WesBanco's merger with Fidelity. The following unaudited pro forma condensed combined financial information combines the historical consolidated financial position and results of operations of WesBanco and its subsidiaries and of Fidelity and its subsidiaries, as an acquisition by WesBanco of Fidelity using the acquisition method of accounting and giving effect to the related pro forma adjustments described in the accompanying notes. Under the acquisition method of accounting, the assets and liabilities of Fidelity will be recorded by WesBanco at their respective fair values as of the date the merger is completed. The pro forma financial information should be read in conjunction with WesBanco's Quarterly Report on Form 10-Q for the period ended June 30, 2012, and Annual Report on Form 10-K for the fiscal year ended December 31, 2011 which are incorporated by reference herein and Fidelity's audited financial statements for the fiscal year ended September 30, 2011 and the interim financial statements for the nine months ended June 30, 2012 which are included in this document beginning on page F-1.

The unaudited pro forma condensed combined financial information set forth below assumes that the merger with Fidelity was consummated on January 1, 2011 for purposes of the unaudited pro forma condensed combined statement of income and June 30, 2012 for purposes of the unaudited pro forma condensed combined balance sheet and gives effect to the merger, for purposes of the unaudited pro forma condensed combined statement of income, as if it had been effective during the entire period presented.

These unaudited pro forma condensed combined financial statements reflect the Fidelity merger based upon estimated preliminary acquisition accounting adjustments. Actual adjustments will be made as of the effective date of the merger and, therefore, may differ from those reflected in the unaudited pro forma condensed combined financial information.

Subject to the receipt of requisite regulatory approvals, WesBanco intends to purchase, or fund Fidelity's redemption of, the Fidelity TARP Preferred Stock held by the U.S. Treasury and the outstanding Fidelity TARP Warrant to purchase Fidelity common stock, also held by the U.S. Treasury, prior to or concurrently with the completion of the merger. The Fidelity TARP Preferred Stock is expected to be extinguished upon consummation of the merger. The repurchase of the Fidelity TARP Preferred Stock and the Fidelity TARP Warrant are reflected in the pro forma financial information. Additionally, the impact from a potential sale of certain Fidelity non-accrual or underperforming loans, which cannot currently be estimated, is excluded from this pro forma analysis.

The unaudited pro forma condensed combined financial statements included herein are presented for informational purposes only and do not necessarily reflect the financial results of the combined company had the companies actually been combined at the beginning of each period presented. The adjustments included in these unaudited pro forma condensed financial statements are preliminary and may be revised. This information also does not reflect the benefits of the expected cost savings and expense efficiencies, opportunities to earn additional revenue, potential impacts of current market conditions on revenues, or asset dispositions, among other factors, and includes various preliminary estimates and may not necessarily be indicative of the financial position or results of operations that would have occurred if the merger had been consummated on the date or at the beginning of the period indicated or which may be attained in the future. The unaudited pro forma condensed combined financial statements and accompanying notes should be read in conjunction with and are qualified in their entirety by reference to the historical consolidated financial statements and related notes thereto of WesBanco and its subsidiaries and of Fidelity and its subsidiaries. Such information and notes thereto are incorporated by reference herein.

**Table of Contents****WesBanco, Inc.****Unaudited Pro Forma Condensed Combined Balance Sheet**

As of June 30, 2012

	WesBanco, Inc.	Fidelity Bancorp, Inc.	Pro Forma Adjustments	Pro Forma Combined WesBanco, Inc.
<i>(Dollars in thousands, except shares and per share amounts)</i>				
<b><u>Assets</u></b>				
Cash and cash equivalents	\$ 102,815	\$ 41,341	\$ (24,198)	\$ 119,958
Available for sale securities	1,023,124	173,472	(3,800)	1,192,796
Held to maturity securities	572,671	69,729	1,500	643,900
Net loans	3,229,525	337,471	(7,912)	3,559,084
Goodwill and other intangibles	282,088	2,654	36,135	320,877
Other assets	315,182	40,939	4,204	360,325
<b>Total Assets</b>	<b>\$ 5,525,405</b>	<b>\$ 665,606</b>	<b>\$ 5,929</b>	<b>\$ 6,196,940</b>
<b><u>Liabilities and Shareholders' Equity</u></b>				
Deposits	\$ 4,393,782	\$ 469,295	\$ 2,900	\$ 4,865,977
Other borrowings	333,152	128,956	7,400	469,508
Junior subordinated debt	106,083	7,732	(4,700)	109,115
Other liabilities	43,276	6,881		50,157
<b>Total Liabilities</b>	<b>4,876,293</b>	<b>612,864</b>	<b>5,600</b>	<b>5,494,757</b>
<b>Shareholders' Equity</b>	<b>649,112</b>	<b>52,742</b>	<b>329</b>	<b>702,183</b>
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$ 5,525,405</b>	<b>\$ 665,606</b>	<b>\$ 5,929</b>	<b>\$ 6,196,940</b>
<b>Book value per common share</b>	<b>\$ 24.34</b>	<b>\$ 14.94</b>		<b>\$ 24.04</b>
<b>Tangible common book value per share (1)</b>	<b>\$ 13.76</b>	<b>\$ 14.07</b>		<b>\$ 13.06</b>
<b>Shares outstanding</b>	<b>26,664,644</b>	<b>3,068,651</b>		<b>29,203,953</b>

(1) See Note F "Non-GAAP Financial Measures" to the unaudited pro forma condensed combined financial information, for additional information relating to the calculation of this ratio.

See notes to the unaudited pro forma condensed combined financial information

**Table of Contents****WesBanco, Inc.****Unaudited Pro Forma Condensed Combined Statement of Income**

For the six months ended June 30, 2012

	WesBanco, Inc.	Fidelity Bancorp, Inc.	Pro Forma Adjustments	Pro Forma Combined WesBanco, Inc.
<i>(Dollars in thousands, except shares and per share amounts)</i>				
<b>Interest Income</b>				
Loans, including fees	\$ 82,922	\$ 8,631	\$ 122	\$ 91,675
Securities and other	23,304	3,118	153	26,575
<b>Total Interest Income</b>	106,226	11,749	275	118,250
<b>Interest Expense</b>				
Deposits	16,128	1,975	(483)	17,620
Other borrowings	6,727	2,843	(1,732)	7,838
<b>Total Interest Expense</b>	22,855	4,818	(2,215)	25,458
<b>Net Interest Income</b>	83,371	6,931	2,490	92,792
Provision for credit losses	12,105	925		13,030
<b>Net Interest Income After Provision for Credit Losses</b>	71,266	6,006	2,490	79,762
<b>Other Income</b>	31,215	1,895		33,110
<b>Other Expense</b>	71,749	7,925	190	79,864
<b>Income before Income taxes</b>	30,732	(24)	2,300	33,008
Provision for income taxes	6,744	(315)	805	7,234
Preferred dividends and accretion		205	(205)	
<b>Net Income Available to Common Shareholders</b>	\$ 23,988	\$ 86	\$ 1,700	\$ 25,774
<b>Earnings Per Share</b>				
Basic	\$ 0.90	\$ 0.03		\$ 0.88
Diluted	\$ 0.90	\$ 0.03		\$ 0.88
<b>Average Shares Outstanding</b>				
Basic	26,637,537	3,064,000		29,176,846
Diluted	26,640,879	3,203,000		29,180,188

See notes to the unaudited pro forma condensed combined financial information

**Table of Contents****WesBanco, Inc.****Unaudited Pro Forma Condensed Combined Statement of Income**

For the year ended December 31, 2011 combining the fiscal years ended

December 31, 2011 for WesBanco and September 30, 2011 for Fidelity

	WesBanco, Inc.	Fidelity Bancorp, Inc.	Pro Forma Adjustments	Pro Forma Combined WesBanco, Inc.
<i>(Dollars in thousands, except shares and per share amounts)</i>				
<b>Interest Income</b>				
Loans, including fees	\$ 175,818	\$ 19,343	\$ 244	\$ 195,405
Securities and other	48,349	7,367	306	56,022
<b>Total Interest Income</b>	224,167	26,710	550	251,427
<b>Interest Expense</b>				
Deposits	39,521	4,418	(967)	42,972
Other borrowings	15,281	7,476	(3,465)	19,292
<b>Total Interest Expense</b>	54,802	11,894	(4,432)	62,264
<b>Net Interest Income</b>	169,365	14,816	4,982	189,163
Provision for credit losses	35,311	1,200		36,511
<b>Net Interest Income After Provision for Credit Losses</b>	134,054	13,616	4,982	152,652
<b>Other Income</b>	59,888	3,176		63,064
<b>Other Expense</b>	140,295	15,121	380	155,796
<b>Income before Income taxes</b>	53,647	1,671	4,602	59,920
Provision for income taxes	9,838	136	1,611	11,585
Preferred dividends and accretion		410	(410)	
<b>Net Income Available to Common Shareholders</b>	\$ 43,809	\$ 1,125	\$ 3,401	\$ 48,335
<b>Earnings Per Share</b>				
Basic	\$ 1.65	\$ 0.37		\$ 1.66
Diluted	\$ 1.65	\$ 0.37		\$ 1.66
<b>Average Shares Outstanding</b>				
Basic	26,614,697	3,054,293		29,154,006
Diluted	26,615,281	3,066,203		29,154,590

See notes to the unaudited pro forma condensed combined financial information



**Table of Contents****Notes to the Unaudited Pro Forma Condensed Combined Financial Information****Note A Basis of Pro Forma Presentation**

On July 19, 2012, WesBanco entered into the Agreement and Plan of Merger with Fidelity. Under the terms of the merger agreement, WesBanco will exchange 0.8275 shares of its common stock and \$4.50 in cash for each share of Fidelity common stock. The receipt by Fidelity shareholders of shares of WesBanco common stock in exchange for their shares of Fidelity common stock is anticipated to qualify as a tax-free exchange. The transaction, approved by the directors of both companies, currently is valued at \$68.7 million. This value is based on WesBanco's closing stock price on October 12, 2012 of \$20.90. Considering the range of WesBanco stock prices since the announcement of the merger, the value of the transaction at close is not anticipated to be materially different from the transaction value included in these pro formas.

The unaudited pro forma condensed combined financial information of WesBanco's financial condition and results of operations, including per share data, are presented after giving effect to the merger. The pro forma financial information assumes that the merger with Fidelity was consummated on January 1, 2011 for purposes of the unaudited pro forma condensed combined statement of income and on June 30, 2012 for purposes of the pro forma balance sheet and gives effect to the merger, for purposes of the unaudited pro forma condensed combined statement of income, as if it had been effective during the entire period presented.

The merger will be accounted for using the acquisition method of accounting; accordingly, the difference between the purchase price over the estimated fair value of the assets acquired (including identifiable intangible assets) and liabilities assumed will be recorded as goodwill.

The pro forma financial information includes estimated adjustments to record the assets and liabilities of Fidelity at their respective fair values and represents management's estimates based on available information. The pro forma adjustments included herein may be revised as additional information becomes available and as additional analysis is performed. The final allocation of the purchase price will be determined after the merger is completed and after completion of a final analysis to determine the fair values of Fidelity's tangible, and identifiable intangible, assets and liabilities as of the closing date.

Funding for the merger transaction is included in the pro forma adjustments as follows (*in thousands*):

Issuance of common stock	\$ 53,072
Cash on hand	15,603
<b>Total purchase price</b>	<b>\$ 68,675</b>

**Note B Repurchase of TARP Preferred Stock and Warrant**

WesBanco intends to repurchase, or fund Fidelity's repurchase of, the Fidelity TARP Preferred Stock held by the U.S. Treasury prior to or concurrently with the completion of the merger, in which case the Fidelity TARP Preferred Stock will be extinguished upon consummation of the merger. This transaction will result in the payment of \$7.0 million to repurchase the preferred stock and approximately \$1.6 million to repurchase the related warrant resulting in a pre-acquisition charge to retained earnings of \$0.1 million relating to the unamortized discount on the Fidelity TARP Preferred Stock and a \$1.6 million charge to capital surplus for the repurchase of the warrant (estimated by multiplying 121,387 shares subject to the warrant by the sum of \$21.79 less the \$8.65 strike price for the warrant). The transaction is assumed to be funded with available cash.

**Note C Purchase Accounting Adjustments**

The pro forma adjustments include the purchase accounting entries to record the merger transaction. The excess of the purchase price over the fair value of the net assets acquired, net of deferred taxes, is allocated to

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goodwill. Estimated fair value adjustments included in the pro forma financial statements are based upon available information, and certain assumptions considered reasonable, and may be revised as additional information becomes available. For purposes of this pro forma analysis, fair value adjustments, other than goodwill, are amortized/accreted on a straight-line basis over their estimated average remaining lives. Estimated accretion and amortization on borrowings are based on estimated maturity by type of borrowing. When the actual amortization/accretion is recorded for periods following the merger closing, the effective yield method will be used where appropriate. Tax expense related to the net fair value adjustments is calculated at the statutory 35% tax rate.

Included in the pro forma adjustments are core deposit intangibles of \$3.8 million. The core deposit intangibles are separate from goodwill and amortized on a straight-line basis over its estimated average remaining life. When the actual amortization is recorded for periods following the merger closing, the sum-of-the-years digits method will be used. Goodwill totaling \$35.0 million is included in the pro forma adjustments, and is not subject to amortization.

The allocation of the purchase price is as follows (*in thousands*):

<u>Purchase Price:</u>	
Fair value of WesBanco shares to be issued	\$ 53,072
Cash consideration for outstanding Fidelity shares	13,809
Cash consideration for outstanding Fidelity stock options	1,794
<b>Total purchase price</b>	<b>68,675</b>
<u>Net tangible assets acquired:</u>	
Fidelity's shareholders' equity	52,742
Effect of repurchase of TARP preferred stock and warrant	(8,595)
Fidelity's pre-merger goodwill and other intangibles	(2,654)
<b>Total net tangible assets acquired</b>	<b>41,493</b>
<b>Excess of net purchase price over carrying value of net tangible assets acquired</b>	<b>27,182</b>
<u>Estimated adjustments to reflect fair values of acquired assets and liabilities:</u>	
Reduction of loans, net of elimination of Fidelity allowance for loan losses	7,912
Reduction of investments	2,300
Estimated core deposit intangible	(3,800)
Increase in certificates of deposit	2,900
Increase in other borrowings	7,400
Decrease in junior subordinated debt	(4,700)
Deferred taxes related to fair value adjustments	(4,204)
<b>Goodwill resulting from the merger</b>	<b>\$ 34,990</b>

**Table of Contents****Note D Projected amortization/accretion of purchase accounting adjustments**

The following table sets forth an estimate of the expected effects of the projected aggregate purchase accounting adjustments reflected in the pro forma combined financial statements on the future pre-tax net income of WesBanco after the merger with Fidelity:

	<b>Discount Accretion (Premium Amortization) for the Years Ended December 31,</b>				
	<b>2013</b>	<b>2014</b>	<b>2015</b>	<b>2016</b>	<b>2017</b>
<i>(Unaudited, dollars in thousands)</i>					
Securities	\$ 306	\$ 306	\$ 306	\$ 306	\$ 306
Loans	244	244	244	244	244
Customer/deposit base	(380)	(380)	(380)	(380)	(380)
Time deposits	967	967	967		
Borrowings (1)	3,465	3,465	(235)	(235)	(235)
Increase (decrease) in pre-tax net income	\$ 4,602	\$ 4,602	\$ 902	\$ (65)	\$ (65)

(1) Estimated accretion and amortization are based on estimated maturity by type of borrowing.

The actual effect of purchase accounting adjustments on the future pre-tax income of WesBanco will differ from these estimates based on the closing date estimates of fair values and the use of different amortization methods than assumed above.

**Note E Cost Savings and Merger-Related Costs**

Estimated cost savings, expected to approximate 35% of Fidelity's annualized pre-tax operating expenses, are excluded from this pro forma analysis. Cost savings are estimated to be realized at 75% in the first year after the acquisition and 100% in subsequent years. In addition, estimated merger-related costs are not included in the pro forma combined statements of income since they will be recorded in the combined results of income as they are incurred prior to or after completion of the merger and are not indicative of what the historical results of the combined company would have been had the companies been actually combined during the periods presented. Merger-related costs are estimated to be \$7.8 million.

**Table of Contents****Note F Non-GAAP Financial Measures**

The following non-GAAP financial measures used by WesBanco and Fidelity provide information useful to investors in understanding operating performance and trends, and facilitate comparisons with the performance of peers. The following tables summarize the non-GAAP financial measures derived from amounts reported in WesBanco and Fidelity's financial statements.

**WesBanco, Inc. Non-GAAP Measures**

<i>(Dollars in thousands)</i>	As of or for the Six Months Ended			As of or for the years ended December 31,			
	2012 (Unaudited)	2011	2011	2010	2009	2008	2007
<b>Tangible common book value per share:</b>							
Total shareholders equity	\$ 649,112	\$ 623,037	\$ 633,790	\$ 606,863	\$ 588,716	\$ 659,371	\$ 580,319
Less: goodwill and other intangible assets	(282,088)	(284,336)	(283,150)	(285,559)	(288,292)	(267,883)	(276,730)
Less: preferred shareholders equity						(72,332)	
Tangible common equity	367,024	338,701	350,640	321,304	300,424	319,156	303,589
Common shares outstanding	26,664,644	26,629,360	26,629,360	26,586,953	26,567,653	26,560,889	26,547,073
Tangible common book value per share	\$ 13.76	\$ 12.72	\$ 13.17	\$ 12.09	\$ 11.31	\$ 12.02	\$ 11.44
<b>Tangible common equity to tangible assets:</b>							
Total shareholders equity	\$ 649,112	\$ 623,037	\$ 633,790	\$ 606,863	\$ 588,716	\$ 659,371	\$ 580,319
Less: goodwill and other intangible assets	(282,088)	(284,336)	(283,150)	(285,559)	(288,292)	(267,883)	(276,730)
Less: preferred shareholders equity						(72,332)	
Tangible common equity	367,024	338,701	350,640	321,304	300,424	319,156	303,589
Total assets	5,525,405	5,425,907	5,536,030	5,361,458	5,397,352	5,222,041	5,384,326
Less: goodwill and other intangible assets	(282,088)	(284,336)	(283,150)	(285,559)	(288,292)	(267,883)	(276,730)
Tangible assets	5,243,317	5,141,571	5,252,880	5,075,899	5,109,060	4,954,158	5,107,596
Tangible common equity to tangible	7.00%	6.59%	6.68%	6.33%	5.88%	6.44%	5.94%

assets

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**Table of Contents****Fidelity Bancorp, Inc. Non-GAAP Measures**

<i>(Dollars in thousands)</i>	As of or for the Nine Months Ended			As of or for the years ended September 30,			
	2012 (Unaudited)	2011	2011	2010	2009	2008	2007
<b>Tangible common book value per share:</b>							
Total shareholders equity \$	52,742	\$ 50,481	\$ 50,491	\$ 49,586	\$ 47,112	\$ 42,155	\$ 46,470
Less: goodwill and other intangible assets	(2,653)	(2,653)	(2,653)	(2,653)	(2,653)	(2,653)	(2,653)
Less: preferred shareholders equity	(6,908)	(6,848)	(6,863)	(6,803)	(6,743)		
<b>Tangible common equity</b>	<b>43,181</b>	<b>40,980</b>	<b>40,975</b>	<b>40,130</b>	<b>37,716</b>	<b>39,502</b>	<b>43,817</b>
Common shares outstanding	3,068,651	3,062,549	3,063,125	3,049,307	3,045,818	3,028,725	2,987,593
<b>Tangible common book value per share</b>	<b>\$ 14.07</b>	<b>\$ 13.38</b>	<b>\$ 13.38</b>	<b>\$ 13.16</b>	<b>\$ 12.38</b>	<b>\$ 13.04</b>	<b>\$ 14.67</b>
<b>Tangible common equity to tangible assets:</b>							
Total shareholders equity \$	52,742	\$ 50,481	\$ 50,491	\$ 49,586	\$ 47,112	\$ 42,155	\$ 46,470
Less: goodwill and other intangible assets	(2,653)	(2,653)	(2,653)	(2,653)	(2,653)	(2,653)	(2,653)
Less: preferred shareholders equity	(6,908)	(6,848)	(6,863)	(6,803)	(6,743)		
<b>Tangible common equity</b>	<b>43,181</b>	<b>40,980</b>	<b>40,975</b>	<b>40,130</b>	<b>37,716</b>	<b>39,502</b>	<b>43,817</b>
Total assets	665,606	667,485	666,915	696,670	730,031	727,210	726,577
Less: goodwill and other intangible assets	(2,653)	(2,653)	(2,653)	(2,653)	(2,653)	(2,653)	(2,653)
<b>Tangible assets</b>	<b>662,953</b>	<b>664,832</b>	<b>664,262</b>	<b>694,017</b>	<b>727,378</b>	<b>724,557</b>	<b>723,924</b>
<b>Tangible common equity to tangible assets</b>	<b>6.51%</b>	<b>6.16%</b>	<b>6.17%</b>	<b>5.78%</b>	<b>5.19%</b>	<b>5.45%</b>	<b>6.05%</b>

**COMPARATIVE PER SHARE DATA****(Unaudited)**

The following tables set forth the basic earnings, diluted earnings, cash dividends and book value per common share data for Fidelity and WesBanco on a historical basis, on a pro forma combined basis, and on a per equivalent Fidelity share basis, as of or for the six month period ending June 30, 2012, and as of or for the twelve months ended December 31, 2011 (in the case of WesBanco) and the twelve months ended September 30, 2011 (in the case of Fidelity).

The pro forma data was derived by combining the historical consolidated financial information of WesBanco and Fidelity using the acquisition method of accounting for business combinations and assumes the transaction is completed as contemplated. The pro forma and pro forma-equivalent per share information gives effect to the merger as if the transactions had been effective on the dates presented, in the case of the book value data, and as if the transactions had become effective on January 1, 2011, in the case of the earnings per share and dividends

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declared data. The unaudited pro forma data in the tables assume that the merger is accounted for using the acquisition method of accounting and represent a current estimate based on available information of the combined company's results of operations. The pro forma financial adjustments record the assets and liabilities of Fidelity at their estimated fair values and are subject to adjustment as additional information becomes available and as additional analyses are performed. See Unaudited Pro Forma Condensed Combined Financial

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Information on page 20. The information in the following table is based on, and should be read together with, the financial information and financial statements of WesBanco incorporated by reference in this proxy statement/prospectus and the financial information and financial statements of Fidelity included elsewhere in this proxy statement/prospectus. See Where You Can Find More Information About WesBanco and Fidelity on page 138.

This information is presented for illustrative purposes only. You should not rely on the pro forma combined or pro forma equivalent amounts as they are not necessarily indicative of the operating results or financial position that would have occurred if the merger had been completed as of the dates indicated, nor are they necessarily indicative of the future operating results or financial position of the combined company. The pro forma information, although helpful in illustrating the financial characteristics of the combined company under one set of assumptions, does not reflect the benefits of expected cost savings, opportunities to earn additional revenue, the impact of restructuring and merger-related costs, or other factors that may result as a consequence of the merger and, accordingly, does not attempt to predict or suggest future results.

	<b>WesBanco Historical</b>	<b>Fidelity Historical</b>	<b>Pro Forma Combined</b>	<b>Per Equivalent Fidelity Share</b>
<b>Earnings per share for the six months ended June 30, 2012:</b>				
Basic	\$ 0.90	\$ 0.03	\$ 0.88	\$ 0.73
Diluted	0.90	0.03	0.88	0.73
<b>Cash dividends per share declared for the six months ended June 30, 2012 (1)</b>				
	0.34	0.04	0.34	0.28
<b>Book value per common share as of June 30, 2012</b>				
	24.34	14.94	24.04	19.90
<b>Tangible common book value per share as of June 30, 2012</b>				
	13.76	14.07	13.06	10.80

	<b>WesBanco Historical</b>	<b>Fidelity Historical</b>	<b>Pro Forma Combined</b>	<b>Per Equivalent Fidelity Share</b>
<b>Earnings per share for the fiscal year ended 2011:</b>				
Basic	\$ 1.65	\$ 0.37	\$ 1.66	\$ 1.37
Diluted	1.65	0.37	1.66	1.37
<b>Cash dividends per share declared for the fiscal year ended 2011 (1)</b>				
	0.62	0.08	0.62	0.51
<b>Book value per common share as of fiscal year end 2011</b>				
	23.80	14.24	23.50	19.45
<b>Tangible common book value per share as of fiscal year end 2011</b>				
	13.17	13.38	12.53	10.37

(1) Pro forma dividends per share represent WesBanco's historical dividends per share.



**Table of Contents****RISK FACTORS**

*In addition to the other information included in and incorporated by reference into this proxy statement/prospectus, including the matters addressed in Cautionary Statement Regarding Forward-Looking Statements, and the risk factors included in WesBanco's Annual Report on Form 10-K for the fiscal year ended December 31, 2011, you should carefully consider the following risk factors before deciding whether to vote to adopt the merger agreement. For further discussion of these and other risk factors, please see WesBanco's and Fidelity's periodic reports and other documents incorporated by reference into this proxy statement/prospectus. See Where You Can Find More Information About WesBanco and Fidelity beginning on page 138.*

***Because the market price of WesBanco common stock may fluctuate, Fidelity shareholders cannot be certain of the market value of the WesBanco common stock that they will receive in the merger.***

Upon completion of the merger, each share of Fidelity common stock will become the right to receive (i) 0.8275 shares of WesBanco common stock and (ii) \$4.50 in cash, without interest. Accordingly, upon completion of the merger, you will have the right to receive WesBanco common stock at an exchange ratio of 0.8275 shares of WesBanco common stock for each share of Fidelity common stock you own. Any change in the price of WesBanco common stock prior to completion of the merger will affect the market value of the stock that you will receive on the date of the merger. Stock price changes may result from a variety of factors, including general market and economic conditions, changes in WesBanco's businesses, operations and prospects, and regulatory considerations. Fidelity shareholders are urged to obtain current market quotations for WesBanco and Fidelity common stock when they consider whether to approve the proposal to adopt the merger agreement at the Fidelity special meeting.

If the price of WesBanco common stock declines, Fidelity shareholders may receive less value for their shares upon completion of the merger than the value calculated pursuant to the exchange ratio on the date the merger agreement was executed, on the date of this proxy statement/prospectus or on the date of the Fidelity shareholder meeting. For example, based on the range of closing prices of WesBanco common stock during the period from July 19, 2012, the last trading day before public announcement of the merger, through October 15, 2012, the last practicable full trading day prior to the date of this proxy statement/prospectus, the exchange ratio represented a value ranging from a high of \$22.56 on July 19, 2012 to a low of \$20.06 on August 27, 2012 for each share of Fidelity common stock. Because the date the merger is completed will be later than the date of the Fidelity special meeting, you will not know what the market value of WesBanco common stock will be upon completion of the merger when you vote on the merger agreement at the Fidelity special meeting.

***The combined company will incur significant transaction and merger-related costs in connection with the merger.***

WesBanco and Fidelity expect to incur costs associated with combining the operations of the two companies. WesBanco and Fidelity have just recently begun collecting information in order to formulate detailed integration plans to deliver planned synergies. Additional unanticipated costs may be incurred in the integration of the businesses of WesBanco and Fidelity. Whether or not the merger is consummated, WesBanco and Fidelity will incur substantial expenses, such as legal, accounting, printing and financial advisory fees, in pursuing the merger. Although WesBanco and Fidelity expect that the elimination of duplicative costs, as well as the realization of other efficiencies related to the integration of the businesses may offset incremental transaction and merger-related costs over time, this net benefit may not be achieved in the near term, or at all.

***If the merger is not completed, Fidelity will have incurred substantial expenses without its shareholders realizing the expected benefits of the merger.***

Fidelity has incurred substantial expenses in connection with the transactions described in this proxy statement/prospectus, which are charged to earnings as incurred. If the merger is not completed, these expenses

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will still be charged to earnings even though Fidelity would not have realized the expected benefits of the merger. There can be no assurance that the merger will be completed.

***WesBanco may not be able to successfully integrate Fidelity or to realize the anticipated benefits of the merger.***

The merger involves the combination of two bank holding companies that previously have operated independently. A successful combination of the operations of the two entities will depend substantially on WesBanco's ability to consolidate operations, systems and procedures and to eliminate redundancies and costs. WesBanco may not be able to combine the operations of Fidelity and WesBanco without encountering difficulties, such as:

the loss of key employees and customers;

the disruption of operations and business;

the inability to maintain and increase competitive presence;

deposit attrition, customer loss and revenue loss;

possible inconsistencies in standards, control procedures and policies;

unexpected problems with costs, operations, personnel, technology and credit; and/or

problems with the assimilation of new operations, sites or personnel, which could divert resources from regular banking operations. Additionally, general market and economic conditions or governmental actions affecting the financial industry generally may inhibit the successful integration of Fidelity and WesBanco.

Further, WesBanco and Fidelity entered into the merger agreement with the expectation that the merger will result in various benefits including, among other things, benefits relating to enhanced revenues, a strengthened market position for the combined company, cross selling opportunities, technology, cost savings and operating efficiencies. Achieving the anticipated benefits of the merger is subject to a number of uncertainties, including whether WesBanco integrates Fidelity in an efficient and effective manner, and general competitive factors in the marketplace. Failure to achieve these anticipated benefits could result in increased costs, decreases in the amount of expected revenues and diversion of management's time and energy and could materially impact WesBanco's business, financial condition and operating results. Finally, any cost savings that are realized may be offset by losses in revenues or other charges to earnings.

***The merger agreement may be terminated in accordance with its terms and the merger may not be completed.***

The merger agreement is subject to a number of conditions which must be fulfilled in order to complete the merger. Those conditions include, among others: approval of the merger agreement by Fidelity shareholders, regulatory approvals, absence of orders prohibiting the completion of the merger, effectiveness of the registration statement of which this proxy statement/prospectus is a part, approval of the shares of WesBanco common stock to be issued to Fidelity shareholders for listing on the Nasdaq Global Select Market, the continued accuracy of the representations and warranties by both parties and the performance by both parties of their covenants and agreements, and the receipt by both parties of legal opinions from their respective tax counsels. See Proposal No. 1 Proposal to Adopt the Merger Agreement Termination of the Merger Agreement beginning on page 77 for a more complete discussion of the circumstances under which the merger agreement could be terminated. Therefore, the conditions to closing of the merger may not be fulfilled and the merger may not be completed.

***Termination of the merger agreement could negatively affect Fidelity.***

If the merger agreement is terminated, there may be various consequences, including:

Fidelity's businesses may have been adversely impacted by the failure to pursue other beneficial opportunities due to the focus of management on the merger, without realizing any of the anticipated benefits of completing the merger; and

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the market price of Fidelity common stock might decline to the extent that the current market price reflects a market assumption that the merger will be completed.

If the merger agreement is terminated and Fidelity's board of directors seeks another merger or business combination, Fidelity shareholders cannot be certain that Fidelity will be able to find a party willing to offer equivalent or more attractive consideration than the consideration WesBanco has agreed to provide in the merger.

If the merger agreement is terminated and different business combination is pursued, Fidelity may be required to pay a break-up fee of \$3.2 million to WesBanco under certain circumstances. See Proposal No. 1 Proposal to Adopt the Merger Agreement Termination Fee beginning on page 79.

***The merger agreement limits Fidelity's ability to pursue alternatives to the merger.***

The merger agreement contains provisions that, subject to very narrow exceptions, limit Fidelity's ability to discuss, facilitate or enter into agreements with third parties to acquire it. If Fidelity avails itself of those limited exceptions, it could be obligated to pay WesBanco a break-up fee of \$3.2 million under certain specified circumstances. These provisions could discourage a potential competing acquiror that might have an interest in acquiring Fidelity from proposing or considering an acquisition of it even if that potential acquiror were prepared to pay a higher price to shareholders than the merger consideration.

***Fidelity will be subject to business uncertainties and contractual restrictions while the merger is pending.***

Uncertainties about the effect of the merger on employees and customers may have an adverse effect on Fidelity and consequently on WesBanco. These uncertainties may impair Fidelity's ability to attract, retain and motivate key personnel until the merger is completed, and could cause customers and others that deal with Fidelity to seek to change existing business relationships with Fidelity. Retention of certain employees may be challenging during the pendency of the merger, as certain employees may experience uncertainty about their future roles. If key employees depart because of issues relating to the uncertainty and difficulty of integration or a desire not to remain with the business, Fidelity's business prior to the merger and the combined company's business following the merger could be negatively impacted. In addition, the merger agreement restricts Fidelity from making certain acquisitions and taking other specified actions until the merger occurs without the consent of WesBanco. These restrictions may prevent Fidelity from pursuing business opportunities that may arise prior to the completion of the merger. See Proposal No. 1 Proposal to Adopt the Merger Agreement Conduct of Business Prior to the Merger beginning on page 72 for a description of certain of the restrictive covenants applicable to Fidelity.

***The need for regulatory approvals may delay the date of completion of the merger or may diminish the benefits of the merger.***

WesBanco is required to obtain the approvals of certain bank regulatory agencies prior to completing the merger. Satisfying any requirements of these regulatory agencies may delay the date of completion of the merger. In addition, you should be aware that, as in any transaction, it is possible that, among other things, restrictions on the combined operations of the two companies, including divestitures, may be sought by governmental agencies as a condition to obtaining the required regulatory approvals. This may diminish the benefits of the merger to the combined company or have an adverse effect on the combined company following the merger. See Proposal No. 1 Proposal to Adopt the Merger Agreement Regulatory Approvals on page 66.

***Future results of the combined companies may materially differ from the pro forma financial information presented in this proxy statement/prospectus.***

WesBanco and Fidelity may not be able to integrate their operations without encountering difficulties including, without limitation, the loss of key employees and customers, the disruption of their respective ongoing

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businesses or possible inconsistencies in standards, controls, procedures and policies. Future results of the combined company may be materially different from those shown in the pro forma financial statements that only show a combination of the historical results of WesBanco and Fidelity. We have estimated that the combined company will record approximately \$7.8 million of merger-related costs. The costs may be higher or lower than we have estimated, depending upon how costly or difficult it is to integrate the two companies. Furthermore, these costs may decrease the capital of the combined company that could be used for profitable, income-earning investments in the future.

Additionally, in determining that the merger is in the best interests of Fidelity and its shareholders, Fidelity's board of directors considered that enhanced earnings may result from the consummation of the merger, including from reduction of duplicate costs, improved efficiency and cross-marketing opportunities. However, there can be no assurance that any enhanced earnings will result from the merger.

***Fidelity shareholders will have less influence as a shareholder of WesBanco than as a shareholder of Fidelity.***

Fidelity shareholders currently have the right to vote in the election of the board of directors of Fidelity and on other matters affecting Fidelity. Based upon the maximum number of shares of WesBanco common stock to be received by Fidelity shareholders in the merger, the current shareholders of Fidelity as a group would own approximately 9.62% of the voting power of the combined organization immediately after the merger. When the merger occurs, each Fidelity shareholder will become a shareholder of WesBanco with a percentage ownership of the combined organization much smaller than such shareholder's percentage ownership of Fidelity. Because of this, Fidelity shareholders will have less influence on the management and policies of WesBanco than they now have on the management and policies of Fidelity.

***Directors and officers of Fidelity have interests in the merger that differ from the interests of non-management shareholders.***

The executive officers of Fidelity and WesBanco negotiated the terms of the merger agreement, the Fidelity and WesBanco boards of directors approved the merger agreement and the Fidelity board of directors recommends that you vote to adopt the merger agreement. In considering these facts and the other information included in this proxy statement/prospectus or incorporated by reference in this proxy statement/prospectus, you should be aware that certain of Fidelity's directors and executive officers have economic interests in the merger other than their interests as shareholders. For example, Fidelity is party to employment agreements or change in control severance agreements with some of its executive officers (one of whom, Richard G. Spencer, is also a director), which provide for, among other things, cash payments following a change of control that is coupled with a termination of employment without cause. In addition, upon completion of the merger, Richard G. Spencer, President and Chief Executive Officer, will be appointed to the board of directors of WesBanco. Similarly, all of our current directors will be appointed to a newly-created advisory board for WesBanco Bank for the greater Pittsburgh, Pennsylvania area. Mr. Spencer will be offered a one year non-competition and non-solicitation and a three-year consulting agreement by WesBanco for which he will be compensated. Other executive officers may be offered similar non-competition and non-solicitation agreements. In addition, WesBanco also intends to retain certain executive officers of Fidelity to be determined on an at-will basis after completion of the merger for purposes of assisting with a smooth transition of the operations of Fidelity and its subsidiaries. WesBanco also anticipates issuing restricted stock and entering into retention agreements with key employees to ensure continuity through the transition of the operations of Fidelity. The merger agreement also provides that for six years after completion of the merger WesBanco will continue indemnification of our current and former directors and executive officers and provide certain directors' and officers' insurance for these individuals. See Proposal No. 1 Proposal to Adopt the Merger Agreement Interests of Certain Persons in the Merger beginning on page 61.

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### ***Holders of Fidelity common stock do not have dissenters' appraisal rights in the merger.***

Dissenters' rights are statutory rights that, if applicable under law, enable shareholders to dissent from an extraordinary transaction, such as a merger, and to demand that the corporation pay the fair value for their shares as determined by a court in a judicial proceeding instead of receiving the merger consideration offered to shareholders in connection with the extraordinary transaction. Under Pennsylvania law, shareholders do not have dissenters' rights with respect to shares of any class of stock which, at the record date fixed to determine shareholders entitled to receive notice of and to vote at the meeting of shareholders at which a merger or consolidation was acted on, were listed on a national securities exchange. Because Fidelity's common stock is listed on the Nasdaq Global Market, a national securities exchange, holders of Fidelity common stock will not be entitled to dissenters' appraisal rights in the merger with respect to their shares of Fidelity common stock.

### ***The fairness opinion obtained by Fidelity from its financial advisor will not reflect changes in circumstances subsequent to the date of the fairness opinion.***

Mufson Howe Hunter & Company LLC ( MHH ), Fidelity's financial advisor in connection with the proposed merger, has delivered to the board of directors of Fidelity its opinion dated as of July 19, 2012. The opinion of MHH stated that as of such date, and based upon and subject to the factors and assumptions set forth therein, the merger consideration was fair to the Fidelity common shareholders from a financial point of view. The opinion does not reflect changes that may occur or may have occurred after the date of the opinion, including changes to the operations and prospects of WesBanco or Fidelity, changes in general market and economic conditions or regulatory or other factors. Any such changes, or changes in other factors on which the opinion is based, may materially alter or affect the relative values of WesBanco and Fidelity.

## **THE SPECIAL MEETING OF FIDELITY SHAREHOLDERS**

### **General**

This section contains information about the special shareholder meeting Fidelity has called to consider and vote on the (i) adoption of the merger agreement, (ii) approval, in a non-binding advisory vote, of the compensation payable to the named executive officers of Fidelity in connection with the merger; and (iii) approval of the adjournment of the Fidelity special meeting, if necessary, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the Fidelity special meeting. Fidelity is mailing this proxy statement/prospectus to you on or about October 23, 2012. Together with this proxy statement/prospectus, Fidelity is also sending to its shareholders a notice of the Fidelity special meeting and a form of proxy that Fidelity's board of directors is soliciting for use at the Fidelity special meeting and at any adjournments or postponements of the meeting.

A copy of the merger agreement is attached to this proxy statement/prospectus as *Annex A* and is incorporated by reference into this document in its entirety. You should read the entire merger agreement carefully.

### **Date, Time and Place of the Special Meeting**

The Fidelity special meeting will be held at the Perrysville Branch of Fidelity Savings Bank, 1009 Perry Highway, Pittsburgh, Pennsylvania, on November 27, 2012, at 5:00 p.m., Eastern Time.

### **Record Date; Stock Entitled to Vote; Quorum**

Only holders of record of Fidelity common stock on October 15, 2012, which we refer to as the record date, will be entitled to notice of and to vote at the special meeting and any adjournments or postponements of the special meeting. On the record date, there were 3,070,774 shares of Fidelity common stock outstanding and entitled to vote at the special meeting. Owners of record of Fidelity common stock on the record date are entitled

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to one vote per share at the special meeting. Holders of the Fidelity TARP Preferred Stock, which was issued to the U.S. Department of the Treasury, (the U.S. Treasury ), under the Capital Purchase Program of the Troubled Asset Relief Program, which we refer to as TARP, will not have the right to vote on any of the proposals to be voted on at the Fidelity special meeting. According to the terms of the Fidelity TARP Preferred Stock, the holder of such stock does not have the right to vote on the merger and the merger agreement as long as the shares of Fidelity TARP Preferred Stock are converted into or exchanged for preference securities of the surviving or resulting entity or its ultimate parent, and such preference securities have rights, preferences, privileges and voting powers, and limitations and restrictions thereof, which, taken as a whole, are not materially less favorable than the rights, preferences, privileges and voting powers, and limitations and restrictions thereof, of the Fidelity TARP Preferred Stock immediately prior to the completion of the merger, taken as a whole.

A quorum of Fidelity shareholders is necessary to have a valid meeting of shareholders. The presence, in person or by proxy, of the holders of at least a majority of the shares of Fidelity common stock outstanding as of the record date and entitled to vote is necessary to constitute a quorum at the special meeting. Both abstentions and broker non-votes count as present for establishing a quorum. An abstention occurs when a shareholder attends a meeting, either in person or by proxy, but abstains from voting. A broker non-vote occurs on an item when a broker is not permitted to vote on that item without instructions from the beneficial owner of the shares and no instructions are given.

### **Required Vote**

*Adopt the Merger Agreement.* Adoption of the merger agreement requires the affirmative vote of a majority of the votes cast by the holders of Fidelity common stock entitled to vote thereon at a shareholders meeting at which a quorum is present. Accordingly, we urge you to complete, date and sign the accompanying proxy card and return it promptly in the enclosed postage-paid envelope.

When considering our board of directors recommendation that you vote in favor of adoption of the merger agreement, you should be aware that certain of our executive officers and directors have interests in the merger that may be different from, or in addition to, your and their interests as shareholders. See Proposal No. 1 Proposal to Adopt the Merger Agreement Interests of Certain Persons in the Merger beginning on page 61.

*Advisory (Non-binding) Vote Regarding Golden Parachute Compensation.* The affirmative vote of a majority of the votes cast by the holders of Fidelity common stock entitled to vote thereon at a shareholders meeting at which a quorum is present is required to approve on an advisory (non-binding) basis, Fidelity's golden parachute compensation payable to the named executive officers of Fidelity in connection with the merger.

*Discretionary Authority to Adjourn Our Special Meeting.* The affirmative vote of the holders of a majority of the votes cast by the holders of Fidelity common stock entitled to vote thereon at a shareholders meeting at which a quorum is present is required to approve the proposal to grant discretionary authority to adjourn our special meeting if necessary to solicit additional proxies from our shareholders for the merger proposal.

A vote by the holders of shares of the Fidelity TARP Preferred Stock is not required to approve any of the proposals to be voted on at the Fidelity special meeting.

### **Ownership of Fidelity Officers, Directors and Affiliates**

On the record date, the directors, executive officers and affiliates of Fidelity owned or controlled the vote of 333,099 shares of Fidelity common stock, constituting approximately 10.85% of the outstanding shares of Fidelity common stock. In addition, certain officers and directors of Fidelity have entered into voting agreements with WesBanco wherein the officer or director has agreed to vote their Fidelity shares in favor of adoption of the merger agreement. See Other Material Agreements Relating to the Merger Voting Agreements.

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### **Voting of Proxies**

You may submit the accompanying proxy by telephone, the Internet or by returning the proxy by mail if you are unable to attend the special meeting in person or wish to have your shares voted by proxy even if you attend the meeting. All shares of Fidelity common stock represented at the special meeting by properly executed proxies received prior to or at the special meeting, and not revoked, will be voted at the special meeting in accordance with the instructions on the proxies. If you properly execute a proxy but include no voting instructions, your shares will be voted

**FOR** (i) adoption of the merger agreement, (ii) approval, in a non-binding advisory vote, of the compensation payable to the named executive officers of Fidelity in connection with the merger; and (iii) approval of the adjournment of the Fidelity special meeting, if necessary, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the Fidelity special meeting.

If your shares are held in street name (i.e., in the name of a broker, bank or other record holder), you must direct the record holder how to vote your shares in connection with the merger. Your broker will send you directions explaining how you can direct your broker to vote.

The Fidelity board of directors does not know of any matters, other than as described in the notice of special meeting, which are to come before the special meeting. If any other matters are properly presented at the special meeting for action, the persons named in the enclosed form of proxy will have the authority to vote on those matters in their discretion.

### **Revocation of Proxies**

If you give a proxy, you have the right to revoke it at any time before it is voted. You may revoke your proxy by (i) filing with the Secretary of Fidelity a written notice of revocation that is received prior to the vote at the special meeting and that bears a later date than the proxy, (ii) duly executing a later dated proxy relating to the same shares and delivering it to the Secretary of Fidelity before the vote at the special meeting, (iii) submitting a later dated proxy by telephone or the Internet, before the vote at the special meeting, or (iv) attending the special meeting and voting in person. Your attendance at the special meeting will not, in and of itself, revoke your proxy. Any written notice of revocation or subsequent dated proxy should be sent so as to be delivered to Fidelity Bancorp, Inc., 1009 Perry Highway, Pittsburgh, Pennsylvania 15237, Attention: Corporate Secretary, or hand delivered to the foregoing representative of Fidelity. For a notice of revocation or later proxy to be valid, it must actually be received by Fidelity prior to the vote of the shareholders.

If your shares are held by a broker in street name and you wish to change the instructions you have given your broker about how to vote your shares, or you wish to attend the special meeting and vote in person, you must follow the instructions provided by your broker.

### **Expenses of Solicitation of Proxies**

Fidelity will bear the entire cost of soliciting proxies from Fidelity shareholders. In addition to solicitation by use of the mail, proxies may be solicited by directors, officers and employees of Fidelity in person or by telephone, telegram or other means of communication. These directors, officers and employees will not be additionally compensated but may be reimbursed for out-of-pocket expenses they incur in connection with the solicitation. Arrangements will also be made with brokerage houses, custodians, nominees and fiduciaries for the forwarding of solicitation materials to the beneficial owners of Fidelity common stock held of record by such persons. Fidelity may reimburse these custodians, nominees and fiduciaries for reasonable out-of-pocket expenses they incur. **Do not send your stock certificates with your proxy card.**



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**Recommendation of Fidelity Board of Directors**

**The Fidelity board of directors believes that the merger is in the best interests of Fidelity and its shareholders, and unanimously recommends that the shareholders of Fidelity vote FOR adoption of the merger agreement; FOR approval, in a non-binding, advisory vote, of the compensation payable to the named executive officers of Fidelity in connection with the merger; and FOR the adjournment of the Fidelity special meeting if necessary to solicit additional proxies in favor of the adoption of the merger agreement.**

In the course of reaching its decision to adopt the merger agreement and the transactions contemplated thereby, the Fidelity board of directors, among other things, consulted with its legal advisors regarding the legal terms of the merger agreement and with its financial advisor as to the fairness, from a financial point of view, of the consideration to be paid to Fidelity shareholders. For a discussion of the factors considered by the Fidelity board of directors in reaching its conclusion, see Proposal No. 1 Proposal to Adopt the Merger Agreement Fidelity s Reasons for the Merger.

**PROPOSAL NO. 1 PROPOSAL TO ADOPT THE MERGER AGREEMENT**

*The following summarizes material provisions of the merger agreement, a copy of which is attached to this proxy statement/prospectus as Annex A and which we incorporate by reference into this document. This summary does not purport to be complete and may not contain all of the information about the merger agreement that is important to you. We encourage you to read carefully the merger agreement in its entirety, as the rights and obligations of the parties are governed by the express terms of the merger agreement and not by this summary or any other information contained in this proxy statement. Factual disclosures about WesBanco and Fidelity contained in this proxy statement/prospectus or in the companies public reports filed with the SEC may supplement, update or modify the factual disclosures about the companies contained in the merger agreement.*

*The description of the merger agreement in this proxy statement/prospectus has been included to provide you with information regarding its terms. The merger agreement contains representations, warranties, covenants and agreements made by WesBanco and Fidelity as of specific dates that were made for purposes of that contract between the parties and are subject to qualifications and limitations, including by information in disclosure schedules that the parties exchanged in connection with the execution of the merger agreement. In addition, certain representations and warranties may be subject to contractual standards of materiality different from those generally applicable to shareholders, or may have been used for the purpose of allocating risk between the parties rather than establishing matters as facts. Moreover, information concerning the subject matter of the representations and warranties, which do not purport to be accurate as of the date of this proxy statement/prospectus, may have changed since the date of the merger agreement. Shareholders are not third-party beneficiaries under the merger agreement and should not rely on the representations, warranties and covenants or any descriptions thereof as characterizations of the actual state of facts or condition of WesBanco or Fidelity.*

**General**

WesBanco s and Fidelity s boards of directors have approved the merger agreement. The merger agreement provides that Fidelity will merge with and into WesBanco, with WesBanco being the surviving corporation. Following the merger, Fidelity Savings Bank, a Pennsylvania chartered stock savings bank which is Fidelity s main operating subsidiary, will merge with and into WesBanco Bank, a West Virginia banking corporation which is WesBanco s main operating subsidiary (the bank merger ). The Articles of Incorporation and Bylaws of WesBanco and WesBanco Bank immediately prior to the merger will constitute the Articles of Incorporation and Bylaws of WesBanco and WesBanco Bank following the merger.

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### **What Fidelity Shareholders Will Receive in the Merger**

If the merger is completed, for each share of Fidelity common stock that you own you will receive (i) 0.8275 shares of WesBanco common stock and (ii) \$4.50 in cash, without interest, subject to possible adjustment in accordance with the terms of the merger agreement as discussed below. You will not receive separate consideration for the preferred stock purchase rights associated with the Fidelity common stock issued pursuant to the Fidelity Rights Agreement dated as of March 31, 2003, as amended by amendment No. 1 to Rights Agreement, dated as of March 15, 2005, and Amendment No. 2 to Rights Agreement, dated as of July 19, 2012 (the "Rights Agreement"), as such purchase rights will expire immediately prior to the effective time of the merger.

*Possible Exchange Ratio Adjustments.* The 0.8275 exchange ratio is subject to adjustment in the event that certain termination provisions, based on the market price of WesBanco's common stock and the value of the Nasdaq Bank Index, are triggered and the Fidelity board of directors elects to terminate the merger agreement. Fidelity's right to terminate the merger agreement would arise if the average closing price of WesBanco common stock during the 20 consecutive trading days ending on the Determination Date (as defined below on page 78) is less than \$18.85 per share and WesBanco common stock underperforms an index of financial institution stocks, the Nasdaq Bank Index, by more than 15%. However, Fidelity would not have the right to terminate the merger agreement if WesBanco elects to make a compensating adjustment in the exchange ratio. See Proposal No. 1 "Proposal to Adopt the Merger Agreement - Termination of the Merger Agreement" beginning on page 77 for a description of the possible exchange ratio adjustments that may result from this termination provision. In addition, the merger agreement provides that the exchange ratio will be adjusted in the event WesBanco changes the number of shares of WesBanco common stock issued and outstanding prior to the effective time of the merger as a result of a reorganization, recapitalization, reclassification, stock dividend, stock split, reverse stock split or other like changes in WesBanco's capitalization.

### **Effects of the Merger**

The merger shall become effective as set forth in the articles of merger that shall be filed with the West Virginia Secretary of State and Department of State of the Commonwealth of Pennsylvania. At that time, the separate existence of Fidelity will cease and WesBanco will be the surviving corporation. The assets, liabilities and capital of Fidelity will be merged with those of WesBanco and those assets, liabilities and capital will then constitute part of the assets, liabilities and capital of WesBanco. WesBanco will continue to operate under its articles of incorporation and bylaws effective as of immediately prior to the merger, and the officers and directors of WesBanco will continue as the officers and directors of the surviving corporation, except that Richard G. Spencer, Fidelity's President and Chief Executive Officer, will be appointed to the board of directors of WesBanco after the merger. See Proposal No. 1 "Proposal to Adopt the Merger Agreement - Interests of Certain Persons in the Merger" beginning on page 61. The Articles of Incorporation and Bylaws of WesBanco will be unaffected by the merger. The tenure of the directors and officers of WesBanco immediately prior to the merger will be unaffected by the merger.

At the effective time of the merger, each share of Fidelity common stock issued and outstanding immediately prior to the time the merger becomes effective will be converted automatically into the right to receive the merger consideration. Shares of Fidelity common stock held by Fidelity in its treasury or beneficially owned by WesBanco (other than in a fiduciary capacity by them for others) will not be exchanged for the merger consideration in the merger. Instead, these shares will be canceled and retired. In addition, restricted shares of Fidelity common stock will not be exchanged for the merger consideration but will instead be converted into the right to receive a cash payment of \$22.50 per share. Fidelity shareholders will not receive separate consideration for the preferred stock purchase rights associated with the Fidelity common stock issued pursuant to the Rights Agreement, as such purchase rights will expire immediately prior to the effective time of the merger.

After the merger becomes effective, each certificate evidencing shares of Fidelity common stock will be deemed to evidence only the right to receive the merger consideration and, under certain circumstances,

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dividends on shares of Fidelity common stock with a record date prior to the completion of the merger and dividends on shares of WesBanco common stock with a record date after the completion of the merger. The holder of an unexchanged certificate will not receive any dividend or other distribution payable by WesBanco until the certificate has been exchanged.

### **Exchange and Payment Procedures**

Immediately prior to the effective time of the merger, WesBanco will deposit with Computershare Investor Services, LLC, the Exchange Agent, (i) book entry shares representing the aggregate number of shares of WesBanco common stock issuable pursuant to the merger agreement in exchange for all of the shares of Fidelity common stock outstanding immediately prior to the effective time of the merger, (ii) immediately available funds equal to the aggregate amount of cash, without interest, payable by WesBanco pursuant to the merger agreement in exchange for all of the shares of Fidelity common stock outstanding immediately prior to the effective time of the merger and (iii) cash to be paid to Fidelity shareholders in lieu of fractional shares of WesBanco common stock.

As soon as practicable after the effective time of the merger, the Exchange Agent will mail each holder of record of Fidelity common stock a letter of transmittal containing instructions for use in effecting the surrender of certificates representing shares of Fidelity common stock in exchange for the merger consideration or cash in lieu of fractional shares. After the effective time of the merger, each holder of a Fidelity stock certificate, other than certificates representing treasury shares (as defined in the merger agreement), who has surrendered such certificate or who has provided customary affidavits and indemnification regarding the loss or destruction of such certificate, together with duly executed transmittal materials, to the Exchange Agent, will be entitled to receive, for each share of Fidelity common stock, (i) 0.8275 shares of WesBanco common stock, (ii) \$4.50 in cash, without interest, and (iii) cash in lieu of any fractional shares of WesBanco common stock to which such holder is otherwise entitled. WesBanco will have no obligation to deliver the merger consideration or cash in lieu of fractional shares to any Fidelity shareholder until the Fidelity shareholder surrenders his certificates representing his shares of Fidelity common stock.

If a Fidelity stock certificate has been lost, stolen or destroyed, the Exchange Agent will issue the consideration properly payable under the merger agreement upon receipt of an affidavit of that fact by the claimant. WesBanco may require the claimant to post a bond in a reasonable amount as an indemnity against any claim that may be made against WesBanco with respect to the claimant's lost, stolen or destroyed Fidelity stock certificate.

The Exchange Agent or, following the first anniversary of the effective time of the merger, WesBanco, may be entitled to deduct and withhold from any cash amounts payable to any holder of shares of our common stock such amounts as the Exchange Agent or WesBanco is required to deduct and withhold under the Code, or any state, local or foreign tax law or regulation. Any amounts that WesBanco or the Exchange Agent withhold will be treated as having been paid to such holder of Fidelity common stock.

Fidelity common stock certificates may be exchanged for merger consideration and cash in lieu of fractional shares of WesBanco common stock through the Exchange Agent for up to 12 months after the completion of the merger. At the end of that period, the Exchange Agent will return any WesBanco shares and cash to WesBanco. Any holders of Fidelity common stock certificates who have not exchanged their certificates for the merger consideration before that date will then be entitled to look only to WesBanco to seek payment of the merger consideration, any cash in lieu of fractional shares of WesBanco common stock and any unpaid dividends or distributions payable to such holder pursuant to the merger agreement. Neither Fidelity nor WesBanco will be liable to any former holder of Fidelity common stock for any merger consideration that is paid to a public official pursuant to any applicable abandoned property, escheat or similar laws.

Following the effective time of the merger, there shall be no transfers on the stock transfer books of Fidelity other than to settle transfers of Fidelity common stock that occurred prior to the effective time of the merger.

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### **Benefit Agreements**

*Employee Stock Ownership Plan.* The Fidelity Employee Stock Ownership Plan (the "ESOP") will be terminated as of the effective time of the merger by Fidelity in accordance with its terms. Until the ESOP is terminated, Fidelity will continue to make contributions to the ESOP in accordance with applicable accruals and in the ordinary course of business. The accounts of all participants and beneficiaries in the ESOP will become fully vested as of the effective time of the merger. Any shares of Fidelity common stock held in the ESOP shall be converted into the right to receive 0.8275 shares of WesBanco common stock plus \$4.50 in cash, without interest, for each share of Fidelity common stock, which shall be allocated to the accounts of ESOP participants who have account balances in the ESOP in accordance with the applicable provisions of the ESOP. The merger agreement also requires Fidelity to file all necessary documents with the IRS for a determination letter for termination of the ESOP as soon as practicable. As soon as practicable following the effective time or the receipt of a favorable determination letter from the IRS regarding the qualified status of the ESOP upon its termination, the account balances in the ESOP shall be either distributed to participants and beneficiaries or transferred to an eligible tax-qualified retirement plan or individual retirement account as a participant or beneficiary may direct. WesBanco has agreed to permit Fidelity employees who become WesBanco employees following completion of the merger to roll over their account balances in the ESOP to the WesBanco Employee Stock Ownership and 401(k) Plan (the "KSOP").

*401(k) Plan.* Pursuant to the terms of the merger agreement, Fidelity is required to terminate its 401(k) Plan, immediately prior to or as of the effective time of the merger. Until the 401(k) Plan is terminated, Fidelity will continue to make contributions to the 401(k) Plan in accordance with applicable accruals and in the ordinary course of business. The accounts of all participants and beneficiaries in the 401(k) Plan as of the effective time will become fully vested upon termination of the 401(k) Plan. Upon the later of the effective time of the merger or the receipt of a favorable determination letter from the IRS regarding the qualified status of the 401(k) Plan upon its termination, Fidelity will, at each employee's option, either distribute the account balances to participants or transfer the balances to an eligible tax-qualified retirement plan or individual retirement account as a participant or beneficiary may direct. WesBanco has agreed to permit Fidelity employees who become WesBanco employees following completion of the merger to rollover their account balances to WesBanco's KSOP.

*Dividend Reinvestment Plan.* Pursuant to the terms of the merger agreement, Fidelity has suspended the acceptance of dividends and other contributions of participants in its Dividend Reinvestment Plan ("DRIP"). In addition, prior to the effective time of the merger, Fidelity is required to terminate its DRIP and distribute all shares of Fidelity common stock and the value of all cash held in a participant's account in accordance with the terms of the DRIP.

*Severance and Benefits for Terminated Fidelity Employees.* Employees of Fidelity (other than employees who are otherwise parties to employment, severance or change in control agreements) (i) who are not offered the opportunity to continue as employees of WesBanco or WesBanco Bank after the merger or (ii) who are terminated without cause within one year after the merger, will be entitled to receive (A) severance compensation based on the number of years of service with Fidelity and the employee's weekly rate of pay, (B) accrued benefits, including vacation pay, through the date of separation, and (C) any rights to continuation of medical coverage to the extent such rights are required under applicable federal or state law and subject to the employee's compliance with all applicable requirements for such continuation coverage, including payment of all premiums or other expenses related to such coverage.

*Outplacement Services for Fidelity Employees.* After the effective time of the merger, employees of Fidelity and its subsidiaries who are part of any reduction in force during the ninety (90) calendar days following the merger will be eligible to receive outplacement services with a cost of up to \$1,500 for each such employee.

*Other Benefit Arrangements.* As of the effective time of the merger, WesBanco will honor and assume the employment agreements, severance agreements, salary continuation agreements and officer group term life insurance agreements in effect between Fidelity and its senior officers.

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### **Treatment of Fidelity Stock Options**

Options issued by Fidelity to employees and directors to purchase an aggregate of 229,513 shares of Fidelity common stock were outstanding as of the record date. Upon completion of the merger, each outstanding option to purchase shares of Fidelity common stock, whether or not then exercisable, will be cancelled in exchange for the right to receive an amount in cash, without interest, equal to the product of (i) the aggregate number of shares of Fidelity common stock subject to such stock option, multiplied by (ii) the excess, if any, of \$22.50 over the per share exercise price of such Fidelity stock option. The cash payment will be subject to applicable tax withholding.

### **Treatment of Fidelity Restricted Stock**

Upon completion of the merger, each outstanding share of Fidelity restricted stock that is outstanding immediately prior to the completion of the merger, will vest in full immediately and will be converted into the right to receive \$22.50 per share, without interest, subject to applicable tax withholding. Notwithstanding the previous sentence, if any shares of Fidelity TARP Preferred Stock are held by the U.S. Treasury at the time of completion of the merger, then 5,647 shares of Fidelity restricted stock held by Richard G. Spencer (the *Converted Restricted Stock*) shall not become entitled to receive \$22.50 in cash for each share. Instead, each share of *Converted Restricted Stock* shall be converted into the right to acquire the number of shares of WesBanco common stock, determined by multiplying the number of shares of *Converted Restricted Stock* immediately prior to completion of the merger by the sum of (i) the exchange ratio and (ii) 0.2033 (the quotient determined by dividing \$4.50 by \$22.13, which was the average closing sales price of WesBanco common stock for the 10 consecutive trading days ending on July 19, 2012, the date the merger agreement was signed) (rounded down, if necessary, to a whole share of WesBanco common stock). Each such share of *Converted Restricted Stock* shall otherwise be subject to the same terms and conditions as were applicable to the shares of Fidelity restricted stock immediately prior to the completion of the merger; *provided, however*, that after the completion of the merger, no *Converted Restricted Stock* shall vest and become unrestricted shares of WesBanco common stock at any time during which any shares of WesBanco Preferred Stock (as defined below) are held by the U.S. Treasury.

### **Treatment of Fidelity TARP Preferred Stock and Fidelity TARP Warrant**

The merger agreement provides that upon completion of the merger, each outstanding share of Fidelity TARP Preferred Stock, will be converted into the right to receive one share of WesBanco Fixed Rate Cumulative Perpetual Preferred Stock, Series B (*WesBanco Preferred Stock*) with substantially the same rights, powers and preferences as the Fidelity TARP Preferred Stock, unless purchased or redeemed prior to the effective time of the merger. The outstanding warrant, (the *Fidelity TARP Warrant*), to purchase Fidelity common stock, which was issued on December 12, 2008 to the U.S. Treasury, will be converted into a warrant to purchase WesBanco common stock, subject to appropriate adjustments to reflect the exchange ratio. Subject to the receipt of requisite regulatory approvals, WesBanco and Fidelity have agreed to use their reasonable best efforts to have the Fidelity TARP Preferred Stock either purchased by WesBanco or one of its subsidiaries, in which case it is expected to be extinguished upon consummation of the merger, or redeemed by Fidelity. WesBanco also may elect to have the Fidelity TARP Warrant purchased or redeemed, but has no obligation to do so. There can be no certainty or guarantee as to the timing or occurrence of the redemption or repurchase of either the Fidelity TARP Preferred Stock or the Fidelity TARP Warrant.

### **Possible Short-Term Retention of Fidelity Management Employees**

If the Fidelity TARP Preferred Stock has not been repurchased or redeemed from the U.S. Treasury by Fidelity or WesBanco at least one calendar day prior to the effective time of the merger, WesBanco will continue the employment of certain Fidelity management employees under the terms of their Fidelity employment agreements and change in control agreements as employees of WesBanco or WesBanco Bank for a period of at least 30 calendar days following the effective time of the merger.

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### **Background of the Merger**

Fidelity's board of directors has regularly reviewed and evaluated strategic options available to it with the goals of strengthening Fidelity's capital and financial position, identifying opportunities for growth consistent with safe and sound banking operations, and enhancing long-term shareholder value.

From time to time, representatives of various area financial institutions (but not including WesBanco) expressed their interest in Fidelity to Richard G. Spencer, Fidelity's President and CEO, regarding the possibility of Fidelity engaging in a business combination with their institutions. No deal terms were ever proposed or discussed in connection with any of these communications, nor did Fidelity actively evaluate or pursue any of these expressions of interest. In addition, Mr. Spencer regularly met with various investment advisory firms with significant experience providing financial advisory services to banks and thrifts, to discuss the current state of the Pittsburgh banking market, Fidelity's prospects as an independent institution, and the mergers and acquisition landscape.

In August 2011, members of the Board of Directors serving as the Shareholder Value Committee met with representatives of an investment advisory firm with significant experience providing financial advisory services to banks and thrifts, to review recent mergers and acquisition (M&A) activity and to gain a better understanding of the M&A process. The investment advisor firm presented an overview of the financial industry, market analysis, peer group analysis, and a review of the current mergers and acquisitions landscape, including recent transactions. As part of this presentation, the investment advisor presented illustrations of the potential financial effects of a business combination with several area financial institutions, including those that had previously expressed on an informal basis an interest in Fidelity. It was discussed that the increasing regulatory burdens on community banks would soon require Fidelity to make additional major investments in technology and compliance that would increase Fidelity's cost structure and negatively impact its profitability. In addition, the current low-margin operating environment, the potential dilutive impact of redeeming the Fidelity TARP Preferred Stock Fidelity had issued in December 2008 to the U.S. Department of the Treasury and the escalating cost of such investment with the dividend rate increasing to 9% in 2013 were reviewed considering their potential impact on the future profitability of Fidelity. The discussions also included the issues associated with future prospects of raising additional capital necessary to redeem the outstanding shares of Fidelity TARP Preferred Stock. The Board of Directors was briefed on these discussions during September 2011. The Board also discussed succession planning matters associated with the future retirement of Mr. Spencer as Fidelity's President and CEO. The Board determined that it should continue to educate itself on the process of exploring various strategic alternatives.

During December 2011, President Spencer met the CEO of a Pittsburgh-area financial institution to discuss approaches to the merger process and general interest in exploring a potential transaction as partners. Mr. Spencer reported on these discussions to Fidelity's board of directors. In February 2012, Chairman Green and President Spencer met with the Chairman and CEO of the same financial institution to further discuss approaches to the merger process and general interest in exploring a potential transaction as partners. In addition, following such meeting, President Spencer received an unsolicited general expression of interest from this party related to exploring a potential transaction with Fidelity. Chairman Green and President Spencer reported on these discussions to Fidelity's board of directors.

In early March 2012, Chairman Green and President Spencer met with representatives of Spidi & Fisch, PC, which we refer to as Spidi & Fisch, a law firm with significant experience advising financial institutions. The meeting included a discussion of the process of exploring strategic alternatives, the fiduciary duties and responsibilities of Fidelity's board of directors in the context of exploring a business combination transaction, matters associated with an unsolicited expression of interest, and discussion of the timing, general process and regulatory and shareholder approval requirements for a merger transaction.

On March 6, 2012, representatives of Spidi & Fisch participated in a Fidelity Board of Directors meeting to discuss the process of exploring strategic alternatives, the fiduciary duties and responsibilities of Fidelity's board

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of directors in the context of exploring a business combination transaction, matters associated with responding to an unsolicited expression of interest, and discussed the timing, general process and regulatory and shareholder approval requirements for a merger transaction. Also during March 2012, President Spencer met with the CEO of another Pittsburgh-area financial institution to discuss approaches to the merger process and general interest in exploring a potential transaction as partners. Mr. Spencer reported on these discussions to Fidelity's board of directors.

In April 2012, the Board reviewed and discussed proposals from various investment advisory firms to assist Fidelity in the process of exploring its strategic alternatives and the preparation and distribution of a confidential offering memorandum. The Board authorized management to negotiate and sign an engagement letter with the selected investment advisory firm. On May 1, 2012, Fidelity entered into an agreement with MHH for such investment advisory services. Fidelity and MHH began the preparation of a confidential offering memorandum and the process of exploring strategic alternatives.

During May 2012, representatives of MHH met with President Spencer to discuss preparation of the confidential offering memorandum, discuss the Pittsburgh Pennsylvania banking market and the mergers and acquisition landscape. At a meeting of Fidelity's Board on May 15, 2012, MHH presented a draft of a confidential information memorandum to be distributed to interested parties following execution of a confidentiality agreement. Such memorandum included non-public information regarding Fidelity's business and recent operating performance. MHH discussed the goals of the process, with the primary objective being to seek to obtain the highest per share consideration for Fidelity's shareholders, and the terms that interested parties would be asked to address as part of their proposals. In addition to price per share, these included, among other things, the structure of the proposed transaction, price protection, treatment of stock options, personnel issues, treatment of Fidelity benefit plans, the treatment of the Fidelity TARP Preferred Stock, due diligence procedures, and the existence of financing or other contingencies.

MHH presented a list of twelve financial institutions that could potentially be interested in a merger with Fidelity and provided some background information on the likelihood of their interest in a business combination with Fidelity. The list of potential transaction partners was developed by MHH based on consultation with Fidelity's management, analysis of publicly available information about other financial institutions and their acquisition histories, and MHH's knowledge and expertise concerning Fidelity's market area and the current market for transactions involving financial institutions. The proposed list included the two institutions that had previously expressed an interest in Fidelity. The directors discussed whether there were any other reasonably likely potential merger partners who had been omitted from the list and concluded that there were not. It was the consensus of the Board that the list presented by MHH was appropriate and that all of the institutions on the list should be contacted to determine their interest in a potential business combination with Fidelity.

In mid-May, MHH, with the assistance of management of Fidelity, finalized the confidential information memorandum and on May 18, 2012 began contacting the financial institutions on the list presented to the directors to ascertain their interest in a possible business combination. Nine of the institutions contacted executed confidentiality agreements, and thereafter MHH provided these interested parties with a copy of the confidential information memorandum. All of the interested parties that executed confidentiality agreements were also given access to an electronic data room containing additional information regarding Fidelity's operations beginning on May 24, 2012. The interested parties were given until June 5, 2012 to submit a written expression of interest.

WesBanco contacted Macquarie Capital (USA) Inc. ( Macquarie ) on May 29, 2012 about engaging their services as an investment banker on behalf of WesBanco and after some discussion engaged Macquarie on May 30, 2012 to assist them in the potential transaction with Fidelity (with the formal engagement letter being executed on June 22, 2012).

On June 5, 2012, six of the institutions, including WesBanco and the two institutions that earlier in the year had expressed an interest in Fidelity, had submitted a proposal for a possible business combination. Three of the

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proposals, including the proposal from WesBanco, contemplated that Fidelity stock would be exchanged for a combination of cash and common stock of the acquirer, and three of the proposals contemplated a 100% stock-for-stock merger. Each proposal was subject to further due diligence and other customary conditions.

Fidelity's board of directors met on June 7, 2012. MHH presented information on the current market for mergers and acquisitions, including transaction pricing multiples for comparable transactions. MHH then reviewed the process undertaken to that point and discussed the proposals received by Fidelity. MHH informed the board of directors that Fidelity had received six proposals for a business combination transaction. MHH reviewed the key terms and characteristics of each proposal, including the amount and type of consideration offered. MHH also provided a comparison of the financial performance of each of the six potential partners, as well as an analysis of their branch networks, their acquisition histories and their independent research analysts' consensus estimates for their respective stocks. Of the six proposals, WesBanco's proposal was among the top three proposals offering potentially the highest value to shareholders.

MHH also reviewed the next steps in the transaction process. The board of directors selected the three highest proposals, including WesBanco, to conduct a full due diligence investigation of Fidelity in order to provide further clarification regarding their proposals. During a conference call on Friday, June 8, 2012, WesBanco was advised by Macquarie that it had been invited to do due diligence and it was one of three finalists in the bidding process.

Between June 8, 2012 and June 22, 2012, representatives of WesBanco and two other financial institutions conducted thorough due diligence investigations of Fidelity. The due diligence investigation included, among other things, discussions with Fidelity's senior management and review of Fidelity's loan portfolio, securities portfolio and other assets, legal documents and obligations. During the due diligence period, representatives of MHH and the financial advisors for the three interested parties discussed the results of their due diligence investigations. During this time period Fidelity also provided significant additional information to the three interested parties through the electronic data room and responded to many requests for additional information. In addition, on June 12, 2012 and June 13, 2012 Fidelity's board of directors, members of senior management and representatives of MHH met with members of each of the three potential partners' management teams, board members and their respective investment bankers to learn more about each of the potential partners' operating styles, cultures, financial prospects for the future and their integration plans for Fidelity. On June 20, 2012, at a regularly scheduled meeting of the executive committee of the WesBanco board of directors, the financial parameters of a potential deal were discussed and considered in further detail and the executive committee authorized WesBanco's executive officers and chairman to proceed with negotiations.

Revised expressions of interest were submitted by WesBanco and two other parties on June 25, 2012. Several discussions were held on June 26<sup>th</sup> and June 27<sup>th</sup> with representatives of Macquarie and MHH to clarify terms and conditions of the proposal. WesBanco proposed to acquire Fidelity in a merger in which the holders of Fidelity common stock would receive shares of WesBanco stock and \$4.50 in cash, which at the time represented a combined value of \$22.50 for each share of Fidelity common stock. The stock portion of the offer was to be a fixed exchange ratio based on the 10 day average closing price of WesBanco common stock immediately prior to signing a definitive merger agreement. WesBanco's offer was the highest value of the three proposals considered. The other two proposals were all stock transactions.

The Fidelity board met again on June 28, 2012 with MHH and representatives of Spidi & Fisch to review the updated expressions of interest received and the Board's fiduciary duties associated with the process being undertaken. Immediately prior to the start of the Fidelity board meeting the second highest bidder contacted MHH and orally increased their offer. It was, however, still not the highest proposal. MHH informed the board of the increased offer and the board considered it.

Based upon these considerations, the board of directors determined to negotiate exclusively with WesBanco, with the understanding that if WesBanco substantially modified its proposal during subsequent negotiations,



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Fidelity could resume discussions with the next highest bidder. The board of directors then authorized management to commence negotiations of the terms of a merger between Fidelity and WesBanco. The board of directors discussed the use of a fixed exchange ratio for the stock portion of the merger consideration versus a floating exchange ratio, and WesBanco's strong preference for a fixed exchange ratio. Fidelity's Board concluded that a fixed exchange ratio for the stock portion along with the cash portion of the consideration and the other price protection involving a walkaway right prior to the transaction closing offered an acceptable form of consideration for Fidelity's shareholders. The next highest proposal also included a fixed exchange ratio and was a 100% stock-for-stock transaction.

The proposed transaction was considered, on a preliminary basis, by the board of directors of WesBanco at its meeting held on June 28, 2012, which meeting was attended by representatives of Macquarie. A substantive presentation on the proposed transaction was made by members of the due diligence team and representatives of Macquarie. At the conclusion of the meeting, the executive officers of WesBanco were authorized by the board of directors to proceed with the negotiation of a definitive merger agreement based on the terms of the non-binding letter proposal.

On July 3, 2012, Spidi & Fisch received a draft of the merger agreement from WesBanco's counsel, and the parties began negotiating the terms of the merger agreement and related ancillary documents. Over the ensuing three weeks, representatives of Fidelity and WesBanco management and outside legal advisors and financial advisors worked to finalize the merger agreement and related documents. Among other things, the parties continued to work to finalize provisions of the merger agreement regarding the determination of the exchange ratio, certain covenants of the parties, the conditions to the parties' obligations to complete the transaction, certain employee compensation arrangements, and the contents of Fidelity's disclosure schedules. During this negotiation period, the Fidelity board recommended to WesBanco that President Spencer be considered for the WesBanco board. WesBanco indicated it was agreeable to the recommendation. WesBanco ultimately agreed to fix the exchange ratio at 0.8275, plus \$4.50 in cash which resulted in an aggregate value of common equity of approximately \$72.9 million as of July 19, 2012, based on a value of WesBanco common stock equal to \$21.95 per share, which approximated the average trading price of WesBanco common stock over recent weeks preceding that date.

On July 10, 2012, members of management of Fidelity, together with representatives of MHH and Spidi & Fisch, conducted a due diligence investigation of WesBanco. The due diligence investigation included, among other things, discussions with WesBanco's senior management and review of WesBanco's loan portfolio, securities portfolio and other assets, legal documents and obligations.

At its regular monthly meeting held on July 17, 2012, Fidelity's Board received an update on the status of negotiations between the parties and notice of a special meeting of the board called to be held on July 19, 2012 to review and consider the merger agreement and related ancillary documents. On July 18, 2012, the Fidelity Board received a near-final draft of the merger agreement, the voting agreement, a summary of the merger transaction and its terms and conditions prepared by Spidi & Fisch and related documents.

The merger agreement was considered by the board of directors of WesBanco at a special meeting of the board held on July 18, 2012. A substantive presentation on the proposed transaction was made by members of management and Mr. James C. Gardill, as general counsel for WesBanco. The proposed merger agreement, which had been posted to the director website in advance of the meeting, was approved by the WesBanco board of directors by unanimous vote.

Fidelity's board of directors met on July 19, 2012. Spidi & Fisch presented a summary of the legal terms of the merger agreement that had been negotiated with WesBanco and the shareholder and regulatory approvals that would be required to complete the transaction, including the possible timeframe for obtaining such approvals. Fidelity's board of directors also considered the WesBanco proposal in the light of the constituency provisions of

the Pennsylvania Business Corporation Law, including the impact a merger would have on Fidelity's employees

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and the communities in which Fidelity or its subsidiaries operate or are located, and WesBanco's offer to have a member of Fidelity's board of directors become a director of WesBanco.

MHH presented an analysis of the financial terms of the WesBanco proposal, including the transaction value, form of consideration, and dividend impact for Fidelity's shareholders as well as the historical performance of WesBanco's stock, potential effects of the proposed merger on WesBanco, WesBanco's business and financial information, WesBanco's asset and deposit mixes and retail profile, WesBanco's branch network and overlap with Fidelity's branches. MHH's presentation included discussion of the matters described under Proposal No. 1 Proposal to Adopt the Merger Agreement Opinion of Fidelity's Financial Advisor beginning on page 49 of this proxy statement/prospectus. MHH noted that WesBanco's proposal of stock and cash had a value as of July 18, 2012 of \$23.13 per share of Fidelity common stock representing approximately an 83% premium over Fidelity's stock price as of July 18, 2012. MHH further noted that WesBanco's proposal would be significantly accretive to Fidelity's dividends per share.

MHH then delivered to Fidelity's board of directors its oral opinion, subsequently confirmed in writing, that based upon and subject to the factors and assumptions stated in that opinion, as of such date, the merger consideration to be received in respect of each share of Fidelity common stock in the transaction was fair to Fidelity's common shareholders from a financial point of view.

Following these discussions, and extensive review and discussion among Fidelity's directors, including consideration of the factors described below under Proposal No. 1 Proposal to Adopt the Merger Agreement Fidelity's Reasons for the Merger and consideration of MHH's presentation, including MHH's analyses of transaction ratios, the trading history of Fidelity common stock and WesBanco common stock, financial results of comparable companies, selected merger transactions, discounted dividends analysis on a stand-alone basis, and the pro forma impact of the proposed merger, Fidelity's board of directors unanimously approved the WesBanco merger agreement and the transactions contemplated thereby. See Proposal No. 1 Proposal to Adopt the Merger Agreement Opinion of Fidelity's Financial Advisor beginning on page 49 of this proxy statement/prospectus.

Later in the afternoon on July 19, 2012, the parties executed the merger agreement. The transaction was announced by a press release during the evening of July 19, 2012.

### **Fidelity's Reasons for the Merger**

After careful consideration, Fidelity's board of directors determined that the merger is in the best interests of Fidelity and its shareholders. Fidelity's board of directors therefore unanimously recommends that the Fidelity shareholders vote **FOR** the adoption of the merger agreement and approval of the merger.

In reaching the determination to approve the merger, Fidelity's board of directors consulted with Fidelity's senior management, financial advisor and legal advisor, and drew on its knowledge of the business, operations, properties, assets, financial condition, operating results, historical market prices and prospects of Fidelity and WesBanco, as well as current economic and market conditions. In connection with its review and approval of the merger, and in the course of its deliberations, Fidelity's board of directors considered numerous factors that weighed in favor of the merger, including the following:

*Merger Consideration.* Fidelity's board of directors considered the value of the consideration offered by WesBanco. The consideration, at the time of their decision, represented an approximate 83% premium over the market price of Fidelity's common stock on July 18, 2012. Fidelity's board of directors also considered the adequacy of the merger consideration, not only in relation to the market price of Fidelity's common stock, but also in relation to the historical, present and anticipated future operating results and financial position of Fidelity as an independent entity.

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Fidelity's board of directors considered the price level of WesBanco's common stock in relation to its price level in recent years and in relation to its peers and the possibility that Fidelity shareholders who receive WesBanco common stock in the merger would have the opportunity to participate in future stock price growth of WesBanco.

Fidelity's board of directors also considered the risks and uncertainties in evaluating the merger consideration in view of the potential fluctuation of WesBanco's common stock price given the fixed exchange ratio for the stock portion of the merger consideration, and the period of time between the execution of the merger agreement and the closing.

*Strategic Alternatives.* Fidelity's board of directors carefully considered the strategic alternatives available to Fidelity, including pursuing a business combination with a third party and maintaining the status quo. In this context, Fidelity's board of directors considered the economic and competitive pressures facing smaller financial institutions, increasing regulatory burdens, the need to make major investments in technology and compliance, and the issues associated with future prospects of raising additional capital necessary to redeem the outstanding shares of Preferred Stock. Fidelity's board of directors discussed these alternatives in its deliberations and received advice from senior management, MHH as its financial advisor and Spidi & Fisch as its special legal counsel. Fidelity's board of directors concluded that the execution of Fidelity's business plan under the best case scenarios was not likely to create greater present value for Fidelity shareholders compared to the value to be paid by WesBanco.

*The Sale Process.* Fidelity's board of directors considered the extent and breadth of the sale process conducted by Fidelity, with the assistance of MHH and its legal advisors, in soliciting, evaluating and responding to potential bidders likely to be interested in acquiring Fidelity.

*MHH's Fairness Opinion and Analysis.* Fidelity's board of directors considered the opinion, analyses and presentations of MHH described under the heading "Proposal No. 1 Proposal to Adopt the Merger Agreement Opinion of Fidelity's Financial Advisor." MHH's opinion concluded that the merger consideration offered to Fidelity's common shareholders in the merger was fair from a financial point of view to the holders of such stock.

*Future Prospects.* Fidelity's board of directors evaluated the business, operations, financial conditions, earnings, management and future prospects of WesBanco and Fidelity and believed that a business combination with WesBanco would enable Fidelity's shareholders to participate in a combined company that would have enhanced future prospects compared to those that Fidelity is likely to achieve on a stand-alone basis. In reaching its conclusion, Fidelity's board of directors took into consideration, among other things, the following benefits of a merger with WesBanco: enhanced revenue, increased market capitalization, a lower cost of capital, stronger capital position, funding capabilities and liquidity position, cost savings through integration and synergies and, as a result, improved capabilities to cope with potential challenges and risks.

*Likelihood of Prompt Regulatory Approval.* Fidelity's board of directors considered the likelihood that WesBanco and Fidelity would receive the necessary regulatory approvals to complete the transactions contemplated in the merger agreement, including the merger and the bank merger, in a timely fashion.

*Terms and Conditions of the Merger Agreement Relating to Closing.* Fidelity's board of directors believed the terms and conditions of the merger agreement, including the parties' respective representations and warranties, the conditions to closing and termination provisions, provided adequate assurances as to WesBanco's obligation and ability to consummate the merger in a timely manner, without any extraordinary conditions.

*WesBanco's Desire to Appoint a Fidelity Director to WesBanco's Board of Directors.* Fidelity's board of directors considered the ability of Fidelity shareholders to retain a voice in management oversight by appointing one of Fidelity's directors to WesBanco's board of directors.



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*Merger Consideration.* Fidelity's board of directors considered that shareholders of Fidelity would receive both 0.8275 shares of WesBanco stock and \$4.50 in cash in exchange for their shares of Fidelity common stock.

*Tax.* Fidelity's board of directors expected that the merger will constitute a reorganization under Section 368(a) of the Internal Revenue Code and Fidelity shareholders generally will not recognize any gain or loss for federal income tax purposes on the exchange of shares of Fidelity common stock for shares of WesBanco common stock in the merger, except with respect to any cash received as part of the merger consideration and cash received instead of fractional shares of WesBanco common stock.

*Impact on Constituencies.* As permitted by the Pennsylvania Business Corporation Law, Fidelity's board of directors considered the effect of the merger on the employees, depositors and customers of Fidelity and on the communities in which Fidelity operates or is located. Fidelity's board of directors believed that WesBanco and Fidelity share a commitment to their customers, employees, shareholders, and the communities both companies serve. Fidelity's board of directors considered that the branch networks of the two banks do not overlap, which is expected to help minimize the job loss resulting from the merger, and that as part of a larger organization Fidelity's employees would have greater career opportunities. Fidelity's board of directors also considered WesBanco's ability to provide a wider array of products, including wealth management, trust and investment services, treasury management and mobile banking, as well as larger lending limits as being beneficial to Fidelity's customers.

In the course of its deliberation regarding the merger, Fidelity's board of directors also considered the following factors, which it determined did not outweigh the expected benefits to Fidelity and its shareholders:

*Provisions and Covenants Contained in the Merger Agreement.* Fidelity's board of directors considered the restrictions on the operation of Fidelity's business during the period between signing of the merger agreement and completion of the merger, as well as other covenants and agreements of Fidelity contained in the merger agreement. Fidelity's board of directors also considered the provisions of the merger agreement relating to payment of the termination fee upon certain events, and the limitations on Fidelity's ability to discuss alternative transactions during the pendency of the merger. Fidelity's board of directors further considered the requirement that Fidelity must convene a special meeting of common shareholders to vote on the transaction with WesBanco regardless of whether it changes its recommendation unless the merger agreement is terminated.

*Completion Risks.* Fidelity's board of directors considered the risks and costs associated with the merger not being completed in a timely manner or at all, including as a result of any failure to obtain requisite regulatory approvals. Fidelity's board of directors considered that these risks and costs included the diversion of management and employee attention, potential employee attrition, the potential effect on business and customer relationships and potential litigation brought by shareholders of Fidelity arising from the merger agreement or the transactions contemplated thereby.

*Integration Risks.* Fidelity's board of directors considered the challenges of combining the businesses, assets and workforces of Fidelity and WesBanco, which could affect the post-merger success and the ability to achieve anticipated cost savings and other potential synergies. Fidelity's board of directors considered the prior experience of WesBanco in integrating its acquisitions.

*Insider Interests.* Fidelity's board of directors considered the fact that the interests of Fidelity directors and executive officers with respect to the merger may be different from those of other Fidelity shareholders in certain limited circumstances. See Proposal No. 1 Proposal to Adopt the Merger Agreement Interests of Certain Persons in the Merger on page 61.

The reasons set forth above are not intended to be exhaustive, but include the material considerations of Fidelity's board of directors in approving the merger agreement. In reaching its determination to approve and recommend the transaction, Fidelity's board of directors looked at the totality of the information presented to it

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and did not assign any relative or specific weights to the factors considered, and individual directors may have given different weights to different factors. AFTER CONSIDERING, AMONG OTHER THINGS, THE MATTERS DISCUSSED ABOVE AND THE OPINION OF MHH REFERRED TO ABOVE, FIDELITY'S BOARD OF DIRECTORS BELIEVED THAT THE MERGER WAS IN THE BEST INTERESTS OF FIDELITY AND ITS SHAREHOLDERS, AND THEREFORE, UNANIMOUSLY APPROVED AND RECOMMENDS THAT THE FIDELITY SHAREHOLDERS VOTE FOR THE ADOPTION OF THE MERGER AGREEMENT.

It should be noted that this explanation of the reasoning of Fidelity's board of directors (and some other information presented in this section) is forward-looking in nature and, therefore, should be read in light of the factors discussed under the section of this proxy statement/prospectus entitled "Cautionary Statement Regarding Forward-Looking Statements" commencing on page 139.

### **Opinion of Fidelity's Financial Advisor**

In May 2012, Fidelity engaged MHH to render financial advisory and investment banking services to Fidelity. MHH agreed to assist Fidelity in assessing the fairness, from a financial point of view, of the \$4.50 in cash and 0.8275 shares of WesBanco common stock to be paid as consideration for each share of common stock of Fidelity to the holders (subject to certain exceptions) of such Fidelity common stock pursuant to the merger agreement (the "merger consideration"). Fidelity selected MHH on the basis of MHH's experience and expertise in representing community banks in similar transactions.

As part of its engagement, representatives of MHH attended the meeting of the Fidelity Board of Directors held on July 19, 2012, at which the Fidelity Board of Directors evaluated the proposed merger with WesBanco. At this meeting, MHH reviewed the financial aspects of the proposed merger and rendered an opinion that, as of such date, the merger consideration offered to Fidelity common shareholders in the merger was fair, from a financial point of view. The Fidelity Board approved the merger agreement at this meeting.

The full text of MHH's written opinion is attached as *Annex B* to this document and is incorporated herein by reference. Fidelity shareholders are urged to read the opinion in its entirety for a description of the procedures followed, assumptions made, matters considered, and qualifications and limitations on the review undertaken by MHH. The description of the opinion set forth herein is qualified in its entirety by reference to the full text of such opinion.

**MHH's opinion speaks only as of the date of the opinion. The opinion is directed to the Fidelity Board and addresses only the fairness, from a financial point of view, to the Fidelity common shareholders of the merger consideration in the proposed merger. It does not address the underlying business decision to proceed with the merger and does not constitute a recommendation to any Fidelity shareholder as to how the shareholder should vote at the Fidelity special meeting on the merger or any related matter.**

In rendering its opinion, MHH reviewed, among other things:

the merger agreement;

certain publicly available financial statements and other historical financial information of Fidelity that was deemed relevant;

certain publicly available financial statements and other historical financial information of WesBanco that was deemed relevant;

internal financial projections for Fidelity prepared by and reviewed with management of Fidelity;

publicly available median earnings estimates for WesBanco for 2012, 2013 and 2014;

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the pro forma financial impact of the merger on WesBanco, based on assumptions related to transaction expenses, accounting adjustments, and cost savings determined by and discussed with senior management of WesBanco;

publicly reported historical price and trading activity for Fidelity and WesBanco common stock, including a comparison of certain financial and stock market information for Fidelity and WesBanco with similar publicly traded companies;

the financial terms of certain recent business combinations in the banking industry, to the extent publicly available;

the current market environment generally and the banking environment in particular; and

such other information, financial studies, analyses and investigations and financial, economic and market criteria as we considered relevant.

MHH also held discussions with members of senior management of Fidelity and WesBanco regarding their past and current business operations, regulatory relations, financial conditions, future prospects of their respective companies; and such other matters as they deemed relevant to their opinion.

In conducting its review and arriving at its opinion, MHH relied upon the accuracy and completeness of all financial and other information provided to them or otherwise publicly available. MHH did not independently verify the accuracy or completeness of any such information or assume any responsibility for such verification or accuracy. MHH relied upon the management of Fidelity and WesBanco as to the reasonableness and achievability of the financial and operating forecasts and projections (and the assumptions and bases therefore) provided to MHH, and MHH assumed that such forecasts and projections reflected the best currently available estimates and judgments of such management and that such forecasts and projections will be realized in the amounts and in the time periods estimated by such managements.

MHH assumed, without independent verification, that the aggregate allowance for loan and lease losses for Fidelity and WesBanco are adequate to cover those losses. MHH did not make or obtain any evaluation or appraisals of the property, assets and liabilities of Fidelity and WesBanco, nor did it examine any individual credit files.

The projections furnished to MHH and used by it in certain of its analyses were prepared by Fidelity and WesBanco's senior management teams. Fidelity and WesBanco do not publicly disclose internal management projections of the type provided to MHH in connection with its review of the merger. As a result, such projections were not prepared with a view towards public disclosure. The projections were based on numerous variables and assumptions, which are inherently uncertain, including factors related to general economic and competitive conditions. Accordingly, actual results could vary significantly from those set forth in the projections.

For purposes of rendering its opinion, MHH assumed that, in all respects material to its analyses:

the merger will be completed substantially in accordance with the terms set forth in the merger agreement;

the representations and warranties of each party in the merger agreement and in all related documents and instruments related to the merger agreement are true and correct;

each party to the merger agreement and all related documents will perform all of the covenants and agreements required to be performed by such party under such documents;

all conditions to the completion of the merger will be satisfied without any waivers and modifications; and





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in the course of obtaining the necessary regulatory, contractual, or other consents or approvals for the merger, no restrictions, including any divestiture requirements, termination or other payments or amendments or modifications, will be imposed that will have a material adverse effect on the future results of operations or financial condition of the combined entity or the contemplated benefits of the merger, including the cost savings, revenue enhancements and related expenses expected to result from the merger.

MHH further assumed that the merger will be accounted for using the acquisition method under generally accepted accounting principles, and that the merger will qualify as a tax-free reorganization for United States federal income tax purposes. MHH's opinion is not an expression of an opinion as to the prices at which shares of Fidelity common stock or shares of WesBanco common stock will trade following the announcement of the merger or actual value of the shares of common stock of the combined company when issued pursuant to the merger, or the prices at which the shares of common stock of the combined company will trade following the completion of the merger.

In performing its analyses, MHH made numerous assumptions with respect to industry performance, general business, economic, market and financial condition and other matters, which are beyond the control of MHH, Fidelity and WesBanco. Any estimates contained in the analyses performed by MHH are not necessarily indicative of actual values or future results, which may be significantly more or less favorable than suggested by these analyses. Additionally, estimates of the value of businesses or securities do not purport to be appraisals or to reflect the prices at which such businesses or securities might actually be sold. Accordingly, these analyses and estimates are inherently subject to substantial uncertainty. In addition, the MHH opinion was among several factors taken into consideration by the Fidelity board in making its determination to approve the merger agreement and the merger. Consequently, the analyses described below should not be viewed as determinative of the decision of the Fidelity board with respect to the fairness of the consideration.

The following is a summary of the material analyses presented by MHH to the Fidelity board on July 19, 2012, in connection with its fairness opinion. The summary is not a complete description of the analyses underlying the MHH opinion or the presentation made by MHH to the Fidelity board, but summarizes the material analyses performed and presented in connection with such opinion. The preparation of a fairness opinion is a complex analytic process involving various determinations as to the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances. Therefore, a fairness opinion is not readily susceptible to partial analysis or summary description. In arriving at its opinion, MHH did not attribute any particular weight to any analysis or factor that it considered, but rather made qualitative judgments as to the significance and relevance of each analysis and factor. The financial analyses summarized below include information presented in tabular format. Accordingly, MHH believes that its analyses and the summary of its analyses must be considered as a whole and selecting portions of its analyses and factors or focusing on the information presented below in tabular format, without considering all analyses and factors or the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of the process underlying its analyses and opinion. The tables alone do not constitute a complete description of the financial analyses.

*Summary of Proposal.* Pursuant to the terms of the merger agreement, each outstanding share of Fidelity common stock will be converted into the right to receive 0.8275 shares of common stock, par value \$2.0833 per share, of WesBanco and \$4.50 in cash. Based on WesBanco's 15 day average price at the close on July 17, 2012, two days before the announcement of the transaction, of \$22.32, the merger consideration represented a price of \$22.50 per share to Fidelity's common shareholders.

*Selected Comparable Companies Analyses.* Using publicly available information, MHH compared the financial condition and market performance of Fidelity to selected publicly traded thrifts headquartered in Maryland, New Jersey, Ohio and Pennsylvania with assets between \$300 million and \$2 billion. Additionally, using publicly available information, MHH compared the financial condition and market performance of

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WesBanco to selected publicly traded banks headquartered in Maryland, New Jersey, New York, Ohio, Pennsylvania and West Virginia with assets between \$2 and \$10 billion. To perform this analysis, MHH used financial information as of and for the three months ended March 31, 2012, if available. Market price information was as of July 17, 2012. Earnings estimates for 2012 and 2013 were taken from a nationally recognized earnings estimate consolidator for comparable companies. Certain financial data prepared by MHH, and as referenced in the tables presented below may not correspond to the data presented in Fidelity's and WesBanco's historical financial statements, as a result of the different periods, assumptions and methods used by MHH to compute the financial data presented.

MHH's analysis showed the following concerning Fidelity's and WesBanco's financial conditions:

	Fidelity	Fidelity Group Minimum	Fidelity Group Maximum
Return on Average Assets	0.14%	-1.17%	1.10%
Return on Average Equity	2.16%	-12.22%	9.27%
Net Interest Margin	2.38%	2.22%	3.78%
Noninterest Income / Average Assets	0.63%	0.16%	1.15%
Efficiency Ratio	77.4%	56.2%	78.9%

  

	WesBanco	WesBanco Group Minimum	WesBanco Group Maximum
Return on Average Assets	0.70%	-0.36%	1.20%
Return on Average Equity	6.23%	-2.73%	11.56%
Net Interest Margin	3.62%	1.84%	4.64%
Noninterest Income / Average Assets	1.10%	0.28%	2.02%
Efficiency Ratio	58.3%	46.9%	71.8%

  

	Fidelity	Fidelity Group Minimum	Fidelity Group Maximum
Tangible Common Equity / Tangible Assets	6.4%	6.9%	18.4%
Tier 1 Capital Ratio	13.5%	11.7%	25.7%
Loans / Assets	51.5%	33.6%	71.9%
Nonperforming Loans / Loans	1.65%	0.91%	6.28%
Nonperforming Assets + 90 Days / Assets	2.92%	0.68%	5.70%
Last Twelve Months Net Charge-Offs / Avg. Loans	1.02%	0.02%	1.82%

  

	WesBanco	WesBanco Group Minimum	WesBanco Group Maximum
Tangible Common Equity / Tangible Assets	6.8%	5.8%	12.5%
Tier 1 Capital Ratio	12.9%	10.5%	21.9%
Loans / Assets	57.2%	49.8%	73.6%
Nonperforming Loans / Loans	2.49%	0.90%	5.03%
Nonperforming Assets + 90 Days / Assets	1.55%	0.54%	3.86%
Last Twelve Months Net Charge-Offs / Avg. Loans	0.81%	0.24%	1.52%

  

	Fidelity	Fidelity Group Minimum	Fidelity Group Maximum
Stock Price / Tangible Book Value per Share	0.90x	0.73x	1.15x
Stock Price / LTM EPS	30.49x	11.88x	69.44x
Dividend Yield	0.64%	0.00%	4.49%

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Last Twelve Months Dividend Payout Ratio	19.51%	0.00%	51.33%
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	WesBanco	WesBanco Group Minimum	WesBanco Group Maximum
Stock Price / Tangible Book Value per Share	1.65x	1.06x	2.48x
Stock Price / LTM EPS	13.05x	12.40x	41.95x
Dividend Yield	3.05%	2.79%	6.86%
Last Twelve Months Dividend Payout Ratio	38.60%	30.65%	100.0%

*Recent Transactions Analysis.* MHH reviewed publicly available information related to 1) 27 selected Nationwide bank and thrift transactions involving institutions with assets between \$250 million and \$1 billion announced since June 30, 2011; 2) five selected Pennsylvania, Maryland, Ohio and West Virginia based bank and thrift transactions involving institutions with assets between \$250 million and \$1 billion announced since June 30, 2010; 3) 14 Pennsylvania based bank and thrift transactions involving institutions of all asset sizes announced since June 30, 2010; 4) 28 selected Nationwide bank and thrift transactions where the acquiree had a return on average assets ( ROAA ) between 0.00% 0.75% and a NPAs/Assets ratio between 1.00% 3.00% ( Performance-based Group ) announced since June 30, 2010; and 5) three Western Pennsylvania based bank and thrift transactions announced since June 30, 2010. After reviewing all of the transactions presented, MHH focused on the transactions in groups 2), 3) and 5). The transactions included in those groups were:

**MD, PA, OH & WV transactions since 6/30/10; Assets between \$250 million & \$1 billion:**Acquiror:

ESSA Bancorp Inc.  
Beneficial Mutual Bancorp  
Cheviot Financial  
Old Line Bancshares Inc.  
F.N.B. Corp.

Acquiree:

First Star Bancorp Inc.  
SE Financial Corp.  
First Franklin Corp.  
Maryland Bankcorp Inc.  
Comm Bancorp Inc.

**Pennsylvania transactions since 6/30/10:**Acquiror:

S&T Bancorp Inc.  
Tompkins Financial Corporation  
ESSA Bancorp Inc.  
Beneficial Mutual Bancorp  
S&T Bancorp Inc.  
Susquehanna Bancshares Inc.  
F.N.B. Corp.  
GNB Financial Services Inc.  
Susquehanna Bancshares Inc.  
Norwood Financial Corp.  
Private Investor  
Investor Group  
Customers Bancorp Inc.  
F.N.B. Corp.

Acquiree:

Gateway Bank of Pennsylvania  
VIST Financial Corp.  
First Star Bancorp Inc.  
SE Financial Corp.  
Mainline Bancorp Inc.  
Tower Bancorp Inc.  
Parkvale Financial Corp.  
Herndon National Bank  
Abington Bancorp Inc.  
North Penn Bancorp Inc.  
Asian Financial Corporation  
Royal Bancshares of PA  
Berkshire Bancorp Inc.  
Comm Bancorp Inc.

**Western Pennsylvania transactions since 6/30/10:**Acquiror:

S&T Bancorp Inc.  
S&T Bancorp Inc.  
F.N.B. Corp.

Acquiree:

Gateway Bank of Pennsylvania  
Mainline Bancorp Inc.  
Parkvale Financial Corp.

Transaction multiples for the merger were evaluated two ways based on the exchange ratio of 0.8275 and \$4.50 cash consideration per share: 1) using the 15 day average closing price of WesBanco's common stock as of July 17, 2012 to arrive at an aggregate offer price of \$22.50 per common share for Fidelity and 2) using the

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July 18, 2012 closing price (one day prior to announcement) of WesBanco's common stock to arrive at an aggregate offer price of \$23.13 per common share for Fidelity. For each transaction referred to above, MHH derived and compared, among other things, the implied ratio of price per common share paid for the acquired company to:

the latest closing price one day prior to the announcement of the acquisition ( Premium to Market Value );

book value per share of the acquired company based on the latest publicly available financial statements of the company available prior to the announcement of the acquisition;

tangible book value per share of the acquired company based on the latest publicly available financial statements of the company available prior to the announcement of the acquisition;

last-twelve-months earnings per share of the acquired company based on the latest publicly available financial statements of the company available prior to the announcement of the acquisition; and

assets of the acquired company based on the latest publicly available financial statements of the company available prior to the announcement of the acquisition.

The results of the analysis are set forth in the following table:

	WesBanco/ Fidelity Merger (15 day value)	WesBanco/ Fidelity Merger (1 day value):	PA, MD, OH & WV transactions since 6/30/10, assets between \$250mm & \$1bn median:	Pennsylvania transactions since 6/30/10 median:	Western Pennsylvania transactions since 6/30/10 median:
Transaction Price to:					
Prior Market Price ( Premium )	77.9%	82.8%	85.4%	71.0%	NA
Book Value	152.5%	156.8%	110.5%	124.6%	137.8%
Tangible Book Value	162.1%	166.6%	110.5%	124.7%	140.1%
LTM EPS	54.9x	56.4x	NM	33.4x	34.2x
Assets	10.8x	11.2x	8.8%	11.2%	10.7%

No company or transaction used as a comparison in the above analysis is identical to Fidelity, WesBanco or the merger. Accordingly, an analysis of these results is not mathematical. Instead, it involves complex considerations and judgments concerning differences in financial and operating characteristics of the companies.

*Financial Impact Analysis.* MHH performed pro forma merger analysis on the combined projected income statement and balance sheet information of Fidelity and WesBanco. Assumptions regarding the accounting treatment, acquisition adjustments and cost savings were used to calculate the financial impact the merger would have on certain projected financial results of WesBanco. In the course of this analysis, MHH used earnings estimates for WesBanco for 2013, 2014 and 2015 from WesBanco's management and used earnings estimates for Fidelity for 2013, 2014 and 2015 from Fidelity's management. This analysis indicated that the merger is expected to be accretive to WesBanco's estimated earnings per share in 2013, 2014 and 2015. The analysis also indicated that the merger is expected to be dilutive to book value per share and tangible book value per share for WesBanco and that WesBanco is expected to maintain well capitalized capital ratios. For all of the above analyses, the actual results achieved by WesBanco following the merger may vary from the projected results, and the variations may be material.

*Discounted Dividends Analysis.* MHH performed a discounted dividends analysis to estimate a range of the present values of after-tax cash flows that Fidelity could theoretically produce for dividends to equity holders through 2016 on a standalone basis. In performing this analysis, MHH used management's earnings estimates for Fidelity for 2012 through 2015 and applied an earnings growth rate of 5.0% thereafter, and

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assumed discount rates ranging from 10.0% to 14.0%. The range of values was determined by adding the present value of projected cash flows to Fidelity shareholders from 2012 through 2016 and the present value of the terminal value of

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Fidelity's common stock. In determining the cash flows available to shareholders, MHH assumed that Fidelity would maintain a tangible common equity to tangible asset ratio of 7.0% and would retain sufficient earnings to maintain that level. Any earnings in excess of what would need to be retained represented dividendable cash flows for Fidelity. In calculating the terminal value of Fidelity, MHH applied multiples ranging from 10.0 to 14.0 times 2016 projected earnings. This resulted in a range of values for Fidelity from \$7.33 to \$11.76 per share. In addition, MHH applied premiums ranging from 100% to 140% of 2016 projected tangible book value. This resulted in a range of values for Fidelity from \$8.97 to \$14.60 per share. The discounted dividends present value analysis is a widely used valuation methodology that relies on numerous assumptions, including growth rates, terminal values and discount rates. The analysis did not purport to be indicative of the actual values or expected values of Fidelity.

MHH, as part of its investment banking services, is regularly engaged in the independent valuation of businesses and securities in connection with mergers, acquisitions, private placements and valuations for corporate and other purposes. Fidelity and MHH have entered into an agreement whereby MHH has acted as financial advisor to Fidelity in connection with the merger. Fidelity has paid MHH a fee of \$50,000 upon the execution of the engagement agreement and a fee of approximately \$250,000 upon the execution of the definitive agreement and plan of merger. Additionally, Fidelity has agreed to pay MHH a Contingent Fee at the time of closing which is estimated to be approximately \$998,850, against which both fees previously paid will be credited. In addition, Fidelity has agreed to reimburse MHH for reasonable out-of-pocket expenses and disbursements incurred in connection with its retention and to indemnify MHH for certain liabilities arising out of its engagement. During the two years preceding the date of its opinion to Fidelity MHH has not received compensation (other than the \$50,000 engagement retainer fee from Fidelity in connection with the merger) for investment banking services from either Fidelity or WesBanco.

**Opinion of WesBanco's Financial Advisor**

Macquarie rendered its opinion to WesBanco's Board of Directors that, as of July 19, 2012, and based upon and subject to the factors and assumptions set forth therein, the merger consideration was fair, from a financial point of view, to WesBanco.

**The text of Macquarie's written opinion, dated July 19, 2012, is attached as *Annex C* to this document and is incorporated herein by reference.**

**Macquarie's opinion speaks only as of the date of the opinion. Macquarie's opinion is directed to WesBanco and addresses only the fairness, from a financial point of view, to WesBanco of the consideration to be paid in the merger. Macquarie's written opinion does not, in any way, address the fairness of the merger consideration to the Fidelity shareholders and accordingly, should not in any way be relied upon by the shareholders of Fidelity for any purpose in their consideration of the advisability of the merger.**

In rendering its opinion, Macquarie reviewed, among other things:

a draft of the merger agreement dated July 19, 2012, which Macquarie assumed was in substantially final form and would not vary in any respect material to its analysis;

certain publicly available business and financial information relating to Fidelity, WesBanco and their respective subsidiaries that Macquarie deemed to be relevant;

certain non-public internal financial statements and other non-public financial and operating data relating to Fidelity, WesBanco and their respective subsidiaries that were prepared and provided to Macquarie by the management of Fidelity and/ or WesBanco; and

certain financial projections relating to Fidelity, WesBanco and their respective subsidiaries that were provided to or discussed with Macquarie by the management of Fidelity and/ or WesBanco;

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discussed the past and current operations, financial projections, current financial condition and prospects of Fidelity and WesBanco with the respective management teams of Fidelity and WesBanco;

reviewed the financial terms of certain publicly available transactions in the industry in which Fidelity operates that Macquarie deemed relevant; and

performed such other analyses and examinations and considered such other factors that Macquarie deemed appropriate.

For purposes of its analysis and opinion, Macquarie assumed and relied upon, without undertaking responsibility for independently verifying, the accuracy and completeness of the information reviewed by Macquarie or reviewed for Macquarie, as well as the due authorization, execution and enforceability of the merger agreement. With respect to the financial projections which were furnished to or discussed with Macquarie, Macquarie assumed that such financial projections were reasonably prepared on bases reflecting the best then currently available estimates and good faith judgments of the future competitive, operating and regulatory environments and related financial performance of Fidelity or WesBanco, as applicable. Macquarie expressed no view as to any such financial projections or the assumptions on which they are based.

For purposes of rendering its opinion, Macquarie assumed, with WesBanco's consent, that:

the representations and warranties of each party contained in the merger agreement are true and correct;

each party will perform all of the covenants and agreements required to be performed by it under the merger agreement and that all conditions to the consummation of the merger will be satisfied without waiver or modification thereof;

the draft of the merger agreement dated July 19, 2012 was in substantially final form and that the final execution version of the merger agreement would not vary from this draft in any respect material to Macquarie's analysis; and

all governmental, regulatory or other consents, approvals or releases necessary for the consummation of the merger will be obtained without any delay, limitation, restriction or condition that would have an adverse effect on Fidelity, WesBanco or the consummation of the merger.

Macquarie did not make, nor assume any responsibility for making, any independent valuation or appraisal of the assets or liabilities (contingent or otherwise) of Fidelity, WesBanco or any of their respective subsidiaries, nor was Macquarie furnished with any such appraisals. In addition, Macquarie did not evaluate the solvency or fair value of Fidelity, WesBanco or any of their respective subsidiaries under any state or federal laws relating to bankruptcy, insolvency or similar matters. Macquarie's opinion is necessarily based on economic, market and other conditions as in effect on, and the information made available to Macquarie as of, July 19, 2012. Subsequent developments may affect Macquarie's opinion and Macquarie does not have any obligation to update, revise or reaffirm its opinion.

Macquarie was not asked to pass upon, and expressed no opinion with respect to, any matter other than whether, as of July 19, 2012, the merger consideration to be paid by WesBanco is fair, from a financial point of view, to WesBanco. Macquarie did not express any view on, and Macquarie's opinion does not address (i) the advisability of any other transaction that WesBanco may be considering at the time the opinion was rendered or the effect of any such transaction on WesBanco's current or future financial condition or results of operations or (ii) any other term or aspect of the merger agreement or the merger, or any agreement or instrument contemplated by the merger agreement or entered into or amended in connection with the merger. In addition, Macquarie did not express any view on, and its opinion does not address, the fairness of the merger to the holders of any class of securities of Fidelity, creditors of WesBanco or Fidelity or other constituencies of WesBanco or the fairness of the amount or nature of any compensation to be paid or payable to any of the officers, directors or employees of WesBanco or Fidelity, or class of such persons, in connection with the merger, whether relative to



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the merger consideration or otherwise. Macquarie's opinion does not address the relative merits of the merger as compared to other business or financial strategies that might be available to WesBanco or any other party to the merger, nor does it address the underlying business decision of WesBanco, or any other party to the merger, to engage in the merger. Macquarie is not a legal, regulatory, accounting or tax expert and has assumed the accuracy and completeness of assessments by WesBanco, any other party to the merger, their respective affiliates and their respective advisors with respect to legal, regulatory, accounting and tax matters. Macquarie's opinion was approved and authorized for issuance by a fairness opinion review committee of Macquarie.

***Summary of Analyses by Macquarie***

The following is a summary of the material financial analyses delivered by Macquarie to WesBanco's board of directors in connection with rendering the opinion described above. The following summary, however, does not purport to be a complete description of the financial analyses performed by Macquarie, nor does the order of the analyses described represent relative importance or weight given to those analyses by Macquarie. Some of the summaries of the financial analyses include information presented in tabular format. The tables must be read together with the full text of each summary and are alone not a complete description of Macquarie's financial analyses. Considering the data in the tables below without considering the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of the financial analyses of Macquarie. Except as otherwise noted, the following quantitative information, to the extent that it is based on market data, is based on market data as it existed on or before July 18, 2012 (the last practicable trading day prior to the date that Macquarie delivered its opinion to WesBanco's board of directors) and is not necessarily indicative of current market conditions.

*Selected Peer Group Analysis:* Using publicly available information, Macquarie compared the financial performance, financial condition, and market performance of Fidelity to the following depository institutions that Macquarie considered comparable to Fidelity (the Fidelity Peer Group):

Beneficial Mutual Bancorp, Inc.

ESB Financial Corporation

ESSA Bancorp, Inc.

Fox Chase Bancorp, Inc.

Harleysville Savings Financial Corporation

TF Financial Corporation

Alliance Bancorp, Inc. of Pennsylvania

Standard Financial Corp.

FedFirst Financial Corporation

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WVS Financial Corp.

The Fidelity Peer Group includes exchange-traded thrifts in Pennsylvania with assets less than \$5.0 billion. Though none of the selected companies is directly comparable to Fidelity, the companies included were chosen because they are publicly traded companies with operations that for the purposes of this analysis may be considered similar to certain operations of Fidelity.

Macquarie also calculated and compared various financial multiples and ratios based on information it obtained from publicly available financial data as of July 18, 2012, and earnings estimates were taken from FactSet, a nationally recognized earnings estimate consolidator. Certain financial data prepared by Macquarie, and as referenced in the tables presented below may not correspond to the data presented in Fidelity's and WesBanco's historical financial statements, or to the data prepared by MHH, presented under the section

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Proposal No. 1 Proposal to Adopt the Merger Agreement Opinion of Fidelity's Financial Advisor, as a result of the different periods, assumptions and methods used by Macquarie to compute the financial data presented.

Macquarie's analysis showed the following concerning Fidelity's financial performance in relation to the Fidelity Peer Group:

Financial Performance Measures	Fidelity	Fidelity Peer Group Median	Fidelity Peer Group 75 <sup>th</sup> Percentile(1)	Fidelity Peer Group 25 <sup>th</sup> Percentile(1)
Core Return on Average Assets (2)	0.30%	0.48%	0.66%	0.41%
Core Return on Average Equity (2)	3.96%	3.61%	5.56%	2.30%

(1) The 75<sup>th</sup> percentile represents the third quartile (top 25%), ranked by performance of the Fidelity Peer Group. The 25<sup>th</sup> percentile represents the first quartile (bottom 25%), ranked by performance of the Fidelity Peer Group.

(2) Calculated for the twelve month period ended March 31, 2012.

Macquarie's analysis showed the following concerning Fidelity's financial condition in relation to the Fidelity Peer Group:

Financial Condition Measures (1)	Fidelity	Fidelity Peer Group Median	Fidelity Peer Group 75 <sup>th</sup> Percentile(2)	Fidelity Peer Group 25 <sup>th</sup> Percentile(2)
Tangible Common Equity/ Tangible Assets	6.42%	12.90%	16.50%	10.03%
Adjusted NPA + 90PD/Total Assets(3)	2.96%	1.77%	1.07%	3.20%
Adjusted Texas Ratio (4)	49.25%	14.48%	8.96%	20.59%

(1) Calculated for the three month period ended March 31, 2012.

(2) The 75<sup>th</sup> percentile represents the third quartile (top 25%), ranked by performance of the Fidelity Peer Group. The 25<sup>th</sup> percentile represents the first quartile (bottom 25%), ranked by performance of the Fidelity Peer Group.

(3) Calculated as nonperforming assets and loans 90 days or more past due excluding the delinquent portion guaranteed by the U.S. government and other real estate owned covered by loss-sharing agreements with the FDIC.

(4) Calculated as adjusted NPAs + 90PD/Tangible Equity + Loan Loss Reserves where adjusted nonperforming assets and loans 90 days or more past due exclude the delinquent portion guaranteed by the U.S. government and other real estate owned covered by loss-sharing agreements with the FDIC.

Macquarie's analysis showed the following concerning Fidelity's market performance in relation to the Fidelity Peer Group:

Market Performance Measures	Fidelity	Fidelity Peer Group Median	Fidelity Peer Group 75 <sup>th</sup> Percentile(1)	Fidelity Peer Group 25 <sup>th</sup> Percentile(1)
Price to book value multiple (2)	0.86x	0.85x	1.1x	0.7x
Price to tangible book value multiple (2)	0.91x	0.88x	1.1x	0.8x
Price to earnings multiple, based on LTM earnings (3)	30.9x	21.6x	39.8x	14.2x
Price to earnings multiple, based on 2012 GAAP estimated earnings (4)	NA	35.7x	38.0x	34.4x
Core deposit premium (2)	(0.9%)	(2.7%)	1.2%	(5.1%)



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- (1) The 75<sup>th</sup> percentile represents the third quartile (top 25%), ranked by performance of the Fidelity Peer Group. The 25<sup>th</sup> percentile represents the first quartile (bottom 25%), ranked by performance of the Fidelity Peer Group.
- (2) Calculated for the three month period ended March 31, 2012.
- (3) Calculated for the twelve month period ended March 31, 2012.
- (4) Calculated based upon the closing price and earnings estimates as of July 18, 2012.

*Selected Transaction Analysis:* Macquarie reviewed publicly available information related to (i) transactions involving banks in Pennsylvania, West Virginia and Ohio greater than \$20 million in transaction value since 2010 where the Texas Ratio was less than 100% and (ii) all transactions since 2010 where the transaction value was between \$50 million and \$1.5 billion and the target was in the Midatlantic or Northeast regions with a Texas Ratio less than 100%. The Texas Ratio is a commonly accepted methodology for analyzing the strength of the bank and is calculated by taking a bank's non-performing assets and loans, as well as loans delinquent for more than 90 days, and dividing this number by the bank's tangible capital equity plus its loan loss reserves. The transactions included in this analysis were:

Announcement Date	Acquiror	Acquired Company
6/14/2012	Investors Bancorp, Inc.	Marathon Banking Corporation
5/31/2012	Berkshire Hills Bancorp, Inc.	Beacon Federal Bancorp, Inc.
5/30/2012	United Financial Bancorp, Inc.	New England Bancshares, Inc.
4/30/2012	Independent Bank Corp.	Central Bancorp, Inc.
3/29/2012	S&T Bancorp, Inc.	Gateway Bank of Pennsylvania
1/25/2012	Tompkins Financial Corporation	VIST Financial Corp.
12/5/2011	Beneficial Mutual Bancorp, Inc. (MHC)	SE Financial Corp.
9/14/2011	S&T Bancorp, Inc.	Mainline Bancorp, Inc.
6/20/2011	Susquehanna Bancshares, Inc.	Tower Bancorp, Inc.
6/15/2011	F.N.B. Corporation	Parkvale Financial Corporation
6/2/2011	BankUnited, Inc.	Herald National Bank
4/28/2011	Valley National Bancorp	State Bancorp, Inc.
4/19/2011	Brookline Bancorp, Inc.	Bancorp Rhode Island, Inc.
1/26/2011	Susquehanna Bancshares, Inc.	Abington Bancorp, Inc.
1/20/2011	People's United Financial, Inc.	Danvers Bancorp, Inc.
12/21/2010	Berkshire Hills Bancorp, Inc.	Legacy Bancorp, Inc.
12/15/2010	United Bankshares, Inc.	Centra Financial Holdings, Inc.
12/14/2010	Norwood Financial Corp.	North Penn Bancorp, Inc.
10/22/2010	Community Bank System, Inc.	Wilber Corporation
10/12/2010	Berkshire Hills Bancorp, Inc.	Rome Bancorp, Inc.
8/18/2010	First Niagara Financial Group, Inc.	NewAlliance Bancshares, Inc.
8/9/2010	F.N.B. Corporation	Comm Bancorp, Inc.
7/15/2010	People's United Financial, Inc.	LSB Corporation
6/28/2010	Eastern Bank Corporation	Wainwright Bank & Trust Company
5/25/2010	Kearny Financial Corp. (MHC)	Central Jersey Bancorp
4/19/2010	Donegal Financial Services Corp.	Union National Financial Corporation

For each precedent transaction, Macquarie derived and compared, among other things, the implied ratio of price per common share paid for by the acquired company to tangible book value per share of the acquired company based on the latest financial statements of the company publicly available prior to the announcement of the acquisition and book value per share of the acquired company based on the latest financial statements of the company publicly available prior to the announcement of the merger. Additionally, for each precedent transaction, Macquarie derived and compared the premium paid in aggregate consideration over tangible book value to core deposits which were defined as total deposits less jumbo CDs.

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Transaction multiples for the merger were derived from the \$22.50 per share transaction value based on (i) WesBanco's average price of \$21.75 for the 15 days prior to the signing of the merger agreement and (ii) financial data as of March 31, 2012 for Fidelity. Macquarie then compared these results with announced multiples for the selected transactions. The selected transaction analysis was also highly influenced by S&T Bancorp's acquisition of Gateway Bank of Pennsylvania and F.N.B Corporation's acquisition of Parkvale Financial Corporation, the two most recent transactions involving a target that competes in Fidelity Bancorp's deposit markets. The results of this analysis are set forth in the following table:

	WesBanco / Fidelity (1)	Selected Multiple High (2)	Selected Multiple Low (3)	S&T Bancorp/ Gateway Bank of PA	F.N.B Corp/ Parkvale Financial Corp
Price/Tangible Book Value	1.62x	2.0x	1.4x	1.4x	2.0x
Price/ Book Value	1.53x	1.4x	1.3x	1.4x	1.4x
Core Deposit Premium	6.60%	10.2%	6.1%	10.2%	5.2%

(1) Calculated for the three month period ended March 31, 2012.

(2) Represents the higher value of either S&T Bancorp, Inc.'s acquisition of Gateway Bank of Pennsylvania or F.N.B. Corporation's acquisition of Parkvale Financial Corporation.

(3) Calculated by taking the median of the selected precedent transactions.

No company or transaction used as a comparison in the above analysis is identical to WesBanco, Fidelity, or the proposed merger. Accordingly, an analysis of these results is not mathematical. Rather, it involves complex considerations and judgments concerning differences in financial and operating characteristics of the companies.

*Discounted Cash Flow Analysis:* Macquarie performed a discounted cash flow analysis to estimate a range for the implied equity value per share of Fidelity common stock. In this analysis, Macquarie assumed discount rates ranging from 11.0% to 13.0% to derive (i) the present value of the estimated free cash flows that Fidelity could generate over the period beginning December 2012 and ending in December 2017 and (ii) the present value of Fidelity's terminal value at the end of 2017. Terminal values for Fidelity were calculated based on a range of 11.0x to 13.0x estimated 2018 earnings per share. Macquarie analyzed three discounted cash flow scenarios based on three different forecasts for Fidelity provided by Fidelity management and adjusted based on guidance from WesBanco management, both with and without synergies and earnings adjustments from the merger:

*Standalone Projections:* In the first scenario, Macquarie computed the net present value of Fidelity using standalone projections based on the budget provided by Fidelity management and adjusted based on guidance from WesBanco management. Based on this analysis, Macquarie derived a range of implied equity values per share of Fidelity common stock of \$12.91 to \$14.80.

*Pro Forma Projections Without Synergies:* In the second scenario, Macquarie computed the net present value of Fidelity by adjusting the Standalone Projections to include certain restructuring charges anticipated by WesBanco to result from the merger. The adjustments also included certain purchase adjustments to fair value to Fidelity's assets and liabilities and their accretion and amortization based on guidance from WesBanco. Based on this analysis, Macquarie derived a range of implied equity values per share of Fidelity common stock of \$10.69 to \$12.57.

*Pro Forma Projections With Synergies:* In the third scenario, Macquarie computed the net present value of Fidelity by adjusting the Pro Forma Projections discussed in the second scenario to include certain expenses and cost savings forecasted as a result of the merger and other synergies based on guidance from WesBanco. Based on this analysis, Macquarie derived a range of implied equity values per share of Fidelity common stock of \$22.99 to \$26.31.

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## Implied Fidelity Equity Value per Share Range

	Standalone Projections	Pro Forma Projections Without Synergies	Pro Forma Projections With Synergies
Low	\$ 12.91	\$ 10.69	\$ 22.99
High	\$ 14.80	\$ 12.57	\$ 26.31

The discounted cash flow analysis is a widely used valuation methodology, but the results of such methodology are highly dependent on the assumptions that must be made, including asset and earnings growth rates, terminal values, dividend payout rates, and discount rates. The analysis did not purport to be indicative of the actual values or expected values of Fidelity common stock.

*Forecasted Pro Forma Financial Analysis:* Macquarie analyzed the estimated financial impact of the merger on WesBanco's 2013, 2014, and 2015 estimated earnings per share. For both WesBanco and Fidelity, Macquarie used earnings estimates based on projections provided by management of each company, respectively. In addition, Macquarie assumed that the merger will result in cost savings equal to management's estimates. Based on its analysis, Macquarie determined that the merger would be accretive to WesBanco's earnings per share in 2013, excluding restructuring charges and merger-related expenses.

Furthermore, the analysis indicated that WesBanco's Leverage Ratio, Tier 1 Risk-Based Capital Ratio, and Total Risk-Based Capital Ratio would all remain above regulatory minimums for well capitalized institutions. This analysis was based on internal projections provided by WesBanco's and Fidelity's senior management teams. For all of the above analysis, the actual results achieved by WesBanco following the merger may vary from the projected results, and the variations may be material.

WesBanco's Board of Directors selected Macquarie as its financial advisor because Macquarie is an internationally recognized investment banking firm that has substantial experience in transactions similar to the transactions contemplated by the merger agreement. Pursuant to a letter agreement dated as of June 22, 2012, WesBanco engaged Macquarie to act as its financial advisor in connection with the contemplated transaction. Pursuant to the terms of this engagement letter, WesBanco has agreed to pay Macquarie a transaction fee of \$750,000, a significant portion of which is contingent upon the consummation of the merger. In addition, WesBanco has agreed to reimburse certain of Macquarie's expenses and to indemnify Macquarie against certain liabilities arising out of its engagement. In the ordinary course of business, Macquarie or its affiliates may actively trade in the debt and equity securities, or options on securities, of WesBanco or any other company that may be involved in the merger, for its own account and for the accounts of its customers and, accordingly, may at any time hold a long or short position in such securities. In addition, Macquarie and its affiliates may have in the past provided, may be currently providing and in the future may provide, financial advisory services to WesBanco, Fidelity or their respective affiliates, for which Macquarie or such affiliates have received, and would expect to receive, compensation. Specifically, in the past two years, Macquarie served as a financial advisor to WesBanco in relation to its bid to acquire another financial institution, receiving an aggregate amount of \$59,295.64 from WesBanco for such services.

**Interests of Certain Persons in the Merger**

In considering the recommendation of the Fidelity board of directors with respect to the merger agreement, Fidelity shareholders should be aware that certain persons, including some of the directors and executive officers of Fidelity, have interests in the merger that are in addition to their interests as shareholders of Fidelity generally. The Fidelity board of directors was aware of these interests as well as others and considered them in adopting the merger agreement and the transactions contemplated thereby. As described in more detail below, these interests include certain payments and benefits that may be provided to the executive officers upon completion of the merger, including enhanced cash severance and continued medical, life and disability insurance benefits. The

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dates and share prices used below to quantify these interests have been selected for illustrative purposes only. They do not necessarily reflect the dates on which certain events will occur and do not represent a projection about the future value of Fidelity common stock.

*Cash Payment for Outstanding Options.* Under the terms of the merger agreement, all Fidelity stock options that are outstanding and unexercised at the time of the merger, whether or not vested, will be cancelled, and in lieu thereof the holders of such options will be paid in cash an amount equal to the product of (i) the number of shares of Fidelity common stock subject to such option at the closing and (ii) an amount equal to the excess, if any, of \$22.50 over the exercise price per share of such option, net of any cash which must be withheld under federal and state income and employment tax requirements.

*Acceleration of Vesting of Restricted Stock Awards.* Under the terms of the merger agreement, unless any shares of Fidelity TARP Preferred Stock are held by the U.S. Treasury at the time of completion of the merger, each outstanding share of Fidelity restricted stock that is outstanding immediately prior to the completion of the merger, will vest in full immediately upon completion of the merger and will be converted into the right to receive \$22.50 per share, without interest, subject to applicable tax withholding. Mr. Spencer holds 5,647 restricted stock shares as of the date of this proxy statement/prospectus which will become vested as a result of the merger. For information on the alternative treatment of Mr. Spencer's restricted stock in the event the U.S. Treasury holds Fidelity TARP Preferred Stock at the completion of the merger, please see Proposal No. 1 Proposal to Adopt the Merger Agreement Treatment of Fidelity Restricted Stock beginning on page 41.

*Existing Employment Agreements.* Fidelity and Fidelity Savings Bank previously entered into employment agreements with President and Chief Executive Officer Richard G. Spencer and Executive Vice President and Chief Lending Officer Michael A. Mooney. The employment agreements have a term of 36 months. Prior to the date that is 45 days prior to the annual anniversary of the date of the agreements, the board of the directors of Fidelity shall consider all relevant factors, including the executive's performance, and if appropriate approve an extension of the term of the agreements for an additional twelve months, so that the remaining term shall be 36 months. If an agreement is not renewed, the agreement will expire two years following the anniversary date. The agreements provide for a minimum base salary of \$225,000 per year for Mr. Spencer and \$165,000 per year for Mr. Mooney, which may be increased from time to time in such amounts as may be determined by the board of directors of Fidelity. For the fiscal year ended September 30, 2011, the base salaries for Mr. Spencer and Mr. Mooney were \$239,130 and \$176,093, respectively. In addition, the executive may receive bonus payments as determined by the board of directors of Fidelity, subject to compliance with applicable law. In addition to base salaries and bonuses, the agreements provide for, among other things, insurance benefits and participation in other employee and fringe benefits applicable to executive personnel. The agreements provide for termination of the employment of the executive by Fidelity for cause at any time.

The employment agreements also provide for certain payments to the executives in the event Fidelity terminates the executive's employment during the term of the agreement for reasons other than cause, disability, retirement or death, each as defined in the agreements, or if the executive terminates his employment due to a material breach of the agreement by Fidelity and as of the date of termination no change in control of Fidelity has occurred, no written agreement which contemplates a change in control of Fidelity and which still is in effect has been entered into by Fidelity and no discussions and/or negotiations are being conducted which relate to the same. In such event, Fidelity will maintain and provide to the executive or, in the event of death, his beneficiary, severance pay in an amount equal to his base salary as of his date of termination and also, for a period of twelve months or the date of the executive's full-time employment by another employer, continued participation in all group insurance, life insurance, health and accident, disability and other employee benefit plans, programs and arrangements at no cost to the executive.

Upon a change in control of Fidelity, the executive will be entitled to an aggregate cash severance amount in a lump sum equal to 2.99 times the executive's average annual compensation included in the executive's gross income for the five taxable years ending before the date on which the date of termination occurs. In addition, the



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executive will also, for a period ending at the earlier of thirty-six months or the date of the executive's full-time employment by another employer, be entitled to continued participation in all group insurance, life insurance, health and accident, disability and other employee benefit plans, programs and arrangements at no cost to the executive. The agreements provide that the executives will have any payments reduced by the amount necessary to avoid having an excess parachute payment under Section 280G of the Code. At September 30, 2012, Messrs. Spencer and Mooney would have been entitled to payments of approximately \$706,998 and \$519,148, respectively, in the event of their termination in connection with a change in control. Fidelity, however, is prohibited from making severance payments to Messrs. Spencer and Mooney during the period in which it has received an investment under the TARP Capital Purchase Program.

*Existing Change in Control Agreements.* Fidelity Savings Bank entered into change in control agreements with Senior Vice Presidents Lisa L. Griffith, Sandra L. Lee, Anthony F. Rocco and Richard L. Barron effective January 2009. The change in control agreements provide for a term of 36 months, and may be extended by the board of directors of Fidelity Savings Bank annually on the anniversary date for an additional twelve months, so that the remaining term shall be 36 months, upon a determination and resolution of the board of directors of Fidelity Savings Bank that the performance of the employee has met the requirements and standards of the board of directors. If an agreement is not renewed, the agreement will expire two years following the anniversary date.

The change of control agreements provide for severance payments and other benefits in the event employment with Fidelity Savings Bank is (A) involuntarily terminated upon a change in control of Fidelity Savings Bank or Fidelity, absent just cause, as defined in the agreement, in connection with, or within twenty-four months after, a change in control, or (B) terminated voluntarily by the employee, for any reason, within twelve months following a change in control. A change in control is defined to include any of the following: (i) the sale of all, or a material portion, of the assets of the Fidelity Savings Bank or Fidelity, (ii) the merger or recapitalization of Fidelity Savings Bank or Fidelity, whereby Fidelity Savings Bank or Fidelity is not the surviving entity, (iii) a change in control of Fidelity Savings Bank or Fidelity, as otherwise defined or determined by the Pennsylvania Department of Banking or the Federal Reserve Board or regulations promulgated by such agencies, or (iv) the acquisition, directly or indirectly, of the beneficial ownership of 25% or more of the outstanding voting securities of Fidelity Savings Bank or Fidelity by any person, trust, entity or group. Just cause is defined to include termination because of the employee's personal dishonesty, incompetence, willful misconduct, breach of fiduciary duty involving personal profit, intentional failure to perform stated duties, willful violation of any law, rule or regulation (other than traffic violations or similar offenses) or final cease-and-desist order of an applicable banking regulator, or material breach of the agreement.

In the event of termination as described above, the employee will be paid an amount equal to two hundred percent of the taxable compensation paid to the employee by Fidelity Savings Bank during the most recently completed calendar year prior to such termination of employment or the date of change in control, whichever is greater, and be provided continued participation in Fidelity Savings Bank's medical and dental insurance plans for a period of one year. The agreements provide that the employees will have any payments reduced by the amount necessary to avoid having an excess parachute payment under Section 280G of the Code. At September 30, 2012, Ms. Griffith, Ms. Lee, Mr. Rocco and Mr. Barron would have been entitled to payments of approximately \$279,280, \$220,828, \$217,908 and \$210,774, respectively, in the event of a termination in connection with a change in control. Fidelity, however, is prohibited from making severance payments to the employees during the period in which it has received an investment under the TARP Capital Purchase Program.

*Pension Benefits.* We maintain a Supplemental Executive Retirement Plan (SERP) for selected officers, including Messrs. Spencer and Mooney and Ms. Griffith. The SERP provides the participants with a target retirement benefit at age 65 of 70% of the final projected base salary in effect at that time, reduced by estimated Social Security payments to be received and the value of the other Fidelity-sponsored retirement plans, the 401(k) Savings Plan and the ESOP. Benefits are payable for a 15-year period. The executive becomes vested and eligible for an early retirement benefit after completing 15 years of service. Mr. Spencer is currently vested in a

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normal retirement benefit of \$72,090 per annum and Mr. Mooney is currently vested and eligible for an early retirement benefit of \$41,431 per annum payable in the form of 180 monthly payments. Annual benefits payable to Messrs. Spencer and Mooney and Ms. Griffith upon their normal retirement at age 65 are \$70,000, \$84,000 and \$60,000, respectively. The SERP also provides for a lump sum payment to Ms. Griffith upon a change in control. As of September 30, 2012, the amount payable under the occurrence of a change in control to Ms. Griffith is approximately \$71,006.

*Non-Competition and Consulting Agreements.* WesBanco has offered to enter into a one-year non-competition agreement and a three-year consulting agreement with Mr. Spencer. The non-competition agreement provides that for a period of at least one year following the effective date of the merger, Mr. Spencer will not engage in any activities which compete with WesBanco. The consulting agreement provides that Mr. Spencer will provide certain consulting services to WesBanco in connection with the integration of Fidelity with WesBanco and aspects of the greater Pittsburgh, Pennsylvania market. Mr. Spencer will be paid an aggregate of \$200,000 for entering into these agreements. A similar non-compete agreement will be offered to Mr. Mooney in exchange for a payment of \$100,000.

**Summary of Golden Parachute Arrangements**

The following table sets forth the aggregate dollar value of the various elements of compensation that each named executive officer of Fidelity would receive that is based on or otherwise relates to the merger, assuming the following:

the merger closed on September 30, 2012, the last practicable date prior to the date of this proxy statement/prospectus;

the employment of Messrs. Spencer and Mooney and Ms. Griffith had been terminated without cause immediately following the closing of the merger on September 30, 2012;

the projected costs of providing continued life, health, and accident insurance coverage is based on current premiums;

WesBanco and Messrs. Spencer and Mooney and Ms. Griffith take actions to avoid any non-deductibility of payments and penalties that would be imposed by Section 280G. Pursuant to the employment agreements of Messrs. Spencer and Mooney and the change in control severance agreement of Ms. Griffith, absent these actions to avoid Section 280G implications the payments they would otherwise be entitled to would be reduced to below the Section 280G limits pursuant to the terms of those agreements; and

WesBanco and Mr. Spencer take actions to avoid non-deductibility of payments pursuant to Section 162(m) of the Code, as modified by the Emergency Economic Stabilization Act of 2008 and the American Recovery and Reinvestment Act of 2009.

Any changes in these assumptions or estimates would affect the amounts shown in the following table.

**Golden Parachute Compensation**

Name	Cash <sup>(1)</sup>	Equity <sup>(2)</sup>	Pension/ NQDC <sup>(3)</sup>	Perquisites/ Benefits <sup>(4)</sup>	Other <sup>(5)</sup>	Total <sup>(6)</sup>
Richard G. Spencer	\$ 706,998	\$ 303,140	\$ 43,346	\$ 93,698	\$ 200,000	\$ 1,347,182
Michael A. Mooney	\$ 519,148	\$ 128,303	\$ 30,264	\$ 67,770	\$ 100,000	\$ 845,485
Lisa L. Griffith	\$ 279,280	\$ 96,257	\$ 71,006	\$ 8,804	\$ 0	\$ 455,347

- (1) For Mr. Spencer and Mr. Mooney, in the event of his involuntary termination of employment or voluntary termination for good reason within 24 months following a change in control transaction, each will receive a



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cash payout equal to 2.99 times his five year average taxable compensation. For Ms. Griffith, the severance amount is equal to 2 times her taxable compensation for the most recently-completed calendar year. If the merger closes during 2012, such cash payout is estimated as set forth in this column, subject to adjustment based upon certain restrictions and limitations in accordance with Section 280G of the Code.

- (2) Includes Restricted Stock awards which will accelerate vesting upon a change in control: Spencer 5,647 shares. This column assumes that such shares will be cashed out at \$22.50 per share at the merger closing. This column also includes payments in cancellation of stock options equal to the difference of \$22.50 and the option exercise price for total option cancellation payments of: Spencer \$176,083, Mooney \$128,303 and Griffith \$96,257.
- (3) Mr. Spencer and Mr. Mooney are eligible to receive retirement benefits under the Fidelity Salary Continuation Plan upon termination of employment at any time. There is no acceleration of vesting with respect to the merger transaction. Retirement benefits will be paid in the form of 180 monthly payments at the rate of \$72,090 per annum for Mr. Spencer and \$41,431 per annum for Mr. Mooney following termination of employment assumed to be at December 31, 2012.

For Ms. Griffith, assuming a termination of employment related to a change in control transaction as of December 31, 2012, the accelerated vesting of the retirement benefit is equal to a one-time lump-sum payment of \$71,006.

In addition, for Mr. Spencer and Mr. Mooney, retirement income enhancements in accordance with the terms of their employment agreements will be three years of continued benefits under the ESOP and 401(k) Plan as follows:

	ESOP	401(k)
Richard G. Spencer	\$ 22,417	\$ 20,929
Michael A. Mooney	16,667	13,597

- (4) For Ms. Griffith, represents the cost of continuation of medical and dental benefits for 18 months. For Mr. Spencer and Mr. Mooney, both are eligible to receive continued participation in all group insurance, life insurance, health and accident, disability and other employee plans, programs and arrangements (other than stock options and restricted stock plans) for a period of thirty-six months following termination of employment following a change in control. The 36 month cost for such benefit plan continuations are as follows.

	Club Dues	Health	Dental	Vision	LTD	Group Life	Supplemental Medical
Richard G. Spencer	\$ 17,685	\$ 46,871	\$ 2,031	\$ 570	\$ 1,584	\$ 1,944	\$ 23,013
Michael A. Mooney		46,871	2,031	570	1,584	1,944	14,770

- (5) Includes payments to Mr. Spencer of \$200,000 from WesBanco related to entering into a three-year consulting agreement with WesBanco and a non-competition agreement for the period of one year following the completion of the merger and a payment to Mr. Mooney of \$100,000 for a similar non-competition agreement. In addition, Mr. Spencer and Mr. Mooney are each vested in a post-retirement life insurance benefit of \$400,000 and \$300,000, respectively, plus they each shall receive payment annually equal to the taxes due by them attributable to such insurance benefit. This benefit is not related to a change in control transaction.
- (6) The total amount payable to each listed individual is subject to reduction in the event that such amount detailed as payable as cash in accordance with the respective employment agreement or change in control severance agreement is reduced based upon certain restrictions and limitations in accordance with Section 280G of the Internal Revenue Code.

*Employee Severance Benefits.* Pursuant to the merger agreement, WesBanco has agreed to use commercially reasonable efforts to continue the employment of at least a majority of the employees of Fidelity and its subsidiaries after the merger. Any employees who are not offered the opportunity to continue as employees after

the merger or who are terminated without cause within one year after the effective time of the merger, in the case

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of (1) and (3) below, or who are terminated without cause within ninety (90) calendar days after the effective time of the merger, in the case of (2) below, will be entitled to receive:

- (1) severance payments based on the number of years worked and the employee's weekly rate of pay;
- (2) certain outplacement consultation services at a cost not to exceed \$1,500 per employee; and/or
- (3) accrued benefits, including vacation pay, through the date of termination of employment.

*Board of Directors Appointments.* Pursuant to the merger agreement, Richard G. Spencer, Fidelity's President and Chief Executive Officer, will be appointed to the board of directors of WesBanco. Mr. Spencer will serve until the next meeting of WesBanco's shareholders and will be nominated for election to the WesBanco board at that shareholder meeting and subsequent shareholder meetings until he has served a three-year term. In addition, each member of the Fidelity board of directors at the effective time of the merger, will be appointed to a newly-created advisory board for WesBanco Bank for the greater Pittsburgh, Pennsylvania market. Each advisory board member will serve for at least one year and, except for Mr. Spencer, will receive the same annual compensation they received for service on the Fidelity board of directors for the fiscal year ended September 30, 2011. In the event a vacancy should arise on the WesBanco board of directors within one year after the effective time of the merger, WesBanco will consider for nomination, but not be obligated to nominate, a member of the greater Pittsburgh advisory board.

*Indemnification.* WesBanco has agreed that it will, following the effective time of the merger for a period of six years, indemnify, defend, and hold harmless the current and former directors and officers of Fidelity against all costs, expenses, claims, damages, or liabilities arising out of actions or omissions occurring at or prior to the effective time of the merger to the fullest extent permitted by applicable law, including provisions relating to advances of expenses. The merger agreement further provides that WesBanco will obtain six years of extended liability insurance to provide for continued coverage of Fidelity's directors and officers with respect to matters occurring prior to the effective time of the merger, subject to a cap that limits the amount that WesBanco must expend for such liability insurance to no more than an aggregate of \$100,000.

*Ownership by Fidelity Officers and Directors.* As of the record date, directors and officers of Fidelity beneficially owned, in the aggregate, 520,820 shares of Fidelity common stock, including options, representing approximately 16.01% of the outstanding shares of Fidelity common stock. Directors and officers of Fidelity will be treated the same as other Fidelity shareholders.

**Regulatory Approvals**

Completion of the merger and the bank merger are each subject to certain federal and state bank regulatory agency filings and approvals. WesBanco and Fidelity cannot complete the merger and the bank merger unless and until WesBanco and Fidelity receive all necessary prior approvals from the applicable bank regulatory authorities. WesBanco and Fidelity have agreed to use their best efforts to obtain all such necessary prior approvals required to consummate the transactions contemplated by the merger agreement. Neither WesBanco nor Fidelity can predict whether or when WesBanco and Fidelity will obtain the required regulatory approvals, waivers or exemptions necessary for the merger of WesBanco with Fidelity and the merger of WesBanco Bank with Fidelity Savings Bank.

*Federal Deposit Insurance Corporation.* The bank merger is subject to the approval by the Federal Deposit Insurance Corporation (FDIC) under the Bank Merger Act. In granting its approval under the Bank Merger Act, the FDIC must consider, among other factors, the competitive effect of the merger, the managerial and financial resources and future prospects of the merging banks, the effect of the merger on the convenience and needs of the communities to be served, including the records of performance of the merging banks in meeting the credit needs of the communities under the Community Reinvestment Act, the effectiveness of the merging banks

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in combating money laundering activities, and the risk that would be posed by the merger to the stability of the United States banking or financial system. Applicable regulations require publication of notice of the application and an opportunity for the public to comment on the application in writing. WesBanco filed the requisite bank merger application with the FDIC on August 17, 2012.

The bank merger (the completion of which is not a condition to the merger) may not be consummated until 30 days after the approval of the FDIC (or such shorter period as the FDIC may prescribe with the concurrence of the United States Department of Justice, but not less than 15 days), during which time the Department of Justice may challenge the bank merger on antitrust grounds.

*Federal Reserve Board.* The merger requires the approval of the Federal Reserve Board pursuant to the Bank Holding Company Act of 1956, as amended, unless the Federal Reserve Board is willing to grant a waiver pursuant to its regulations allowing for such waivers. WesBanco intends to file a request for such waiver and believes that the transaction qualifies for such a waiver procedure. If a waiver is not received, the Federal Reserve Board will also consider factors such as financial and managerial resources, future prospects, the convenience and needs of the community and competitive factors. In such case, the merger may not be consummated until 30 days after the approval of the Federal Reserve Board (or such shorter period as the Federal Reserve Board may prescribe with the concurrence of the United States Department of Justice, but not less than 15 days), during which time the Department of Justice may challenge the merger on antitrust grounds.

The commencement of an antitrust action by the Department of Justice would stay the effectiveness of the Federal Reserve Board or FDIC approval, as the case may be, unless a court specifically orders otherwise. In reviewing the merger and the bank merger, the Department of Justice could analyze the merger's effect on competition differently than the Federal Reserve Board and the FDIC, and it is possible that the Department of Justice could reach a different conclusion than the applicable banking regulator regarding the merger's (or the bank merger's) competitive effects.

*West Virginia Division of Financial Institutions.* Both the merger and the bank merger require the approval of the West Virginia Division of Financial Institutions. WesBanco filed the requisite application for approval of the merger and the bank merger with the West Virginia Division of Financial Institutions and received such approval by an Order dated October 1, 2012.

*Pennsylvania Department of Banking.* The merger also requires the approval of the Pennsylvania Department of Banking under the Pennsylvania Banking Code of 1965. WesBanco filed the requisite application for approval of the merger with the Pennsylvania Department of Banking and received such approval by a letter dated October 4, 2012.

*Other Requisite Approvals, Notices and Consents.* The prior written approval of the Pennsylvania Department of Banking is not required for the bank merger because the resulting institution will be a West Virginia banking corporation. Pennsylvania law does require WesBanco to provide certain notice and documents to the Pennsylvania Department of Banking regarding the proposed bank merger. WesBanco provided this notice and documentation to the Pennsylvania Department of Banking on August 17, 2012.

Neither Fidelity nor WesBanco is aware of any other regulatory approvals required for completion of the merger other than approvals we describe above. Should WesBanco or Fidelity require any other approvals, Fidelity and WesBanco presently contemplate both of us would seek to obtain such approvals. There can be no assurance, however, that WesBanco and Fidelity can obtain any other approvals, if required.

There can be no assurance that the regulatory authorities described above will approve the merger or the bank merger, and if such mergers are approved, there can be no assurance as to the date on which WesBanco and Fidelity will receive such approvals. The mergers cannot proceed in the absence of the receipt of all requisite regulatory approvals.

The approval of any application merely implies the satisfaction of regulatory criteria for approval. Any such approval does not include review of the merger from the standpoint of the adequacy of the merger consideration

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our shareholders will receive upon the merger. Further, regulatory approvals do not constitute an endorsement or recommendation of the merger.

### **No Dissenter's Rights for Holders of Shares of Fidelity Common Stock**

Under Pennsylvania law, holders of a corporation's common stock are not entitled to exercise dissenters' rights if shares of the corporation are registered on a national securities exchange, designated as a national market system security on an interdealer quotation system by the Financial Industry Regulatory Authority or held beneficially or of record by more than 2,000 persons. Consequently, because Fidelity's common stock is currently listed on Nasdaq Global Market, Fidelity shareholders will not have the right to exercise dissenters' rights. If the merger agreement is adopted and the merger is completed, shareholders who voted against the adoption of the merger agreement will be treated the same as shareholders who voted for the adoption of the merger agreement and their shares will automatically be converted into the right to receive the merger consideration. Therefore, if you own shares of Fidelity common stock on the record date but you are against the merger, you may vote against adoption of the merger agreement but you may not exercise dissenter's rights for your shares.

The holders of the Fidelity TARP Preferred Stock will not be entitled to vote on any of the proposals at the special meeting. However, under Pennsylvania law, because the holders of the Fidelity TARP Preferred Stock are not entitled to vote those shares, those holders will be given dissenter's rights with respect to their shares of Fidelity TARP Preferred Stock.

### **Delisting and Deregistration of Fidelity Common Stock Following the Merger**

If the merger is completed, Fidelity common stock will be delisted from the Nasdaq Global Market and will be deregistered under the Securities Exchange Act of 1934, as amended.

### **Management Following the Merger**

Each of the current directors and executive officers of WesBanco will continue to serve in those capacities following the merger. For information as to their identities, backgrounds, compensation and certain other matters relating to WesBanco's directors and executive officers, please refer to WesBanco's proxy statement for its 2012 annual meeting of shareholders, which is incorporated by reference herein. See [Where You Can Find More Information about WesBanco and Fidelity](#). In addition, Richard G. Spencer, the President and Chief Executive Officer of Fidelity will join the WesBanco board of directors. Mr. Spencer was appointed Chief Executive Officer of Fidelity and Fidelity Savings Bank on January 1, 2003. Since January 1, 2001, he had served as President and Chief Operating Officer. Prior to January 1, 2001, Mr. Spencer served as Chief Financial Officer and Treasurer of Fidelity and Fidelity Savings Bank.

### **Litigation Related to the Merger**

On October 18, 2012, Mordechai Nagel, a purported shareholder of Fidelity, filed a purported shareholder class and derivative action in the Court of Common Pleas of Allegheny County, Pennsylvania, Civil Action Case No. 12-019908. The lawsuit names as defendants each of the current members of Fidelity's board of directors (the Director Defendants), WesBanco and Fidelity. The complaint alleges, among other things, that the Director Defendants breached their fiduciary duties as a result of the price and certain other terms of the merger agreed to by Fidelity. The lawsuit also claims that the Director Defendants breached their fiduciary duties because the registration statement on Form S-4 filed by WesBanco with the SEC on September 14, 2012, allegedly contained misstatements and omitted information material to the merger and to a decision by Fidelity's shareholders on the merger. The lawsuit also alleges that WesBanco aided and abetted the Director Defendants' alleged breaches of fiduciary duties. The lawsuit seeks, among other things, an injunction against WesBanco's acquisition of Fidelity, as well as the payment of the fees and expenses of the plaintiffs' attorneys. WesBanco and Fidelity each believe that all of the allegations are without merit and intend to vigorously defend themselves against the allegations in this complaint.

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### **Accounting Treatment**

WesBanco will account for the merger as an acquisition, as that term is used under U.S. generally accepted accounting principles ( GAAP ), for accounting and financial reporting purposes. Under acquisition accounting, our assets, including identifiable intangible assets, and liabilities, including executory contracts and other commitments, as of the effective time of the merger will be recorded at their respective fair values and added to the balance sheet of WesBanco. Any excess of the purchase price over the fair values will be recorded as goodwill. Financial statements of WesBanco issued after the merger will include these fair values and our results of operations from the effective time of the merger.

### **Material U.S. Federal Income Tax Consequences of the Merger**

The following discussion addresses the material United States federal income tax consequences of the merger to holders of Fidelity common stock. The discussion is based on the Code, Treasury regulations promulgated thereunder, administrative rulings and practice, and judicial decisions, all as currently in effect and all of which are subject to change (possibly with retroactive effect) and to differing interpretations. This discussion applies only to Fidelity shareholders that hold their Fidelity common stock as a capital asset within the meaning of Section 1221 of the Code. This discussion does not address all aspects of United States federal taxation that may be relevant to a particular shareholder in light of its personal circumstances or to shareholders subject to special treatment under the United States federal income tax laws, including:

banks, financial institutions or trusts,

tax-exempt organizations,

insurance companies,

dealers in securities or foreign currency,

traders in securities who elect to apply a mark-to-market method of accounting,

pass-through entities and investors in such entities,

foreign persons,

shareholders who received their Fidelity common stock through the exercise of employee stock options or holders of options to acquire Fidelity common stock who receive such options, in each case, through a tax-qualified retirement plan or otherwise as compensation, and

shareholders who hold Fidelity common stock as part of a hedge, straddle, constructive sale, conversion transaction or other integrated investment.

In addition, the discussion does not address any alternative minimum tax or any state, local or foreign tax consequences of the merger.

**Each holder of Fidelity common stock should consult its tax advisor with respect to the particular tax consequences of the merger to such holder.**



## Edgar Filing: WESBANCO INC - Form 424B3

The merger is conditioned upon receipt at closing by Fidelity of a legal opinion from Spidi & Fisch, PC, tax counsel to Fidelity, and upon receipt at closing by WesBanco of a legal opinion from K&L Gates LLP, tax counsel to WesBanco, in each case, to the effect that the merger will be treated as a reorganization within the meaning of Section 368(a) of the Code. Neither of these opinions is binding on the Internal Revenue Service or the courts, and neither Fidelity nor WesBanco intends to request a ruling from the Internal Revenue Service regarding the United States federal income tax consequences of the merger. Consequently, no assurance can be given that the Internal Revenue Service will not assert, or that a court would not sustain, a position contrary to any of those set forth below.

The opinions of K&L Gates LLP and Spidi & Fisch, PC will rely on certain assumptions that customarily are made with respect to transactions of this kind. The opinions also will rely on certain factual representations

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contained in officers' certificates of Fidelity and WesBanco. K&L Gates LLP and Spidi & Fisch, PC will assume such representations to be true, correct and complete. If any such representation cannot be made on the effective date of the merger, or any such representation or assumption is incorrect, then K&L Gates LLP and Spidi & Fisch, PC may be unable to render the opinions upon which the closing is conditioned.

The remainder of this discussion assumes that the merger will qualify as a reorganization within the meaning of Section 368(a) of the Code, in which case neither WesBanco nor Fidelity will recognize any gain or loss as a result of the merger.

*Receipt of WesBanco Common Stock and Cash*

**Gain But No Loss.** A Fidelity shareholder will recognize gain, but not loss, in an amount equal to the lesser of:

the amount of gain realized with respect to the Fidelity common stock surrendered in the exchange; and

the amount of cash received (other than cash received in lieu of a fractional share of WesBanco common stock, which will be taxed as discussed below under *Cash Received in Lieu of a Fractional Share of WesBanco Common Stock* ).

The amount of gain realized with respect to the Fidelity common stock exchanged will equal the excess, if any, of:

the sum of the cash received plus the fair market value of WesBanco common stock received over

the Fidelity shareholder's adjusted tax basis in such Fidelity common stock.

For this purpose, gain or loss must be calculated separately for each identifiable block of shares of Fidelity common stock surrendered in the merger, and a loss realized on one block of shares may not be used to offset a gain realized on another block of shares. Holders should consult their tax advisors regarding the manner in which cash and shares of WesBanco common stock should be allocated among different blocks of their Fidelity common stock surrendered in the merger.

For purposes of determining the character of this gain, such Fidelity shareholder will be treated as having received only WesBanco common stock in exchange for such shareholder's Fidelity common stock, and as having immediately redeemed a portion of such WesBanco common stock for the cash received. Unless this deemed redemption is treated as a dividend (as described below in *Possible Treatment of Cash as a Dividend* ) to the extent of such shareholder's ratable share of accumulated earnings and profits of Fidelity, the gain will be capital gain if the Fidelity common stock is held by such shareholder as a capital asset at the time of the merger. Any capital gain will be long-term capital gain if, as of the date of the exchange, the holding period for such Fidelity common stock is more than one year.

**Tax Basis.** The aggregate adjusted tax basis of WesBanco common stock received in the merger generally will be equal to the aggregate adjusted tax basis of the shares of Fidelity common stock surrendered in the merger, reduced by the amount of cash received by the holder in the merger (excluding any cash received instead of a fractional share), and increased by the amount of gain recognized by the holder in the merger (including any portion of the gain that is treated as a dividend, as described below under *Possible Treatment of Cash as a Dividend*, but excluding any gain or loss resulting from the deemed issuance and redemption of fractional shares as described below under *Cash Received in Lieu of a Fractional Share of WesBanco Common Stock* ).

**Holding Period.** The holding period of WesBanco common stock received in the merger will include the holding period of the Fidelity common stock exchanged therefor.

**Possible Treatment of Cash as a Dividend.** For purposes of this determination, the holder of Fidelity common stock is treated as if it first exchanged all of its shares of Fidelity common stock solely for WesBanco

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common stock and then WesBanco immediately redeemed a portion of the WesBanco common stock in exchange for the cash the holder actually received. The gain recognized in this deemed redemption will be treated as capital gain, and not as a dividend equivalent if the deemed redemption is (1) substantially disproportionate with respect to the holder or, (2) not essentially equivalent to a dividend (*i.e.*, the deemed redemption results in a meaningful reduction in the Fidelity shareholder's interest in WesBanco common stock). The exchange would be substantially disproportionate with respect to the holder if the holder's percentage interest in WesBanco common stock (including stock constructively owned by the holder) immediately after the merger is less than 80% of what the percentage interest would have been if, hypothetically, the holder had received solely WesBanco common stock in exchange for all Fidelity common stock owned or constructively owned by the holder before the merger. Whether an exchange would result in a meaningful reduction depends on the particular Fidelity shareholder's facts and circumstances. The Internal Revenue Service has ruled that a shareholder in a publicly-held corporation whose stock interest is minimal (*e.g.*, less than 1%) and who exercises no control with respect to corporate affairs can be considered to have a meaningful reduction if that shareholder has a minor reduction in its percentage stock ownership in the deemed redemption. Accordingly, the gain recognized in the deemed exchange by such a shareholder would be treated as capital gain. In determining a Fidelity shareholder's interest in WesBanco common stock, the Fidelity shareholder may be deemed to own any shares of WesBanco common stock owned, or constructively owned, by certain persons related to such Fidelity shareholder or that are subject to an option held by the Fidelity shareholder or a related person.

These rules are complex and dependent upon the specific factual circumstances particular to each Fidelity shareholder. Consequently, each holder should consult its tax advisor as to the application of these rules to the particular facts relevant to such holder. Fidelity shareholders that are corporations should consult their tax advisors regarding their eligibility for a dividends received deduction and the treatment of the dividend as an extraordinary dividend under section 1059 of the Code.

*Cash Received in Lieu of a Fractional Share of WesBanco Common Stock*

A Fidelity shareholder who receives cash instead of a fractional share of WesBanco common stock will generally be treated as having received such fractional share and then as having received such cash in redemption of that fractional share by WesBanco. Unless the receipt of such cash is treated as a dividend under the principles discussed above under Possible Treatment of Cash as a Dividend, a Fidelity shareholder generally will recognize gain or loss equal to the difference between the amount of cash received and the Fidelity shareholder's portion of such shareholder's aggregate adjusted tax basis of the shares of Fidelity common stock exchanged in the merger which is allocable to the fractional share. Such gain or loss will be long-term capital gain or loss if, as of the effective date of the merger, the holding period for such shares is more than one year.

*Backup Withholding*

Backup withholding at a 28% rate will generally apply to merger consideration that includes cash if the exchanging Fidelity shareholder fails to properly certify that it is not subject to backup withholding, generally on Internal Revenue Service Form W-9. Certain holders, including, among others, United States corporations, are not subject to backup withholding, but they may still need to furnish a Form W-9 or otherwise establish an exemption. Any amounts withheld from payments to a Fidelity shareholder under the backup withholding rules are not additional taxes and will be allowed as a refund or credit against the shareholder's United States federal income tax liability, provided that the required information is timely furnished to the Internal Revenue Service.

**The foregoing discussion is intended only as a summary and does not purport to be a complete analysis or listing of all potential United States federal income tax consequences of the merger. You are urged to consult your tax advisors concerning the United States federal, state, local and foreign tax consequences of the merger to you.**

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### **Conduct of Business Prior to the Merger**

Pursuant to the merger agreement, Fidelity and WesBanco have agreed that, until the merger becomes effective or the merger agreement is terminated, whichever occurs first, each will, among other things and with some exceptions:

except for the use of information in preparing this proxy statement/prospectus and in connection with other required governmental filings, hold all information relating to the transactions contemplated by the merger agreement in the strictest confidence and not use or disclose any of such information except after such information (A) otherwise is or becomes generally available to the public, (B) was already known to the party receiving the information on a nonconfidential basis prior to the disclosure or (C) is subsequently disclosed to the party receiving the information on a nonconfidential basis by a third party having no obligation of confidentiality to the party disclosing the Information;

use its best efforts to take, or cause to be taken, all necessary actions required to consummate the transactions contemplated by the merger agreement;

take all necessary steps to exempt the merger agreement and the merger from applicable anti-takeover laws and assist the other party in any challenge of the validity, or applicability to the merger, of any such law;

not make any press release or other public announcement concerning the transactions contemplated by the merger agreement without the consent of the other party, except to the extent that such press release or public announcement may be required by law;

cooperate in furnishing information for the preparation and filing of the proxy statement/prospectus;

cooperate and use its best efforts to prepare all documentation, to timely effect all filings and to obtain all permits, consents, approvals and authorizations of all third parties and governmental and regulatory authorities which are necessary to consummate the transactions contemplated in the merger agreement;

to the extent practicable, each will consult with the other, in each case subject to applicable laws relating to the exchange of information, with respect to, and shall be provided in advance so as to reasonably exercise its right to review in advance, all material written information submitted to any third party or any governmental or regulatory authority in connection with the transactions contemplated by the merger agreement;

consult with the other party with respect to the obtaining of all material permits, consents, approvals and authorizations of all third parties and governmental and regulatory authorities necessary or advisable to consummate the transactions contemplated by the merger agreement and each party will keep the other apprised of the status of material matters relating to completion of the transactions contemplated by the merger agreement;

upon request, furnish the other party with all information concerning itself, its subsidiaries, directors, officers and shareholders and such other matters as may be reasonably necessary or advisable in connection with any filing, notice or application made by or on behalf of such other party or of its subsidiaries to any third party or governmental or regulatory authority;

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not (A) knowingly take any action that would, or would be reasonably likely to, prevent or impede the merger from qualifying as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986; or (B) knowingly take any action that is intended or is reasonably likely to result in (i) any of its representations and warranties set forth in the merger agreement being or becoming untrue in any material respect, (ii) any of the conditions of the merger, as set forth in the merger agreement, not being satisfied, or (iii) a material violation of any provision of the merger agreement, except, in each case, as may be required by applicable law;

promptly shall notify the other party in writing if the party becomes aware of any fact or condition that (A) causes or constitutes a breach in any material respect of any of such party's representations and warranties or (B) would (except as expressly contemplated by the merger agreement) cause or

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constitute a breach in any material respect of any such representation or warranty had such representation or warranty been made as of the time of occurrence or discovery of such fact or condition. Should any such fact or condition require any change in the breaching party's disclosure schedule, that party shall promptly deliver to the other party a supplement to its disclosure schedule specifying such change. During the same period, each party shall promptly notify the other party of (A) the occurrence of any breach in any material respect of any of the party's or its subsidiaries' covenants contained in the merger agreement, (B) the occurrence of any event that may make the satisfaction of the conditions in the merger agreement impossible or unlikely in any material respect or (C) the occurrence of any event that is reasonably likely, individually or taken with all other facts, events or circumstances known to the disclosing party, to result in a material adverse effect with respect to the disclosing party;

coordinate the payment of any dividends and the record date and payment dates relating thereto, such that Fidelity shareholders (who will become WesBanco shareholders after the merger) shall not receive two dividends, or fail to receive one dividend, from Fidelity and/or WesBanco for any single calendar quarter; and

use their respective reasonable best efforts to cause or facilitate (A) the purchase by WesBanco or one of its subsidiaries of, or (B) the repurchase or redemption by Fidelity of, (i) all of the issued and outstanding shares of Fidelity TARP Preferred Stock and, (ii) at the election of WesBanco, the Fidelity TARP Warrant from the U.S. Treasury, in each case prior to or concurrently with the effective time of the merger.

In addition, except as otherwise approved in writing by WesBanco, Fidelity has agreed that,:

it will conduct and cause each of its subsidiaries to conduct their respective businesses only in the ordinary and usual course consistent with past practice and not in a manner inconsistent with any representation or warranty contained in the merger agreement;

it will not sell, transfer, mortgage, pledge, or subject any of its material assets to a lien or other encumbrance except for (A) internal reorganizations or consolidations involving existing subsidiaries that would not be likely to present a material risk of any material delay in the receipt of any required regulatory approval, (B) securitization activities in the ordinary course of business and (C) sales of loans, participations or real estate owned in the ordinary course of business, and (D) other dispositions of assets, including subsidiaries, if the fair market value of the total consideration received therefrom does not exceed in the aggregate, \$50,000;

it will not make any capital expenditures, additions or betterments which exceed \$50,000 in the aggregate;

it will not enter into any material contract that would be reasonably likely to (A) have a material adverse effect on Fidelity, (B) materially impair Fidelity's ability to perform its obligations under the merger agreement or (C) prevent or materially delay the consummation of the transactions contemplated by the merger agreement;

it will not declare or pay any dividends or other distributions on any shares of Fidelity common stock other than (A) Fidelity's regular quarterly cash dividend for each fiscal quarter ending on or after June 30, 2012 in an amount not to exceed \$.02 per share, (B) regular quarterly cash dividends on the Fidelity TARP Preferred Stock in accordance with the terms thereof, (C) dividends from any Fidelity subsidiary and (D) in connection with and as required by the terms of the trust preferred securities issued by a Fidelity subsidiary;

it will not purchase, redeem or otherwise acquire any Fidelity capital stock other than pursuant to repurchase rights of Fidelity or certain put rights granted to employees or former employees of Fidelity pursuant to Fidelity stock option plans or pursuant to the cashless exercise of any Fidelity stock option or in settlement of any withholding obligation in connection with any Fidelity stock option plans;

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it will not issue or grant any options or other rights to acquire shares of Fidelity capital stock other than the issuance of Fidelity common stock pursuant to the exercise of existing stock options;

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it will not effect, directly or indirectly, any share split or share dividend, recapitalization, combination, exchange of shares, readjustment or other reclassification;

it will not amend its Articles of Incorporation, Bylaws or other government documents except as expressly contemplated by the merger agreement;

it will not merge or consolidate with any other person or otherwise reorganize except as permitted under the merger agreement;

it will not acquire any portion of the assets, business or properties of any other entity other than (A) by way of foreclosures, (B) acquisitions of control in a bona fide fiduciary capacity or in satisfaction of debts previously contracted in good faith, in each case in the ordinary and usual course of business consistent with past practice and (C) internal reorganizations or consolidations involving existing subsidiaries that would not be likely to present a material risk of any material delay in the receipt of any required regulatory approval;

other than in the ordinary course of business consistent with past practice and except as required by law or certain existing contractual obligations, it will not enter into, establish, adopt or amend any pension, retirement, stock option, stock purchase, savings, profit-sharing, deferred compensation, consulting, bonus, group insurance or other employee benefit, incentive or welfare contract, plan or arrangement, or any trust agreement (or similar arrangement) related thereto, in respect of any director, officer or employee of Fidelity;

with certain exceptions, it will not announce or pay any general wage or salary increase or bonus, other than normal pay increases and year-end bonuses for the 2012 fiscal year consistent with past practices and not in excess of \$200,000 in the aggregate, or enter into or amend or renew any employment, consulting, severance or similar agreements or arrangements with any officer, director or employee;

it will not incur or guarantee certain long-term indebtedness or issue long-term debt securities other than (A) in replacement of existing or maturing debt, (B) certain inter-company indebtedness of its subsidiaries, or (C) in the ordinary course of business consistent with past practice;

it will not change its accounting principles, practices or methods, other than as may be required by GAAP;

it will not change its existing deposit policy, incur deposit liabilities, other than deposit liabilities incurred in the ordinary course of business consistent with past practice, or accept any brokered deposit having a maturity longer than 365 days, other than in the ordinary course of business;

other than in accordance with existing business plans, it will not sell, purchase, enter into a lease, relocate, open or close any banking or other office, or file any application pertaining to such action with any regulatory authority;

it will not change any of its commercial or consumer loan policies in any material respect, including credit underwriting criteria, or make any material exceptions thereto, unless so required by applicable law or governmental authority;

it will not purchase or sell any mortgage loan servicing rights other than in the ordinary course of business;



it will not commence or settle any material claim, action or proceeding except settlements involving only monetary remedies in amounts, in the aggregate, that are not material;

it will not adopt a plan of complete or partial liquidation or resolutions providing for or authorizing such a liquidation or dissolution, restructuring, recapitalization or reorganization;

it will not make or change any tax election, file any amended tax return, fail to timely file any tax return, enter into any closing agreement, settle or compromise any liability with respect to taxes, agree to any adjustment of any tax attribute, file any claim for a refund of taxes, or consent to any extension or waiver of the limitation period applicable to any tax claim or assessment;

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subsequent to March 31, 2012, it will not incur impairment charges under GAAP on its portfolio of trust preferred securities (collateralized debt obligations and individual bank trust preferred securities), private label mortgage backed securities and/or bank equity securities, recorded in either non-interest income or as part of other comprehensive income, in shareholders' equity, in an amount in excess of \$3.8 million;

it will not (A) have total non-performing assets (defined as non-accrual loans, accruing troubled debt restructurings, loans past due 90 days or more and still accruing, and other real estate owned) exceeding \$32.5 million at the month end immediately prior to the effective time of the merger, excluding certain non-performing assets that have been approved for sale; and (B) have net charge-offs during the period from the date of the merger agreement to the effective time of the merger exceeding an aggregate of \$2.0 million if the effective time of the merger occurs on or before December 31, 2012; *provided, however*, that if the effective time of the merger occurs after December 31, 2012, the \$2.0 million limit will be increased by an additional \$200,000 per month until the effective time of the merger, excluding any charges taken between the date of the merger agreement and the effective time of the merger as a result of approved sales of certain non-performing assets;

it will, and will cause its subsidiaries to, use their commercially reasonable efforts to maintain and keep their respective properties and facilities in their present condition and working order, ordinary wear and tear excepted, except with respect to such properties and facilities, the loss of which would not reasonably be expected to have a material adverse effect on Fidelity;

it will, and will cause its subsidiaries to, perform all of their obligations under all agreements relating to or affecting their respective properties, rights and businesses, except where nonperformance would not have a material adverse effect on Fidelity;

it will, and will cause its subsidiaries to, use their commercially reasonable efforts to maintain and preserve their respective business organizations intact, to retain present key employees and to maintain the respective relationships of customers, suppliers and others having business relationships with them;

it will maintain its insurance at existing levels with reputable insurers and upon renewal or termination of such insurance, Fidelity and its subsidiaries will use commercially reasonable efforts to renew or replace such insurance coverage with reputable insurers, in respect of the amounts, premiums, types and risks insured or maintained on September 30, 2011;

it will, and it will cause each of its subsidiaries to, afford to WesBanco and to WesBanco's officers, employees, investment bankers, attorneys, accountants and other advisors reasonable and prompt access during normal business hours, until the merger becomes effective or the merger agreement is terminated, whichever comes first, to all their respective properties, assets, books, contracts, commitments, directors, officers, employees, attorneys, accountants, auditors, other advisors and representatives and records;

except as excluded in the merger agreement, it will, and it will cause each of its subsidiaries to, make available to WesBanco on a prompt basis (A) a copy of each report, schedule, form, statement and other document filed or received by it, until the merger becomes effective or the merger agreement is terminated, whichever comes first, pursuant to the requirements of domestic or foreign laws and (B) all other information concerning its business, properties and personnel as WesBanco may reasonably request; *provided, however*, that WesBanco shall not unreasonably interfere with Fidelity's business operations;

it will not, and will not permit any person acting on its behalf to, solicit, initiate or knowingly encourage or participate in any discussions or furnish any information or enter into any agreement or letter of intent with respect to any proposal that is reasonably likely to lead to the acquisition of (A) assets or businesses constituting 20% or more of the total consolidated revenues or assets of Fidelity and its subsidiaries or (B) 20% or more of Fidelity's common stock; provided that the Fidelity board of directors does not determine in good faith, after consulting with legal counsel, that the failure to take any such action will result in a breach of its fiduciary duties;



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it will use commercially reasonable efforts to enter into contracts for the sale of certain loans, identified by WesBanco and Fidelity in the schedules to the merger agreement, conditioned on the consummation of the merger in accordance with the merger agreement;

it will take such action as is necessary to terminate the Fidelity dividend reinvestment plan and distribute all shares of Fidelity common stock and the value of all cash held in participant s plan accounts in accordance with the terms of the dividend reinvestment plan;

it will terminate the Fidelity employee stock ownership plan effective as of the effective time of the merger and the accounts of all participants and beneficiaries in the Fidelity employee stock ownership plan as of the effective time of the merger will become fully vested; and

it will terminate the Fidelity 401(k) plan effective as of or immediately prior to the effective time of the merger and the accounts of all participants and beneficiaries in the Fidelity 401(k) plan as of the effective time of the merger will become fully vested upon termination of the Fidelity 401(k) plan.

In addition, WesBanco has further agreed that:

it will use commercially reasonable efforts to continue the employment of at least a majority of the employees of Fidelity and its subsidiaries and, for those employees whose employment is not continued, WesBanco will provide those individuals with certain benefits;

it will use commercially reasonable efforts to cause the shares of WesBanco common stock to be issued in the merger to be approved for listing on Nasdaq;

it will provide certain indemnification and related insurance for the directors and officers of Fidelity and its subsidiaries for a period of six years after the effective time of the merger;

it will cause Richard G. Spencer, President and Chief Executive Officer of Fidelity to be appointed to the board of directors of WesBanco until the next meeting of WesBanco shareholders and shall nominate Mr. Spencer for election at such meeting and until Mr. Spencer has served a full three year term on the WesBanco board of directors;

it will create an advisory board for the greater Pittsburgh, Pennsylvania market to which each director of Fidelity will be appointed for at least one year;

it will conduct, and cause its subsidiaries to conduct, its business in the ordinary and usual course consistent with past practice and will not take any action that would have a materially adverse effect on the surviving corporation without Fidelity s written consent;

it will vote all shares of Fidelity common stock and Fidelity TARP Preferred Stock (to the extent the Fidelity TARP Preferred Stock has voting rights) owned by WesBanco or for which WesBanco has voting authority as of the record date for the Fidelity special meeting in favor of adoption of the merger agreement; and

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if the Fidelity TARP Preferred Stock has not been repurchased or redeemed from the U.S. Treasury by Fidelity or WesBanco at least one calendar day prior to the effective time of the merger, WesBanco will continue the employment of certain former Fidelity management employees under the terms of their existing employment agreements and change in control agreements for a period of not less than 30 calendar days following the effective time of the merger.

### **Conditions to the Merger**

The respective obligations of Fidelity and WesBanco to effect the merger are subject to the following conditions, among others:

the adoption of the merger agreement by the shareholders of Fidelity;

the absence of any order to restrain, enjoin, or otherwise prevent the consummation of the merger entered by any court or administrative body which remains in effect on the date the merger closes;

the effectiveness of the Registration Statement on the date the merger closes;

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the absence of a pending or threatened stop order or proceedings seeking a stop order suspending the effectiveness of the Registration Statement or any amendments thereto;

the receipt of all material governmental or other consents, approvals, and permissions;

the merger will not violate any non-appealable final order, decree or judgment of any court or governmental body having competent jurisdiction;

on or before the date the merger closes, the receipt of an opinion from each party's tax counsel to the effect that for federal income tax purposes the merger will be treated as a tax-free reorganization within the meaning of Section 368(a) of the Code, and regarding certain other tax matters;

the accuracy in all material respects of the representations and warranties of the parties and the performance by the parties in all material respects of all of their obligations set forth in the merger agreement, and the receipt of a certificate from an appropriate officer certifying the foregoing; and

the shares of WesBanco common stock to be issued in the merger shall have been approved for listing on Nasdaq.

In addition to the conditions discussed above, WesBanco's obligation to consummate the merger is conditioned upon the receipt of all consents and approvals required to be obtained by WesBanco. In addition to the conditions discussed above, Fidelity's obligation to consummate the merger is conditioned upon the receipt of a certificate from the exchange agent acknowledging that the exchange agent is in possession of the aggregate merger consideration.

**Termination of the Merger Agreement**

The merger agreement may be terminated at any time prior to the closing of the merger, either before or after the special meeting of the Fidelity shareholders:

by mutual written consent of Fidelity and WesBanco;

by either Fidelity or WesBanco if the other party shall have breached any of its representations or warranties or if the other party shall have materially failed to comply with any of its covenants or agreements under the merger agreement and which breach or non-compliance is not cured within thirty calendar days of notice thereof;

by either Fidelity or WesBanco if the merger has not closed by March 31, 2013, and such failure to close is not caused by a breach of the merger agreement by the terminating party;

by either Fidelity or WesBanco if the Fidelity shareholders do not adopt the merger agreement at the Fidelity special meeting, or any adjournment thereof;

by either Fidelity or WesBanco if the governmental approvals required to consummate the merger are denied by a final non-appealable action; or

WesBanco may terminate the merger agreement:

if Fidelity's board of directors (A) modifies, qualifies, withholds or withdraws its recommendation, to its shareholders, that they should approve the merger agreement, or makes any statement, filing or release, in connection with the special meeting of the Fidelity shareholders or otherwise which is inconsistent with the Seller Recommendation, (B) breaches its obligations to call, give notice of and commence the special meeting of Fidelity shareholders, (C) approves or recommends an Acquisition Proposal (as defined below on page 80), (D) fails to publicly recommend against a publicly announced Acquisition Proposal within ten (10) business days of being requested to do so by WesBanco, (E) fails to publicly reconfirm its recommendation, to the Fidelity shareholders, that they adopt the merger agreement, within ten (10) business days of being requested to do so by WesBanco, or (F) resolves or otherwise determines to take, or announces an intention to take, any of the foregoing actions; or

if there shall have been a material breach of Fidelity's covenant not to solicit competing offers.

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In addition, Fidelity may terminate the merger agreement:

in order to enter into an agreement with respect to an unsolicited proposal that if consummated would be reasonably likely to result in a transaction more favorable to Fidelity's shareholders from a financial point of view, provided that certain other terms and conditions contained in the merger agreement are also complied with, and Fidelity pays the termination fee described below; or

if there is a substantial decline in WesBanco's stock price that is not generally experienced by comparable banks, as described in detail below.

The operation of the conditions permitting Fidelity to terminate the merger agreement based on a decrease in the market price of the WesBanco common stock reflects the parties' agreement that Fidelity shareholders will assume the risk of a decline in value of the WesBanco common stock to \$18.85 per share under any circumstances and that Fidelity shareholders will assume the risk of a more significant decline in value of WesBanco common stock unless the percentage decline from \$22.17 to the average value of WesBanco common stock during the twenty trading day period ending on the Determination Date is more than 15% greater than the percentage decrease, if any, in the closing value of the Nasdaq Bank Index from July 19, 2012 to the Determination Date. The purpose of this agreement is that a decline in the value of WesBanco's common stock which is comparable to the decline in the value of an index of comparable publicly-traded stocks is indicative of a broad-based change in market and economic conditions affecting the financial services industry generally rather than factors which affect the value of the WesBanco common stock in particular.

Specifically, Fidelity may terminate the merger agreement during the five-day period ( Election Period ) beginning on the date that is the first to occur of (A) the first date on which all required bank regulatory approvals have been received or (B) the date on which Fidelity's shareholders adopt the merger agreement (such first occurring date being the Determination Date ) if all of the following occur:

- (i) the average daily closing price of a share of WesBanco common stock during the twenty trading days ending on the Determination Date (the WesBanco Ending Price ) is less than \$18.85;
- (ii) the quotient obtained by dividing the WesBanco Ending Price by \$22.17 (the WesBanco Starting Price ) is less than the difference obtained by subtracting 0.15 from the quotient obtained by dividing the closing value of the Nasdaq Bank Index on the Determination Date by 1,797.89, which was the closing value of the Nasdaq Bank Index on July 19, 2012 (the Index Ratio );
- (iii) Fidelity notifies WesBanco in writing of Fidelity's intention to terminate the merger agreement during the Election Period; and
- (iv) WesBanco elects not to increase the exchange ratio in accordance with the formula described below within the five-day period following its receipt of notice that Fidelity intends to so terminate the merger agreement.

Even if the first two conditions described above are met, the Fidelity board of directors may elect not to terminate the merger agreement. Any decision to terminate the merger agreement will be made by the Fidelity board of directors in light of all of the circumstances existing at the time. Prior to making any decision to terminate the merger agreement, the Fidelity board of directors would consult with its financial and other advisors and would consider all financial and other information it deemed relevant to its decision, including whether the then current consideration to be received in the merger would deliver more value to Fidelity shareholders than the value that could be expected in the event Fidelity were to continue as an independent company (which would occur if the Fidelity board of directors were to elect to abandon the merger and WesBanco determined not to increase the exchange ratio). In addition, the Fidelity board of directors would consider whether, in light of market and other industry conditions at the time of such decision, the exchange ratio continued to be fair from a financial point of view to Fidelity's shareholders. If Fidelity elected not to terminate the merger agreement, which it could do without any action on the part of Fidelity shareholders, the exchange ratio of WesBanco common stock would remain 0.8275.

If each of the first two conditions set forth above were satisfied and the Fidelity board of directors elected to terminate the merger agreement, WesBanco would have the option of increasing the consideration payable to Fidelity shareholders by adjusting the exchange ratio as described below. WesBanco is under no obligation to



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adjust the exchange ratio and there can be no assurance that WesBanco would elect to adjust the exchange ratio to prevent the termination of the merger agreement. Any decision would be made by WesBanco in light of the circumstances existing at the time. If WesBanco elected to adjust the exchange ratio, Fidelity could not terminate the merger agreement as a result of the above-described circumstances.

The operation and effect of the provisions of the merger agreement dealing with a decline in the market price of WesBanco's common stock may be illustrated by the following three scenarios:

(1) One scenario is that the WesBanco Ending Price is above \$18.85. In this event, Fidelity would not have the right to terminate the merger agreement.

(2) A second scenario is that the WesBanco Ending Price is less than \$18.85 but that the percentage decline in the price of the WesBanco common stock from the initial measurement price of \$22.17 is not more than 15% greater than the percentage decline, if any, in the closing value of the Nasdaq Bank Index. Under this scenario, Fidelity would not have the right to terminate the merger agreement.

(3) A third scenario is that the WesBanco Ending Price is less than \$18.85 and the percentage decline in the price of WesBanco common stock from the initial measurement price is more than 15% greater than the decline in the closing value of the Nasdaq Bank Index. Under this scenario, Fidelity would have the right, but not the obligation, to terminate the merger agreement unless WesBanco elected to increase the exchange ratio to equal the number obtained by dividing \$18.00 by the greater of (A) \$18.85 or (B) the product obtained by multiplying \$18.85 by the Index Ratio.

If, between July 19, 2012 and the Determination Date, WesBanco declares or effects a stock dividend, reclassification, recapitalization, split-up, combination, exchange of shares or similar transaction, the prices for the common stock of WesBanco shall be appropriately adjusted for purposes of the above-discussed termination provision.

In the event of any termination of the merger agreement by either Fidelity or WesBanco as provided above, all further obligations of Fidelity and WesBanco under the merger agreement, except with respect to specified matters, will terminate.

## **Expenses**

Whether or not the merger is completed, all legal and accounting fees, and other costs and expenses incurred in connection with the merger agreement and the transactions contemplated in the merger agreement, will be paid by the party incurring such expenses. WesBanco will pay all governmental and regulatory authority fees incurred in connection with the transactions contemplated by the merger agreement.

## **Termination Fee**

The merger agreement provides that Fidelity may be required to pay a termination fee to WesBanco of \$3.2 million in the following circumstances:

If (A) WesBanco terminated the merger agreement because Fidelity's board of directors (1) has modified, qualified, withheld or withdrawn its recommendation to the Fidelity shareholders that they vote to approve the merger, or made any statement, filing or release, in connection with the special meeting of Fidelity shareholders or otherwise, that was inconsistent with such recommendation, (2) breached its obligations to call, give notice of and commence the special meeting of Fidelity shareholders, (3) approved or recommended an Acquisition Proposal, (4) failed to publicly recommend against a publicly announced Acquisition Proposal within ten business days of being requested to do so by WesBanco, (5) failed to publicly reconfirm its recommendation to the Fidelity shareholders that they vote to approve the merger within ten business days of being requested to do so by WesBanco, or (6) resolved or otherwise determined to take, or announced an intention to take, any of the foregoing actions, and (B) Fidelity consummates an Acquisition Transaction or enters into any definitive agreement with respect to an Acquisition Transaction within 12 months of such termination;

If (A) the merger agreement is terminated by Fidelity because the Fidelity board of directors has approved or recommended to the Fidelity shareholders an Acquisition Transaction between Fidelity



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and a third party and (B) within 12 months of such termination, Fidelity consummates an Acquisition Transaction or enters into any definitive agreement with respect to an Acquisition Transaction;

If (A) the merger agreement is terminated by either party because the merger has not been completed by March 31, 2013 or because the Fidelity shareholders failed to adopt the merger agreement at the special meeting of Fidelity's shareholders, (B) an Acquisition Proposal with respect to Fidelity was publicly announced, disclosed or communicated to Fidelity's board of directors prior to March 31, 2013 and the special meeting of Fidelity shareholders, and (C) within 12 months of such termination, Fidelity consummates an Acquisition Transaction or enters into any definitive agreement with respect to an Acquisition Transaction; or

If (A) prior to the effective date of the merger Fidelity had committed a material breach of any of its representations, warranties, covenants or agreements, (B) an Acquisition Proposal with respect to Fidelity was publicly announced, disclosed or communicated to Fidelity's board of directors prior to such breach by Fidelity or during the 30-day cure period resulting in termination of the merger agreement by WesBanco, and (C) within 12 months of such termination, Fidelity consummates an Acquisition Transaction or enters into any definitive agreement with respect to an Acquisition Transaction.

As defined in the merger agreement, Acquisition Proposal means any inquiry, offer or proposal (other than an inquiry offer or proposal from WesBanco), whether or not in writing, contemplating, relating to, or that could reasonably be expected to lead to, an Acquisition Transaction.

An Acquisition Transaction means:

any transaction or series of transactions involving any merger, consolidation, recapitalization, share exchange, liquidation, dissolution or similar transaction involving Fidelity or any of its subsidiaries;

any transaction pursuant to which any third party or group acquires or would acquire (whether through sale, lease or other disposition), directly or indirectly, any assets of Fidelity or any of its subsidiaries representing, in the aggregate, twenty percent (20%) or more of the assets of Fidelity and its subsidiaries on a consolidated basis;

any issuance, sale or other disposition of (including by way of merger, consolidation, share exchange or any similar transaction) securities (or options, rights or warrants to purchase or securities convertible into, such securities) representing twenty percent (20%) or more of the votes attached to the outstanding securities of Fidelity or any of its subsidiaries;

any tender offer or exchange offer that, if consummated, would result in any third party or group beneficially owning twenty percent (20%) or more of any class of equity securities of Fidelity or any of its subsidiaries; or

any transaction which is similar in form, substance or purpose to any of the foregoing transactions, or any combination of the foregoing.

**Amendment or Waiver**

The provisions of the merger agreement may be waived at any time by the party that is entitled to the benefit of those provisions, by action taken by the board of directors of that party. Any of the terms of the merger agreement may be amended or modified in writing before the special meeting of the Fidelity shareholders. The merger agreement may be amended after the special meeting and prior to the closing of the merger only to the extent permitted by applicable laws and to the extent the amendment does not alter or change the amount or kind of WesBanco common stock to be received by Fidelity shareholders in the merger.

**OTHER MATERIAL AGREEMENTS RELATING TO THE MERGER**

**Voting Agreements**

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The following summary of the voting agreements is qualified by reference to the complete text of the form of voting agreement, which is attached to this document as *Annex D* and incorporated into this document by reference.

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In connection with the merger agreement, WesBanco entered into voting agreements with certain Fidelity directors and officers, consisting of Richard G. Spencer, Christopher S. Green, Robert F. Kastelic, Oliver D. Keefer, Donald J. Huber, J. Robert Gales, Michael A. Mooney, Lisa L. Griffith, Sandra L. Lee, Anthony F. Rocco and Richard L. Barron. In the voting agreements, each of these shareholders has agreed to vote all of his shares of Fidelity common stock:

in favor of adoption of the merger agreement and the transactions described in the merger agreement, including the merger;

against any action or agreement that could reasonably be expected to result in a breach of any covenant, representation or warranty, or any other obligation or agreement of Fidelity contained in the merger agreement or of the shareholder contained in the voting agreement, or that could reasonably be expected to impede, interfere with, delay, discourage, adversely affect, inhibit or preclude the timely consummation of the merger or the fulfillment of a condition under the merger agreement to Fidelity's and WesBanco's respective obligations to consummate the merger or change in any manner the voting rights of any class of shares of Fidelity; and

against any Acquisition Proposal, or any agreement or transaction that is intended, or could reasonably be expected, to impede, interfere with, delay, postpone, discourage or adversely affect the consummation of the merger or any of the other transactions described in the merger agreement.

Under the voting agreements, each of the shareholders also agreed not to, and not to permit any of his or her affiliates, to:

initiate, solicit, induce or knowingly encourage, or take any action to facilitate the making of, any inquiry, offer or proposal which constitutes, or could reasonably be expected to lead to, an Acquisition Proposal;

participate in any discussions or negotiations regarding an Acquisition Proposal;

enter into any agreement with respect to an Acquisition Proposal;

solicit proxies or become a participant in a solicitation with respect to an Acquisition Proposal or otherwise encourage or assist any party in taking or planning any action that would compete with, restrain or otherwise serve to interfere with or inhibit the timely consummation of the merger in accordance with the terms of the merger agreement;

initiate a shareholders' vote or action by consent of Fidelity shareholders with respect to an Acquisition Proposal; or

except by reason of the voting agreement, become a member of a group with respect to any Fidelity voting securities that takes any action in support of an Acquisition Proposal.

In addition, except under limited circumstances, these shareholders also agreed not to dispose of or encumber their shares of Fidelity common stock while the voting agreements are in effect. The voting agreements terminate immediately upon the earlier of the effective time of the merger or the termination of the merger agreement in accordance with its terms.

As of the record date, there were 333,099 shares of Fidelity common stock subject to the voting agreements, which represent approximately 10.85% of the outstanding shares of Fidelity common stock as of that date.

**INFORMATION ABOUT WESBANCO**

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WesBanco is a bank holding company headquartered in Wheeling, West Virginia. WesBanco provides a full range of financial services including retail banking, corporate banking, personal and corporate trust services, brokerage services, mortgage banking and insurance. WesBanco offers these services through two reportable

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segments, community banking and trust and investment services. As of June 30, 2012, WesBanco had approximately \$5.5 billion in consolidated total assets, \$4.4 billion in deposits and \$649 million of shareholders' equity. WesBanco operates through 112 banking offices, one loan production office and 104 ATM machines in West Virginia, Ohio and Pennsylvania. WesBanco's main office is located at One Bank Plaza, Wheeling, West Virginia, 26003 and its telephone number is (304) 234-9000.

WesBanco's community banking segment offers services traditionally offered by full-service commercial banks, including commercial demand, individual demand and time deposit accounts, as well as commercial, mortgage and individual installment loans, and certain non-traditional offerings, such as insurance and securities brokerage services. The trust and investment services segment offers trust services as well as various alternative investment products including mutual funds. The market value of assets managed or held in custody by the trust and investment services segment was approximately \$3.1 billion at June 30, 2012. These assets are held by WesBanco in fiduciary or agency capacities for their customers.

As of June 30, 2012, WesBanco's commercial banking subsidiary, WesBanco Bank, was operated through 112 offices and 104 ATM machines located in West Virginia, Ohio, and Western Pennsylvania.

WesBanco offers additional services through its non-banking subsidiaries, WesBanco Insurance Services, Inc., a multi-line insurance agency specializing in property, casualty and life insurance, and benefit plan sales and administration for personal and commercial clients; and WesBanco Securities, Inc., a full service broker-dealer, which also offers discount brokerage services. WesBanco Asset Management, Inc., which was incorporated in 2002, holds certain investment securities in a Delaware-based subsidiary. WesBanco Properties, Inc. holds certain commercial real estate properties. The commercial property is leased to WesBanco Bank and to non-related third parties. WesBanco, Inc. has eight capital trusts, which are all wholly-owned trust subsidiaries of WesBanco formed for the purpose of issuing trust preferred securities and lending the proceeds to WesBanco. WesBanco Bank's Investment Department also serves as investment adviser to a family of mutual funds, namely the WesMark Funds. The fund family is composed of the WesMark Growth Fund, the WesMark Balanced Fund, the WesMark Small Company Growth Fund, the WesMark Government Bond Fund, and the WesMark West Virginia Municipal Bond Fund. There were approximately 1,404 full-time equivalent employees employed by all WesBanco affiliates as of June 30, 2012.

The lending philosophy of WesBanco is to minimize credit losses by underwriting loans to uniform credit standards (which includes independent analysis of the repayment capacity of each borrower; adequacy of collateral, if any, to secure each loan; and other factors unique to each loan that may increase or mitigate their risk), diversifying its loan portfolio to avoid concentrations of credit to any single borrower, group of related borrowers, industry, or collateral type, and conducting ongoing reviews and monitoring of the loan portfolio. WesBanco makes commercial, commercial real estate, residential real estate (including home equity), and direct and indirect consumer loans to individuals and businesses that are primarily located within its market areas.

No material portion of the deposits of WesBanco Bank has been obtained from a single or small group of customers, and the loss of any customer's deposits or a small group of customers' deposits would not have a material adverse effect on the business of WesBanco.

As part of its operations, WesBanco regularly evaluates the potential acquisition of, and holds discussions with, various financial institutions and other businesses of a type eligible for financial holding company investment. In addition, WesBanco regularly analyzes the values of, and submits bids for, the acquisition of customer-based funds and other liabilities and assets of such financial institutions and other businesses. As a general rule, WesBanco publicly announces such material acquisitions when a definitive agreement has been reached.

For further information about WesBanco, please see [Where You Can Find More Information About WesBanco and Fidelity](#).

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**INFORMATION ABOUT FIDELITY**

Fidelity, a Pennsylvania corporation headquartered in Pittsburgh, Pennsylvania, provides a full range of banking services through its wholly owned banking subsidiary, Fidelity Savings Bank, which operates under the name Fidelity Savings Bank, PaSB. Fidelity conducts no significant business or operations of its own other than holding all the outstanding stock of Fidelity Savings Bank. Because the primary activities of Fidelity are those of Fidelity Savings Bank, references to Fidelity Savings Bank used throughout this document, unless the context indicates otherwise, generally refer to the consolidated entity.

Fidelity Savings Bank is a Pennsylvania chartered stock savings bank which is headquartered in Pittsburgh, Pennsylvania. Deposits in Fidelity Savings Bank are insured to applicable limits by the Deposit Insurance Fund of the FDIC. Fidelity Savings Bank is a member of the Federal Home Loan Bank ( FHLB ) of Pittsburgh. Fidelity Savings Bank, incorporated in 1927, conducts business from thirteen full service offices located in Allegheny and Butler counties, two of the seven Pennsylvania counties which comprise the metropolitan and suburban areas of greater Pittsburgh. Fidelity Savings Bank's wholly owned subsidiary, FBIC, Inc., was incorporated in the State of Delaware in July 2000. FBIC, Inc. was formed to hold and manage Fidelity Savings Bank's fixed-rate residential mortgage loan portfolio, which may include engaging in mortgage securitization transactions. FBIC, Inc. has not completed any mortgage securitization transactions to date. Total assets of FBIC, Inc. as of June 30, 2012 were \$94.6 million.

Fidelity's executive offices are located at 1009 Perry Highway, Pittsburgh, Pennsylvania 15237 and its telephone number is (412) 367-3300. Fidelity maintains a website at [www.fidelitybancorp-pa.com](http://www.fidelitybancorp-pa.com).

**Competition**

Fidelity Savings Bank is one of many financial institutions serving its market area. The competition for deposit products and loan originations comes from other depository institutions such as commercial banks, thrift institutions, and credit unions in Fidelity Savings Bank's market area. Competition for deposits also includes insurance products sold by local agents and investment products such as mutual funds and other securities sold by local and regional brokers. Fidelity Savings Bank competes for loans with a variety of non-depository institutions such as mortgage brokers, finance companies, and insurance companies. Based on data compiled by the FDIC, Fidelity Savings Bank had a 0.56% share of all FDIC-insured deposits in the Pittsburgh Metropolitan Statistical Area as of June 30, 2011, the latest date for which such data was available, ranking it 18<sup>th</sup> among 59 FDIC-insured institutions. This data does not reflect deposits held by credit unions with which Fidelity Savings Bank also competes.

**Lending Activities**

Fidelity Savings Bank's principal lending activity is the origination of loans secured primarily by first mortgage liens on existing single-family residences in Fidelity Savings Bank's market area. At June 30, 2012, Fidelity Savings Bank's loan portfolio included \$112.0 million of residential loans, \$2.7 million of residential construction loans, \$84.4 million of commercial and multi-family real estate loans, and \$14.0 million of commercial construction loans. Fidelity Savings Bank also engages in consumer installment lending primarily in the form of home equity loans. At June 30, 2012, Fidelity Savings Bank had \$61.8 million in home equity loans in the portfolio. Substantially all of Fidelity Savings Bank's borrowers are located in Fidelity Savings Bank's market area and would be expected to be affected by economic and other conditions in this area. Fidelity does not believe that there are any other concentrations of loans or borrowers exceeding 10% of total loans.



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*Loan Portfolio Composition.* The following table sets forth the composition of Fidelity's loan portfolio by loan type in dollar amounts and in percentages of the total portfolio at the dates indicated.

	As of June 30, 2012		2011		2010		2009		2008		2007	
	\$	%	\$	%	\$	%	\$	%	\$	%	\$	%
<b>(Dollar amounts in thousands)</b>												
<b>Real estate loans</b>												
<b>Residential:</b>												
Single-family (1-4 units)	\$ 114,350	33.1	\$ 125,818	34.8	\$ 129,269	33.2	\$ 164,718	38.4	\$ 215,940	45.4	\$ 226,791	47.6
Multi-family (over 4 units)					40		82		154		239	0.1
<b>Construction:</b>												
Residential	2,666	0.8	7,236	2.0	1,762	0.5	1,707	0.4	8,580	1.8	8,539	1.8
Commercial	18,407	5.3	16,501	4.6	25,997	6.7	26,879	6.3	26,519	5.6	24,363	5.1
<b>Commercial:</b>												
Other real estate	70,193	20.3	72,237	20.0	83,018	21.4	84,711	19.7	74,498	15.7	70,512	14.8
Multi-family (over 4 units)	14,200	4.1	10,584	2.9	12,574	3.2	12,375	2.9	9,576	2.0	8,694	1.9
<b>Total real estate loans</b>	<b>219,816</b>	<b>63.6</b>	<b>232,376</b>	<b>64.3</b>	<b>252,660</b>	<b>65.0</b>	<b>290,472</b>	<b>67.7</b>	<b>335,267</b>	<b>70.5</b>	<b>339,138</b>	<b>71.3</b>
Installment loans	64,229	18.6	69,197	19.2	75,794	19.5	84,381	19.6	94,654	19.9	95,628	20.1
Commercial business loans and leases	61,534	17.8	59,455	16.5	60,210	15.5	54,534	12.7	45,527	9.6	40,953	8.6
<b>Total loans receivable</b>	<b>345,579</b>	<b>100.0</b>	<b>361,028</b>	<b>100.0</b>	<b>388,664</b>	<b>100.0</b>	<b>429,387</b>	<b>100.0</b>	<b>475,448</b>	<b>100.0</b>	<b>475,719</b>	<b>100.0</b>
<b>Less:</b>												
Loans in process	(6,483)		(8,774)		(9,581)		(13,778)		(11,265)		(13,752)	
Unearned discounts and fees	(279)		(206)		(190)		(120)		27		(11)	
Allowance for loan losses	(4,288)		(5,763)		(5,821)		(5,702)		(3,424)		(3,027)	
<b>Net loans receivable</b>	<b>\$ 334,529</b>		<b>\$ 346,285</b>		<b>\$ 373,072</b>		<b>\$ 409,787</b>		<b>\$ 460,786</b>		<b>\$ 458,929</b>	

*Loan Portfolio Sensitivity.* The following table sets forth the estimated maturity of Fidelity's loan portfolio at September 30, 2011. The table does not include prepayments or scheduled principal repayments. Prepayments and scheduled principal repayments on loans totaled \$120.4 million for the year ended September 30, 2011. All loans are shown as maturing based on contractual maturities. Demand loans, loans which have no stated maturity and overdrafts, are shown as due in one year or less.

	Due within 1 year	Due after 1 through 5 years	Due after 5 years	Total
<b>(Dollar amounts in thousands)</b>				
<b>Real estate loans:</b>				
Residential	\$ 19	\$ 1,962	\$ 123,837	\$ 125,818
Commercial	13,662	24,796	44,363	82,821
Construction	8,481	3,693	11,563	23,737
Installment loans	6,611	8,394	54,192	69,197
Commercial business loans and leases	42,497	8,890	8,068	59,455
<b>Total</b>	<b>\$ 71,270</b>	<b>\$ 47,735</b>	<b>\$ 242,023</b>	<b>\$ 361,028</b>



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The following table sets forth the dollar amount of all loans at September 30, 2011, due after September 30, 2012, which have fixed interest rates and floating or adjustable interest rates.

	Fixed Rates	Floating or Adjustable Rates	Total
	(Dollar amounts in thousands)		
Real estate loans			
Residential	\$ 89,249	\$ 36,550	\$ 125,799
Commercial	23,438	45,721	69,159
Construction	7,122	8,134	15,256
Installment loans	44,488	18,098	62,586
Commercial business loans and leases	8,477	8,481	16,958
<b>Total</b>	<b>\$ 172,774</b>	<b>\$ 116,984</b>	<b>\$ 289,758</b>

Contractual principal repayments of loans do not necessarily reflect the actual term of Fidelity Savings Bank's loan portfolio. The average lives of mortgage loans are substantially less than their contractual maturities because of loan payments and prepayments and because of enforcement of due-on-sale clauses, which generally give Fidelity Savings Bank the right to declare a loan immediately due and payable in the event, among other things, that the borrower sells the real property subject to the mortgage and the loan is not repaid. The average lives of mortgage loans, however, tend to increase when current mortgage loan rates are substantially higher than rates on existing mortgage loans and, conversely, decrease when current mortgage loan rates are substantially lower than rates on existing mortgage loans.

*Residential Real Estate Lending.* Fidelity Savings Bank originates single-family residential loans and residential construction loans which provide for periodic interest rate adjustments. The adjustable-rate residential mortgage loans offered by Fidelity Savings Bank in recent years have 10, 15, 20, or 30-year terms and interest rates which adjust every one, three, or five years generally in accordance with the index of average yield on U.S. Treasury Securities adjusted to a constant maturity of the applicable time period. In addition, Fidelity Savings Bank offers adjustable-rate mortgages that adjust according to the rates on one-year U.S. Treasury Securities after an initial fixed-rate period of three or five years. There is generally a two percentage point cap or limit on any increase or decrease in the interest rate per year with a five or six percentage point limit on the amount by which the interest rate can increase over the life of the loan. Fidelity Savings Bank has not engaged in the practice of using a cap on the payments that could allow the loan balance to increase rather than decrease, resulting in negative amortization. At June 30, 2012 approximately \$28.8 million or 25.1% of the residential mortgage loans in Fidelity Savings Bank's loan portfolio consisted of loans with adjustable rates of interest.

Fidelity Savings Bank also originates fixed rate, single-family residential loans with terms of 10, 15, 20 or 30 years in order to provide a full range of products to its customers, but generally only under terms, conditions and documentation which permit the sale of these loans in the secondary market. Additionally, Fidelity Savings Bank also offers a 10 year balloon loan with payments based on 30 year amortization. At June 30, 2012, approximately \$85.6 million or 74.9% of the residential mortgage loans in Fidelity Savings Bank's loan portfolio consisted of loans which provide for fixed rates of interest. Although these loans provide for repayments of principal over a fixed period of up to 30 years, it is Fidelity Savings Bank's experience that such loans have remained outstanding for a substantially shorter period of time. Fidelity Savings Bank's policy is to enforce the due on sale clauses contained in most of its fixed rate, adjustable-rate, and conventional mortgage loans which generally permit Fidelity Savings Bank to require payment of the outstanding loan balance if the mortgaged property is sold or transferred and thus contributes to shortening the average lives of such loans.

Fidelity Savings Bank will lend generally up to 80% of the appraised value of the property securing the loan (referred to as the loan-to-value ratio) up to a maximum amount equal to the FNMA conforming loan limit of \$417,000 but will lend up to 95% of the appraised value up to the same amount if the borrower obtains private mortgage insurance on the portion of the principal amount of the loan that exceeds 80% of the appraised value of the property securing the loan. Fidelity Savings Bank also originates residential mortgage loans in amounts over

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\$417,000. Fidelity Savings Bank will generally lend up to 80% of the appraised value of the property securing such loans. These loans may have terms of up to 30 years, but frequently have terms of 10 or 15 years or are 10-year balloon loans with payments based on 15-year to 30-year amortization. Generally, such loans will not exceed a maximum loan amount of \$1.0 million, although Fidelity Savings Bank may consider loans above that limit on a case-by-case basis. Fidelity Savings Bank principally lends on owner-occupied residential properties with only \$7.8 million in residential mortgages secured by non-owner-occupied properties.

Fidelity Savings Bank requires the properties securing mortgage loans it originates and purchases to be appraised by independent appraisers who are approved by or who meet certain prescribed standards established by the Board of Directors. Fidelity Savings Bank also requires title, hazard, and (where applicable) flood insurance in order to protect the properties securing its residential and other mortgage loans. Borrowers are subject to employment verification, credit evaluation reports, and must meet established underwriting criteria with respect to their ability to make monthly mortgage payments.

*Commercial and Multi-family Real Estate Lending.* In addition to loans secured by single-family residential real estate, Fidelity Savings Bank also originates, to a lesser extent, loans secured by commercial real estate and multi-family real estate properties. Fidelity Savings Bank's commercial real estate loans are secured by retail stores, suburban office buildings, self-storage centers, and a variety of other commercial properties. Over 95% of this type of lending is done within Fidelity Savings Bank's primary market area. At June 30, 2012, Fidelity Savings Bank's portfolio included \$84.4 million of commercial real estate loans, which includes \$14.2 million of multi-family real estate loans.

Although terms vary, commercial and multi-family residential real estate loans are generally made for terms of up to 10 years with a longer period for amortization and in amounts of up to 75% of the lesser of appraised value or sales price. These loans may be made with adjustable rates of interest, but Fidelity Savings Bank also will make fixed-rate commercial or multi-family real estate loans on a 10 or 7-year payment basis, with the period of amortization negotiated on a case-by-case basis.

Commercial and multi-family mortgage loans generally are larger and are considered to entail significantly greater risk than one-to-four family real estate lending. The repayment of these loans typically is dependent on the successful operations and income stream of the borrower and the real estate securing the loan as collateral. These risks can be significantly affected by economic conditions. In addition, non-residential real estate lending generally requires substantially greater evaluation and oversight efforts compared to residential real estate lending.

*Construction Lending.* Fidelity Savings Bank also engages in loans to finance the construction of one-to-four family dwellings. This activity is generally limited to individual units and may, to a limited degree, include speculative construction by developers. Fidelity Savings Bank also engages in loans to finance the construction of commercial real estate properties. The inspections, for approval of payment vouchers, are performed by third parties and are based on stages of completion. Applications for construction loans primarily are received from former borrowers and builders who have worked with Fidelity Savings Bank in the past. Construction loans are originated with permanent financing terms consistent with Fidelity Savings Bank's residential and commercial real estate loan products; however, construction loans require only interest payments for the first six months for residential and twelve months for commercial construction loans. On the month following the construction period, and thereafter, payment of both principal and interest is required. The construction loan payment is calculated to amortize the loan in the approved term less the construction period.

Construction lending is generally considered to involve a higher degree of credit risk than long-term permanent financing of residential and commercial real estate properties. If the estimate of construction cost proves to be inaccurate, Fidelity Savings Bank may be compelled to advance additional funds to complete the construction with repayment dependent, in part, on the success of the ultimate project rather than the ability of a borrower or guarantor to repay the loan. If Fidelity Savings Bank is forced to foreclose on a project prior to completion, there is no assurance that it will be able to recover all of the unpaid portion of the loan. In addition, Fidelity Savings Bank may be required to fund additional amounts to complete a project acquired through foreclosure and may have to hold the property for an indeterminate period of time.

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*Installment Lending.* Fidelity Savings Bank offers a wide variety of installment loans, including home equity loans and consumer loans. At June 30, 2012, home equity loans amounted to \$61.8 million or 96.2% of Fidelity Savings Bank's total installment loan portfolio. These loans are made on the security of the unencumbered equity in the borrower's residence. Home equity loans are made at fixed and adjustable rates for terms of up to 20 years and home equity lines of credit are made at variable rates. Home equity loans generally may not exceed 80% of the value of the secured property when aggregated with all other liens, although a limited number of loans up to 100% value may be made at increased rates.

Consumer loans consist of motor vehicle loans, other types of secured consumer loans, and unsecured personal loans. At June 30, 2012, these loans amounted to \$362,000, which represented 0.56% of Fidelity Savings Bank's total installment loan portfolio. At June 30, 2012, motor vehicle loans amounted to \$22,000 and unsecured loans and loans secured by property other than real estate amounted to \$340,000.

Fidelity Savings Bank also makes other types of installment loans such as savings account loans, personal lines of credit, and overdraft loans. At June 30, 2012, these loans amounted to \$2.1 million or 3.2% of the total installment loan portfolio. That total consisted of \$339,000 of savings account loans, \$1.2 million of personal lines of credit, and \$52,000 of overdraft loans.

Consumer and overdraft loans and, to a lesser extent, home equity loans may involve a greater risk of nonpayment than traditional first mortgage loans on single-family residential dwellings. Consumer loans may be unsecured or secured by depreciating collateral which may not provide an adequate source for repayment in the event of default. However, such loans generally provide a greater rate of return and Fidelity Savings Bank underwrites the loans in conformity to underwriting standards adopted by its Board of Directors to mitigate such risk.

*Commercial Business Loans and Leases.* Commercial business loans of both a secured and unsecured nature are made by Fidelity Savings Bank for business purposes to incorporated and unincorporated businesses. Typically, these are loans made for the purchase of equipment, to finance accounts receivable, and to finance inventory as well as other business purposes. Commercial business loans and leases are considered to have a higher degree of credit risk than secured real estate lending. The repayment of unsecured commercial business loans is wholly dependent of the success of the borrower's business, while secured commercial business loans may be secured by collateral that may not be readily marketable in the event of default. At June 30, 2012, commercial business loans amounted to \$61.5 million or 18.2% of the total loan portfolio. In addition, Fidelity Savings Bank makes commercial leases to businesses, typically for the purchase of equipment. All leases are funded as capital leases and Fidelity Savings Bank does not assume any residual risk at the end of the lease term. At June 30, 2012, commercial leases amounted to \$85,000 or 0.03% of the total loan portfolio.

*Loan Servicing and Sales.* In addition to interest earned on loans, Fidelity Savings Bank receives income through the servicing of loans and loan fees charged in connection with loan originations and modifications, late payments, changes of property ownership, and for miscellaneous services related to its loans. Income from these activities varies from period to period with the volume and type of loans made. Fidelity Savings Bank did not recognize any loan servicing fee income for the nine months ended June 30, 2012 or for the year ended September 30, 2011. As of June 30, 2012, there were no outstanding loans serviced for others.

Fidelity Savings Bank charges loan origination fees which are calculated as a percentage of the amount loaned. The fees received in connection with the origination of conventional single-family residential real estate loans have generally amounted to one to three points (one point being equivalent to 1% of the principal amount of the loan). In addition, Fidelity Savings Bank typically receives fees of one half to one point in connection with the origination of conventional, multi-family residential loans, and commercial real estate loans. Loan fees and certain direct costs are deferred and the net fee or cost is amortized into income using the interest method over the expected life of the loan.

Fidelity Savings Bank sells fixed-rate residential mortgage loans in the secondary market through an arrangement with several investors. This program allows Fidelity Savings Bank to offer more attractive rates in

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its highly competitive market. Fidelity Savings Bank does not service those loans sold in the secondary market. Customers may choose to have their loan serviced by Fidelity Savings Bank; however, the loan is priced slightly higher and retained in Fidelity Savings Bank's loan portfolio. For the nine months ended June 30, 2012 and the year ended September 30, 2011, Fidelity Savings Bank sold \$31.3 million and \$15.7 million, respectively, of fixed-rate residential mortgage loans.

*Loan Approval Authority and Underwriting.* Applications for all types of loans are taken at Fidelity Savings Bank's home office and branch offices by branch managers and loan originators and forwarded to the administrative office for processing. In most cases, a branch manager conducts an interview with the applicant at the branch office. Residential and commercial real estate loan originations are primarily attributable to walk-in and existing customers, real estate brokers, and mortgage loan brokers. Installment loans are primarily obtained through existing and walk-in customers. The Board of Directors has delegated authority to the Loan Committee consisting of the Chairman, President, Chief Lending Officer, and Chief Financial Officer, to approve first mortgages on single-family residences of up to \$750,000, commercial first mortgages of up to \$750,000, home equity loans of up to \$300,000, secured consumer loans of up to \$75,000, unsecured consumer loans of up to \$50,000, and commercial business loans up to \$500,000. Any loan in excess of those amounts must be approved by the Board of Directors. The Board of Directors has further delegated authority to Fidelity Savings Bank's President to approve first mortgages on single-family residences, commercial first mortgages, home equity, secured consumer, unsecured consumer, and commercial loans up to the FNMA conforming loan limit (currently \$417,000), \$200,000, \$200,000, \$75,000, \$50,000, and \$200,000, respectively. The terms of the delegation also permit the President to delegate authority to any other Bank officer under the same or more limited terms. Pursuant to this authority, the President has delegated to the Chief Lending Officer, subject to certain conditions, the authority to approve motor vehicle loans, secured personal loans, and unsecured personal loans up to \$75,000, \$75,000, and \$50,000, respectively; to approve one-to-four family first mortgage loans up to the FNMA conforming loan limit (currently \$417,000); to approve home equity loans up to \$200,000 if the amount of the loan plus prior indebtedness is not in excess of an 80% loan-to-value ratio; to approve home equity loans up to \$100,000 if the amount of the loan plus prior indebtedness is in excess of 80%; to approve commercial loans up to \$200,000; and to approve checking account overdraft protection loans that conform to the parameters of the program.

*Classified Assets.* Federal bank examiners require insured depository institutions to use a classification system for monitoring their problem assets. Under this classification system, problem assets are classified as substandard, doubtful, or loss. An asset is considered substandard if it is inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Substandard assets include those characterized by the distinct possibility that the insured institution will sustain some loss if the deficiencies are not corrected. Assets classified as doubtful have all the weaknesses inherent in those classified as substandard, with the added characteristic that the weaknesses present make collection of principal in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable. Assets classified as loss are those considered uncollectible and of such little value that their continuance as assets without the establishment of a specific loss reserve is not warranted. Assets that do not expose Fidelity to risk sufficient to warrant classification in one of the above categories, but which possess some weakness, are required to be designated as special mention by management.

When an insured depository institution classifies problem assets as either substandard or doubtful, it may establish allowances for loan losses in an amount deemed prudent by management. When an insured institution classifies problem assets as loss, it is required either to establish an allowance for losses equal to 100% of that portion of the assets so classified or to charge off such amount. An institution's determination as to the classification of its assets and the amount of its allowances is subject to review by the FDIC which may order the establishment of additional loss allowances.

Included in classified assets were the following non-accrual loans at June 30, 2012: 15 single-family residential real estate loans totaling \$1.1 million, four commercial real estate loans totaling \$4.1 million, 16 home equity and installment loans totaling \$345,000, and seven commercial business loans totaling \$783,000. Certain

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other loans, while performing as of June 30, 2012, were classified as special mention, substandard, doubtful, or loss. Performing loans, which were classified as of June 30, 2012, included two single-family residential real estate loans totaling \$219,000, 12 commercial real estate loans totaling \$12.8 million, two commercial construction loans totaling \$2.4 million, 26 home equity and installment loans totaling \$973,000, and 15 commercial business loans totaling \$2.2 million. While these loans are currently performing, they have been classified for one of the following reasons: the loan is ninety days past due, however, interest is less than ninety days past due; the borrower has filed for bankruptcy; other loans to the borrower are non-performing; internal loan review has identified a deterioration of the borrower's financial capacity or a collateral shortfall; the loan was previously nonperforming but will retain its classification status until the loan continues to perform for at least a six-month period; or the loan was previously nonperforming but will retain its classification status because the loan is now thirty to ninety days past due. For the same reasons performing loans have been classified, there are performing loans that have been designated impaired. Impaired loans were \$17.5 million at June 30, 2012. At June 30, 2012, performing loans designated as impaired included nine commercial real estate loans totaling \$11.1 million, two commercial construction loans totaling \$2.4 million and 14 commercial business loans totaling \$2.2 million. Conversely, there are approximately \$1.8 million of residential mortgage, home equity and installment loans that are non-performing, however are collectively evaluated for impairment for which no impairment was noted at June 30, 2012. See Nonperforming Loans and Foreclosed Real Estate.

Included in classified assets were the following non-accrual loans at September 30, 2011: seventeen single-family residential real estate loans totaling \$1.8 million, two commercial real estate loans totaling \$4.4 million, eighteen home equity and installment loans totaling \$726,000, and one commercial business loan totaling \$9,000. Certain other loans, while performing as of September 30, 2011, were classified as special mention, substandard, doubtful, or loss. Performing loans, which were classified as of September 30, 2011, included three single-family residential real estate loans totaling \$315,000, fifteen commercial real estate loans totaling \$16.0 million, one commercial construction loan totaling \$1.5 million, twenty three home equity and installment loans totaling \$638,000, and eighteen commercial business loans totaling \$2.2 million. While these loans are currently performing, they have been classified for one of the following reasons: the loan is ninety days past due, however, interest is less than ninety days past due; the borrower has filed for bankruptcy; other loans to the borrower are non-performing; internal loan review has identified a deterioration of the borrower's financial capacity or a collateral shortfall; the loan was previously nonperforming but will retain its classification status until the loan continues to perform for at least a six-month period; or the loan was previously nonperforming but will retain its classification status because the loan is now thirty to ninety days past due. For the same reasons performing loans have been classified, there are performing loans that have been designated impaired. Impaired loans were \$21.9 million at September 30, 2011. At September 30, 2011, performing loans designated as impaired included eleven commercial real estate loans totaling \$12.3 million, one commercial construction loan totaling \$1.5 million and fifteen commercial business loans totaling \$1.7 million. Conversely, there are approximately \$2.5 million of residential mortgage, home equity and installment loans that are non-performing, however are collectively evaluated for impairment for which no impairment was noted at September 30, 2011. See Nonperforming Loans and Foreclosed Real Estate.

Included in classified assets were the following non-accrual loans at September 30, 2010: nineteen single-family residential real estate loans totaling \$1.9 million, six commercial real estate loans totaling \$7.2 million, twenty one home equity and installment loans totaling \$1.2 million, and three commercial business loans totaling \$70,000. Certain other loans, while performing as of September 30, 2010, were classified as special mention, substandard, doubtful, or loss. Performing loans, which were classified as of September 30, 2010, included one single-family residential real estate loan totaling \$30,000, thirteen commercial real estate loans totaling \$15.0 million, eighteen home equity and installment loans totaling \$327,000, and six commercial business loans totaling \$492,000. While these loans are currently performing, they have been classified for one of the following reasons: the loan is ninety days past due, however, interest is less than ninety days past due; the borrower has filed for bankruptcy; other loans to the borrower are non-performing; internal loan review has identified a deterioration of the borrower's financial capacity or a collateral shortfall; the loan was previously nonperforming but will retain its classification status until the loan continues to perform for at least a six-month period; or the

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loan was previously nonperforming but will retain its classification status because the loan is now thirty to ninety days past due. See Nonperforming Loans and Foreclosed Real Estate.

Included in classified assets were the following non-accrual loans at September 30, 2009: thirteen single-family residential real estate loans totaling \$1.4 million, seven commercial real estate loans totaling \$11.8 million, thirteen home equity and installment loans totaling \$350,000, and eleven commercial business loans totaling \$1.4 million. Certain other loans, while performing as of September 30, 2009, were classified as special mention, substandard, doubtful, or loss. Performing loans, which were classified as of September 30, 2009, included one single-family residential real estate loan totaling \$37,000, nine commercial real estate loans totaling \$9.2 million, eleven home equity and installment loans totaling \$368,000, and seven commercial business loans totaling \$678,000. While these loans are currently performing, they have been classified for one of the following reasons: the loan is ninety days past due, however, interest is less than ninety days past due; other loans to the borrower are non-performing; internal loan review has identified a deterioration of the borrower's financial capacity or a collateral shortfall; the loan was previously nonperforming but will retain its classification status until the loan continues to perform for at least a six-month period; or the loan was previously nonperforming but will retain its classification status because the loan is now thirty to ninety days past due. See Nonperforming Loans and Foreclosed Real Estate.

The following table sets forth Fidelity's classified assets in accordance with its classification system.

	At June 30, 2012	At September 30,		
		2011	2010	2009
		(In thousands)		
Special Mention	\$ 4,302	\$ 6,679	\$ 2,929	\$
Substandard	15,557	20,836	23,208	24,746
Doubtful		10	117	417
	\$ 19,859	\$ 27,525	\$ 26,254	\$ 25,163

Classified assets decreased during the nine months ended June 30, 2012 as compared to fiscal 2011 primarily due to one commercial real estate loan relationship totaling \$4.0 million being transferred from substandard to other real estate owned. Also another commercial real estate loan classified as substandard totaling \$2.7 million paid off during the nine month period ending June 30, 2012. Classified assets increased during fiscal 2011 as compared to fiscal 2010 primarily due to one commercial real estate loan totaling \$3.3 million and two commercial business loans totaling \$458,000 that were classified as special mention as of September 30, 2011 and not classified as of September 30, 2010. The increase in classified assets during fiscal 2011 was partially offset by substandard loans that were subsequently cured after September 30, 2010. Classified assets increased during fiscal 2010 as compared to fiscal 2009 primarily due to eleven residential real estate loans totaling \$1.1 million and thirteen commercial real estate loans totaling \$15.0 million that were classified as of September 30, 2010 and not classified as of September 30, 2009. The increase in classified assets during fiscal 2010 was partially offset by loans that were subsequently cured after September 30, 2009.

*Nonperforming Loans and Foreclosed Real Estate.* When a borrower fails to make a required payment on a loan, Fidelity Savings Bank attempts to cause the default to be cured by contacting the borrower. In general, contacts are made after a payment is more than 15 days past due, and a late charge is assessed at that time. In most cases, defaults are cured promptly. If the delinquency on a mortgage loan exceeds 90 days and is not cured through Fidelity Savings Bank's normal collection procedures or an acceptable repayment arrangement is not worked out with the borrower, Fidelity Savings Bank will normally institute measures to remedy the default, including commencing a foreclosure action or, in special circumstances, accepting from the mortgagor a voluntary deed of the secured property in lieu of foreclosure.

The remedies available to a lender in the event of a default or delinquency with respect to residential mortgage loans and the procedures by which such remedies may be exercised are subject to Pennsylvania laws



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and regulations. Under Pennsylvania law, a lender is prohibited from accelerating the maturity of a residential mortgage loan, commencing any legal action (including foreclosure proceedings) to collect on such loan, or taking possession of any loan collateral until the lender has first provided the delinquent borrower with at least 30 days prior written notice specifying the nature of the delinquency and the borrower's right to correct such delinquency. Additionally, a lender is restricted in exercising any remedies it may have with respect to loans for one and two-family principal residences located in Pennsylvania (including the lender's right to foreclose on such property) until the lender has provided the delinquent borrower with written notice detailing the borrower's rights to seek consumer credit counseling and state financial assistance.

Loans are placed on non-accrual status when, in the judgment of management, the probability of collection of interest is deemed to be insufficient to warrant further accrual, generally when a loan is ninety days or more delinquent. When a loan is placed on non-accrual status, previously accrued but unpaid interest is deducted from interest income. The President, Chief Lending Officer, Chief Financial Officer, Vice President of Commercial Loan Credit and Administration, Collection Manager, and Loan Counselor meet monthly to review non-performing assets and any other assets that may require classification or special consideration. Adjustments to the carrying values of such assets are made as needed and a detailed report is submitted to the Board of Directors on a monthly basis.

Foreclosed real estate is recorded at fair value less estimated cost to sell. Costs relating to development and improvement of the property are capitalized whereas costs of holding such real estate are expensed as incurred. Additional write downs are charged to income and the carrying value of the property reduced when the carrying value exceeds fair value less estimated cost to sell.

The following table sets forth information regarding Fidelity's non-accrual loans and foreclosed real estate at the dates indicated. Fidelity had accruing loans past due 90 days or more of \$6.3 million, \$5.5 million, \$4.8 million, \$2.4 million, at June 30, 2012, September 30, 2011, 2010, and 2009, respectively. Such loans consisted of commercial real estate loans, commercial business loans, and commercial lines of credit which were outstanding past their contractual maturity dates. In each case, such loans were otherwise current in accordance with their terms and Fidelity does not consider them nonperforming. The recorded investment in loans that are considered to be impaired under U.S. generally accepted accounting principles was \$17.5 million at June 30, 2012, for which the related allowance for credit losses was \$887,000. Interest income that would have been recorded and collected on loans accounted for on a non-accrual basis under the original terms of such loans was \$343,000 and \$437,000, respectively, for the nine months ended June 30, 2012 and year ended September 30, 2011. During the nine months ended June 30, 2012 and year ended September 30, 2011, \$98,000 and \$229,000 in interest income were recorded on such loans.

	At	At September 30,				
	June 30, 2012	2011	2010	2009	2008	2007
	(Dollar amounts in thousands)					
Non-accrual loans:						
Residential real estate loans (1-4 family)	\$ 1,067	\$ 1,764	\$ 1,939	\$ 1,397	\$ 701	\$ 831
Construction, multi-family, and commercial real estate	4,106	4,398	7,151	11,772	2,993	5,628
Installment loans	345	726	1,212	350	676	340
Commercial business loans and Leases	783	9	70	1,386	1,357	1,947
Total nonperforming loans	\$ 6,301	\$ 6,897	\$ 10,372	\$ 14,905	\$ 5,727	\$ 8,746
Total nonperforming loans as a percent of net loans receivable	1.88%	1.99%	2.78%	3.64%	1.24%	1.91%
Total foreclosed real estate, net	\$ 6,906	\$ 3,125	\$ 398	\$ 103	\$ 170	\$ 52
Total nonperforming loans and foreclosed real estate as a Percent of total assets	1.98%	1.50%	1.55%	2.05%	0.81%	1.21%

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Nonperforming loans decreased to \$6.3 million (1.88% of net loans receivable) at June 30, 2012 compared to \$6.9 million (1.99% of net loans receivable) at September 30, 2011. At June 30, 2012, non-accrual loans consisted of fifteen 1-4 family residential real estate loans totaling \$1.1 million, four commercial real estate loans totaling \$4.1 million, sixteen installment loans totaling \$345,000, and seven commercial business loans totaling \$783,000.

Nonperforming loans decreased to \$6.9 million (1.99% of net loans receivable) at September 30, 2011 compared to \$10.4 million (2.78% of net loans receivable) at September 30, 2010. At September 30, 2011, non-accrual loans consisted of seventeen 1-4 family residential real estate loans totaling \$1.8 million, two commercial real estate loans totaling \$4.4 million, eighteen installment loans totaling \$726,000, and one commercial business loan totaling \$9,000.

The decrease in non-performing loans during fiscal 2011 as compared to fiscal 2010 is primarily attributed to a \$2.1 million commercial real estate loan and a \$225,000 installment loan that were transferred to foreclosed real estate during fiscal 2011.

The decrease in non-performing loans during fiscal 2010 as compared to fiscal 2009 is primarily attributed to a \$3.5 million commercial participation loan to a borrower in the restaurant industry that was non-performing during fiscal 2009 but was not considered non-performing at September 30, 2010. Fidelity originally agreed to a restructure of this loan at its maturity by entering into a forbearance agreement with the borrower to make reduced payments over a six-month period in an effort to give the borrower greater flexibility to restructure its operations and to improve its cash flows.

At June 30, 2012, Fidelity did not have any potential problem loans that were not reflected in the above table where known information about possible credit problems of borrowers caused management to have serious doubts about the ability of such borrowers to comply with present repayment terms.

## **Allowance for Loan Losses**

Management establishes reserves for estimated losses on loans based upon its evaluation of the inherent risks in the loan portfolio. The adequacy of the allowance is determined by management through the evaluation of such pertinent factors as the growth and composition of the loan portfolio, historical loss experience, the level and trend of past due and non-performing loans, the general economic conditions affecting the collectability of loans in the portfolio, and other relevant factors. Large groups of smaller balance homogenous loans, such as residential real estate, small commercial real estate, home equity, and consumer loans are evaluated in the aggregate using historical loss factors and other data. Large balance and/or more complex loans, such as multi-family and commercial real estate loans may be evaluated on an individual basis and are also evaluated in the aggregate to determine adequate reserves. As individually significant loans become impaired, specific reserves are assigned to the extent of impairment. Fidelity analyzes its loan portfolio each quarter to determine the appropriateness of its allowance for loan losses. Management believes that Fidelity's allowance for losses of \$4.3 million as of June 30, 2012 is adequate to absorb probable loan losses in the portfolio.

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The following table sets forth the rollforward of Fidelity Savings Bank's allowance for loan losses.

	Nine Months Ended June 30,		Year Ended September 30,				
	2012	2011	2011	2010	2009	2008	2007
	(Dollar amounts in thousands)						
Balance at beginning of period	\$ 5,763	\$ 5,821	\$ 5,821	\$ 5,702	\$ 3,424	\$ 3,027	\$ 2,917
Provision for loan losses	1,275	900	1,200	1,600	5,870	1,260	575
Charge offs:							
Residential real estate	(76)	(13)	(30)	(13)	(138)	(102)	(11)
Commercial real estate	(2,318)	(192)	(714)	(109)	(2,437)	(150)	(14)
Installment	(73)	(77)	(142)	(297)	(296)	(164)	(135)
Commercial	(591)	(814)	(428)	(1,136)	(842)	(531)	(362)
Total	(3,058)	(1,096)	(1,314)	(1,555)	(3,713)	(947)	(522)
Recoveries:							
Residential real estate				30	44		7
Commercial real estate	190						9
Installment	7	12	15	33	26	73	24
Commercial	111	33	41	11	51	11	17
Total	308	45	56	74	121	84	57
Net charge-offs	(2,750)	(1,051)	(1,258)	(1,481)	(3,592)	(863)	(465)
Balance at end of period	\$ 4,288	\$ 5,670	\$ 5,763	\$ 5,821	\$ 5,702	\$ 3,424	\$ 3,027
Ratio of net charge-offs during the period to average loans outstanding during the period	0.79%	0.29%	0.35%	0.37%	0.79%	0.19%	0.10%

**Allocation of the Allowance for Loan Losses**

The following table sets forth the allocation of the allowance by category and the percent of loans in each category to total loans which management believes can be allocated only on an approximate basis. The allocation of the allowance to each category is not necessarily indicative of future loss and does not restrict the use of the allowance to absorb losses in any category.

	At June 30, 2012		2011		2010		At September 30, 2008		2009		2007	
	Amount	%	\$	%	\$	%	\$	%	\$	%	\$	%
	(Dollar amounts in thousands)											
Residential real estate loans	\$ 377	33.1%	\$ 395	34.8%	\$ 236	33.2%	\$ 279	38.4%	\$ 474	45.4%	\$ 452	47.7%
Commercial real estate loans		24.4	2,866	22.9	3,255	24.6	3,538	22.6	742	17.7	743	16.7
Construction loans		6.1	38	6.6	45	7.2	49	6.7	67	7.4	150	6.9
Installment loans	335	18.6	396	19.2	371	19.5	360	19.6	205	19.9	226	20.1
Commercial business loans	1,517	17.8	1,947	16.5	1,914	15.5	1,476	12.7	1,936	9.6	1,456	8.6

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and leases												
Unallocated		N/A	121	N/A		N/A		N/A		N/A		N/A
<b>Total</b>	<b>\$ 4,288</b>	<b>100.0%</b>	<b>\$ 5,763</b>	<b>100.0%</b>	<b>\$ 5,821</b>	<b>100.0%</b>	<b>\$ 5,702</b>	<b>100.0%</b>	<b>\$ 3,424</b>	<b>100.0%</b>	<b>\$ 3,027</b>	<b>100.0%</b>

**Investment Activities**

Fidelity Savings Bank is required to maintain a sufficient level of liquid assets (including specified short-term securities and certain other investments) as determined by management and defined and reviewed for adequacy by the FDIC during its regular examinations. The FDIC, however, does not prescribe by regulation a minimum amount or percentage of liquid assets. The level of liquid assets varies depending upon several factors, including (i) the yields on investment alternatives, (ii) management's judgment as to the attractiveness of the

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yields then available in relation to other opportunities, (iii) expectation of future yield levels, and (iv) management's projections as to the short-term demand for funds to be used in loan origination and other activities. Securities, including mortgage-backed securities, are classified at the time of purchase, based upon management's intentions and abilities, as securities held-to-maturity or securities available-for-sale. Securities acquired with the intent and ability to hold to maturity are classified as held-to-maturity and are stated at cost and adjusted for amortization of premium and accretion of discount which are computed using the level yield method and recognized as adjustments of interest income. All other securities are classified as available-for-sale to serve principally as a source of liquidity.

Current regulatory and accounting guidelines regarding securities (including mortgage-backed securities) require us to categorize securities as held-to-maturity, available-for-sale, or trading. At June 30, 2012, Fidelity Savings Bank had securities classified as held-to-maturity and available-for-sale in the amount of \$69.7 million and \$173.5 million, respectively and had no securities classified as trading. Securities classified as available-for-sale are reported for financial reporting purposes at fair value with net changes in the market value from period to period included as a separate component of stockholders' equity net of income taxes. At June 30, 2012, Fidelity's securities available-for-sale had an amortized cost of \$174.2 million and fair value of \$173.5 million. The changes in fair value in the available-for-sale portfolio reflect normal market conditions and vary, either positively or negatively, based primarily on changes in general levels of market interest rates relative to the yields of the portfolio. Additionally, changes in the fair value of securities available-for-sale do not affect the loans-to-one borrower limit.

Fidelity conducts periodic reviews to identify and evaluate each investment that has an unrealized loss in accordance with U.S. generally accepted accounting principles. An unrealized loss exists when the current fair value of an individual security is less than its amortized cost basis. Unrealized losses that are determined to be temporary in nature are recorded net of tax in *Accumulated Other Comprehensive Income* (AOCI) for available-for-sale securities while such losses related to held-to-maturity securities are not recorded as these investments are carried at their amortized cost.

Regardless of the classification of the securities as available-for-sale or held-to-maturity, Fidelity has assessed each position for credit impairment.

Factors considered in determining whether a loss is temporary include:

the length of time and the extent to which fair value has been below cost;

the severity of the impairment;

the cause of the impairment and the financial condition and near-term prospects of the issuer;

activity in the market of the issuer which may indicate adverse credit conditions;

if Fidelity intends to sell the investment;

if it is more-likely-than-not Fidelity will be required to sell the investment before recovering its amortized cost basis; and

if Fidelity does not expect to recover the investment's entire amortized cost basis (even if Fidelity does not intend to sell the security).

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Fidelity's review for impairment generally entails:

identification and evaluation of investments that have indications of possible impairment;

analysis of individual investments that have fair values less than amortized cost, including consideration of the length of time the investment has been in an unrealized loss position and the expected recovery period;

discussion of evidential matter, including an evaluation of factors or triggers that could cause individual investments to qualify as having other-than-temporary impairment and those that would not support other-than-temporary impairment; and

documentation of the results of these analyses, as required under business policies

For debt securities that are not deemed to be credit impaired, management performs additional analysis to assess whether it intends to sell or would more-likely-than-not be required to sell the investment before the expected recovery of the amortized cost basis. Management has asserted that it has no intent to sell and that it believes it is more-likely-than-not that it will not be required to sell the investment before recovery of its amortized cost basis.

Similarly, for equity securities, management considers the various factors described above including its intent and ability to hold the equity security for a period of time sufficient for recovery to amortized cost. Where management lacks that intent or ability, the security's decline in fair value is deemed to be other-than-temporary and is recorded in earnings.

For debt securities, a critical component of the evaluation for other-than-temporary impairment is the identification of credit-impaired securities where management does not receive cash flows sufficient to recover the entire amortized cost basis of the security. The extent of Fidelity's analysis regarding credit quality and the stress on assumptions used in the analysis had been refined for securities where the current fair value or other characteristics of the security warrant.

Fidelity recorded impairment charges on securities of \$951,000 during the nine months ended June 30, 2012 compared to \$1.5 million during fiscal 2011. During the fiscal year ended September 30, 2011, \$1.1 million of impairment charges were recorded on six investments in pooled trust preferred securities resulting from several factors, including a downgrade on their credit ratings, failure to pass their principal coverage tests, indications of a break in yield, and the decline in the net present value of their projected cash flows. Management of Fidelity has deemed the impairment on these six trust preferred securities to be other-than-temporary based upon these factors and the duration and extent to which the market value has been less than cost, the inability to forecast a recovery in market value, and other factors concerning the issuers in the pooled security. Fidelity also recorded \$135,000 of impairment charges on a single-issuer trust preferred security. The impairment charges were a result of the financial institution issuer being put on regulatory order after several quarters of losses and it started deferring interest payments on both its trust preferred and its TARP preferred shares outstanding. During the fiscal year ended September 30, 2010, \$3.5 million of impairment charges were recorded on six investments in pooled trust preferred securities resulting from several factors, including a downgrade on their credit ratings, failure to pass their principal coverage tests, indications of a break in yield, and the decline in the net present value of their projected cash flows. Management of Fidelity has deemed the impairment on these six trust preferred securities to be other-than-temporary based upon these factors and the duration and extent to which the market value has been less than cost, the inability to forecast a recovery in market value, and other factors concerning the issuers in the pooled security. For the fiscal year ended September 30, 2011, Fidelity recognized in earnings impairment charges of \$204,000 and in other comprehensive income non-credit impairment charges of \$17,000 relating to one private label mortgage-backed security. The impairment charges resulted from a downgrade in its credit rating, as well as independent third-party analysis of the underlying collateral of the bond. For the fiscal year ended September 30, 2010, Fidelity recognized in earnings impairment charges of \$57,000 and in other comprehensive income non-credit impairment charges of \$294,000 relating to one private label mortgage-backed security. The impairment charges resulted from a downgrade in its credit rating, as well as

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independent third-party analysis of the underlying collateral of the bond. Based on the factors concerning the issuer, management of Fidelity deemed the impairment on this security to be other-than-temporary. During the fiscal year ended September 30, 2011, Fidelity recognized in earnings impairment charges of \$87,000 on one investment in common stock of a local financial institution resulting from the duration and extent to which the market value has been less than the cost and the performance of the financial institution over the past two years. There were no impairment charges taken on these securities for the fiscal year ended September 30, 2010.

At June, 2012, Fidelity Savings Bank's investment portfolio policy allowed investments in instruments such as: (i) U.S. Treasury obligations; (ii) U.S. federal agency or federally sponsored agency obligations; (iii) municipal obligations; (iv) mortgage-backed securities and collateralized mortgage obligations; (v) certificates of deposit; (vi) investment grade corporate bonds; and (vii) equity securities and mutual funds. The Board of Directors may authorize additional investments.

As a source of liquidity and to supplement its lending activities, Fidelity Savings Bank has invested in residential mortgage-backed securities. Mortgage-backed securities can serve as collateral for borrowings and, through repayments, as a source of liquidity. Mortgage-backed securities represent a participation interest in a pool of single-family or other types of mortgages. Principal and interest payments are passed from the mortgage originators, through intermediaries (generally quasi-governmental agencies) that pool and repackage the participation interests in the form of securities, to investors, like us. The quasi-governmental agencies, which include GinnieMae, FreddieMac, and FannieMae, guarantee the payment of principal and interest to investors.

Mortgage-backed securities typically are issued with stated principal amounts. The securities are backed by pools of mortgages that have loans with interest rates that are within a set range and have varying maturities. The underlying pool of mortgages can be composed of either fixed-rate or adjustable-rate mortgage loans. Mortgage-backed securities are generally referred to as mortgage participation certificates or pass-through certificates. The interest rate risk characteristics of the underlying pool of mortgages (*i.e.*, fixed-rate or adjustable-rate) and the prepayment risk are passed on to the certificate holder. The life of a mortgage-backed pass-through security is equal to the life of the underlying mortgages. Expected maturities will differ from contractual maturities due to scheduled repayments and because borrowers may have the right to call or prepay obligations with or without prepayment penalties. Mortgage-backed securities issued by GinnieMae, FreddieMac, and FannieMae make up a majority of the pass-through certificates market.

Fidelity Savings Bank also invests in mortgage-related securities, primarily collateralized mortgage obligations issued or sponsored by GinnieMae, FreddieMac, and FannieMae as well as private issuers. Investments in private issuer collateralized mortgage obligations are made because these issues generally are higher yielding than agency sponsored collateralized mortgage obligations with similar average life and payment characteristics. All such investments are rated AAA by a nationally recognized credit rating agency. Collateralized mortgage obligations are a type of debt security that aggregates pools of mortgages and mortgage-backed securities and creates different classes of collateralized mortgage obligations securities with varying maturities and amortization schedules as well as a residual interest with each class having different risk characteristics. The cash flows from the underlying collateral are usually divided into tranches or classes whereby tranches have descending priorities with respect to the distribution of principal and interest repayment of the underlying mortgages and mortgage backed securities as opposed to pass through mortgage backed securities where cash flows are distributed pro rata to all security holders. Unlike mortgage backed-securities from which cash flow is received and prepayment risk is shared pro rata by all securities holders, cash flows from the mortgages and mortgage-backed securities underlying collateralized mortgage obligations are paid in accordance with a predetermined priority to investors holding various tranches of such securities or obligations. A particular tranche or class may carry prepayment risk which may be different from that of the underlying collateral and other tranches. Collateralized mortgage obligations attempt to moderate reinvestment risk associated with conventional mortgage-backed securities resulting from unexpected prepayment activity.

As a Pennsylvania savings bank, Fidelity Savings Bank has the authority to invest in the debt or equity securities of any corporation or similar entity existing under the laws of the United States, any state or the

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District of Columbia subject to the prudent man rule. Aggregate equity investments may not exceed the lesser of 7.5% of the book value of Fidelity Savings Bank's assets or 75% of its capital and surplus. The aggregate investment in the equity securities of any one issuer may not exceed 1% of the book value of Fidelity Savings Bank's assets or more than 5% of the total outstanding shares of the issuer. Under FDIC regulations, Fidelity Savings Bank may only invest in listed equity securities or mutual funds.

**Investment and Mortgage-Backed Securities Portfolio**

The following tables set forth the composition, amortized cost, and fair value of Fidelity Savings Bank's investment and mortgage backed securities at the dates indicated.

**Investment Securities**

	At June 30, 2012		2011		At September 30, 2010		2009	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value
(Dollar amounts in thousands)								
Available-for-sale:								
U.S. government and agency	\$ 30,231	\$ 30,650	\$ 39,228	\$ 39,794	\$ 49,442			