FORM\_D



## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

# FORM D

RECEIVED NOTICE OF SALE OF SECURITIES

PURSUANT TO REGULATION DMAR SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXECUTION

OMB APPROVA OMB Number: 3235-0076

Expires: November 30, 2001 Estimated average burden

hours per response . . . 16.00 SEC USE ONLY Prefix Serial

DATE RECEIVED

THOMSON

FINANCIA

2002

Name of Offering ( check if this is an amendment and name has changed, and indicate change.) Strategic Capital Concepts/Strategic Financial Advisors Acquisition Filing Under (Check box(es) that apply): □ Rule 504 ☑ Rule 505 □ Rule 506 ☐ Section 4(6) ULOE Type of Filing: 

New Filing: ☐ Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.) First Commonwealth Financial Corporation Telephone Number (Including Area Code) Address of Executive Offices (Number and Street, City, State, Zip Code) 22 North Sixth Street, Indiana, Pennsylvania 15701 (724) 349-7200 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) Brief Description of Business Bank Holding Company Type of Business Organization □ corporation ☐ other (please specify): ☐ limited partnership, already formed ☐ limited partnership, to be formed business trust Month Year

> 8 2

□ Estimated

 $\mathbf{P}$   $\mathbf{A}$ 

## **GENERAL INSTRUCTIONS**

Actual or Estimated Date of Incorporation or Organization:

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

CN for Canada; FN for other foreign jurisdiction)

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of the federal notice.

> Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (2-99) 1 of 8

#### Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☑ Executive Officer ☑ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Trimarchi, E. James Business or Residence Address (Number and Street, City, State, Zip Code) 22 North Sixth Street, Indiana, Pennsylvania 15701 ☐ Beneficial Owner ☑ Director Check Box(es) that Apply: ☐ Promoter ☐ General and/or Managing Partner Full Name (Last name first, if individual) O'Dell, Joseph E. Business or Residence Address (Number and Street, City, State, Zip Code) 22 North Sixth Street, Indiana, Pennsylvania 15701 ☐ Beneficial Owner □ Director Check Box(es) that Apply: ☐ Promoter ☐ General and/or Managing Partner Full Name (Last name first, if individual) Dahlmann, David S. Business or Residence Address (Number and Street, City, State, Zip Code) 22 North Sixth Street, Indiana, Pennsylvania 15701 Check Box(es) that Apply: Promoter ☐ Beneficial Owner □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Dolan, John J. Business or Residence Address (Number and Street, City, State, Zip Code) 22 North Sixth Street, Indiana, Pennsylvania 15701 □ Promoter ☐ Beneficial Owner □ Director Check Box(es) that Apply: ☐ General and/or Managing Partner Full Name (Last name first, if individual) Thomchick, Gerald M. Business or Residence Address (Number and Street, City, State, Zip Code) 22 North Sixth Street, Indiana, Pennsylvania 15701 ☐ Beneficial Owner ☐ Director Check Box(es) that Apply: □ Promoter ☐ General and/or Managing Partner Full Name (Last name first, if individual) McMurdy, Sue Business or Residence Address (Number and Street, City, State, Zip Code) 22 North Sixth Street, Indiana, Pennsylvania 15701 ☑ Director ☐ Promoter ☐ Beneficial Owner ☐ General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Tomb, Jr., David R. Business or Residence Address (Number and Street, City, State, Zip Code) 22 North Sixth Street, Indiana, Pennsylvania 15701

A. BASIC IDENTIFICATION DATA

	ne issuer has been organized with g the power to vote or disp	•	or disposition of	f, 10% or more of a class
<ul><li>Each executive officer and die</li><li>Each general and managing parts</li></ul>	rector of corporate issuers and ner of partnership issuers.	of corporate general an	d managing partne	rs of partnership issuers; and
Check Box(es) that Apply: □ Prom	oter   Beneficial Owner	☑ Executive Officer	□ Director E	General and/or Managing Partner
Full Name (Last name first, if individua Clements, Thaddeus J.	il)			
Business or Residence Address (Numbe 22 North Sixth Street, Indiana, Pennsylv		le)		
Check Box(es) that Apply: ☐ Prom	oter	☑ Executive Officer	☐ Director □	General and/or Managing Partner
Full Name (Last name first, if individua Jarrett, William R.	1)			
Business or Residence Address (Numbe 22 North Sixth Street, Indiana, Pennsylv	· · · · · · · · · · · · · · · · · · ·	e)		
Check Box(es) that Apply: ☐ Prom	oter	☑ Executive Officer	□ Director □	General and/or Managing Partner
Full Name (Last name first, if individua Previte, R. John	1)			
Business or Residence Address (Numbe 22 North Sixth Street, Indiana, Pennsylv		e)		
Check Box(es) that Apply: ☐ Prome	oter   Beneficial Owner	☐ Executive Officer	☑ Director □	General and/or Managing Partner
Full Name (Last name first, if individual Brubaker, E. H.	1)			
Business or Residence Address (Numbe 22 North Sixth Street, Indiana, Pennsylv	• •	e) <sup>·</sup>		
Check Box(es) that Apply: ☐ Promo	oter   Beneficial Owner	☐ Executive Officer (Member-Manager)	⊠ Director □	General and/or Managing Partner
Full Name (Last name first, if individual Brumbaugh, Sumner E.				
Business or Residence Address (Number 22 North Sixth Street, Indiana, Pennsylv		e) 		
Check Box(es) that Apply: ☐ Prome	oter	☐ Executive Officer	⊠ Director □	General and/or Managing Partner
Full Name (Last name first, if individual Charley, Ray T.	)			
Business or Residence Address (Number 22 North Sixth Street, Indiana, Pennsylv		e) 		
		·		

A. BASIC IDENTIFICATION DATA

#### 2. Enter the information for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☑ Director □ General and/or Managing Partner Full Name (Last name first, if individual) Cote, Edward T. Business or Residence Address (Number and Street, City, State, Zip Code) 22 North Sixth Street, Indiana, Pennsylvania 15701 ☐ Beneficial Owner ☐ Executive Officer ☑ Director Check Box(es) that Apply: □ Promoter ☐ General and/or Managing Partner Full Name (Last name first, if individual) Dovey, Jr., Clayton C. Business or Residence Address (Number and Street, City, State, Zip Code) 22 North Sixth Street, Indiana, Pennsylvania 15701 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Geiser, Ronald C. Business or Residence Address (Number and Street, City, State, Zip Code) 22 North Sixth Street, Indiana, Pennsylvania 15701 ☐ Beneficial Owner □ Executive Officer □ Director Check Box(es) that Apply: □ Promoter ☐ General and/or Managing Partner Full Name (Last name first, if individual) Glass, Johnston A. Business or Residence Address (Number and Street, City, State, Zip Code) 22 North Sixth Street, Indiana, Pennsylvania 15701 ☐ Beneficial Owner ☐ Executive Officer □ Director Check Box(es) that Apply: □ Promoter ☐ General and/or Managing Partner (Member-Manager) Full Name (Last name first, if individual) Hanford, Thomas J. Business or Residence Address (Number and Street, City, State, Zip Code) 22 North Sixth Street, Indiana, Pennsylvania 15701 ☐ Executive Officer □ Director Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ General and/or Managing Partner Full Name (Last name first, if individual) Heilman, Jr., H.H. Business or Residence Address (Number and Street, City, State, Zip Code) 22 North Sixth Street, Indiana, Pennsylvania 15701 ☐ Executive Officer ☑ Director ☐ General and/or Check Box(es) that Apply: □ Promoter □ Beneficial Owner Managing Partner Full Name (Last name first, if individual) Johnson, David L. Business or Residence Address (Number and Street, City, State, Zip Code) 22 North Sixth Street, Indiana, Pennsylvania 15701

A. BASIC IDENTIFICATION DATA

	ner having the p	has been organized within		• •	or	disposition	of,	10% or more of a class
<ul> <li>Each executive offic</li> <li>Each general and man</li> </ul>			of o	corporate general an	d ma	anaging par	tners	s of partnership issuers; and
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner		Executive Officer	×	Director		General and/or Managing Partner
Full Name (Last name first, i Koslow, Robert F.	f individual)							
Business or Residence Addre 22 North Sixth Street, Indian			e)					
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner		Executive Officer	×	Director		General and/or Managing Partner
Full Name (Last name first, in Latimer, Dale P.	f individual)							
Business or Residence Addre 22 North Sixth Street, Indian			:)			_		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		Executive Officer	Ø	Director		General and/or Managing Partner
Full Name (Last name first, if Newill, James W.	f individual)					·		
Business or Residence Addre 22 North Sixth Street, Indiana			*)			_		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		Executive Officer	×	Director		General and/or Managing Partner
Full Name (Last name first, if Proske, Joseph W.	individual)							
Business or Residence Address 22 North Sixth Street, Indiana	•	· · · · · · · · · · · · · · · · · · ·	)					
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner		Executive Officer (Member-Manager)	×	Director		General and/or Managing Partner
Full Name (Last name first, if Robertshaw, Jr., John A.	individual)							
Business or Residence Address 22 North Sixth Street, Indiana			)					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		Executive Officer	Ø	Director		General and/or Managing Partner
Full Name (Last name first, if Singer, Laurie S.	indívidual)							•
Business or Residence Address 22 North Sixth Street, Indiana			)					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		Executive Officer	⊠	Director		General and/or Managing Partner
Full Name (Last name first, if Williams, Robert C.	individual)							
Business or Residence Addres 22 North Sixth Street, Indiana			)					

A. BASIC IDENTIFICATION DATA

## Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. ☑ Director Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner □ Executive Officer ☐ General and/or Managing Partner Full Name (Last name first, if individual) Delaney, Thomas C. Business or Residence Address (Number and Street, City, State, Zip Code) 22 North Sixth Street, Indiana, Pennsylvania 15701 Check Box(es) that Apply: □ Promoter □ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Irvin, David F. Business or Residence Address (Number and Street, City, State, Zip Code) 22 North Sixth Street, Indiana, Pennsylvania 15701 ☐ Beneficial Owner □ Executive Officer ☐ Director Check Box(es) that Apply: □ Promoter ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Beneficial Owner ☐ Executive Officer □ Director ☐ Promoter ☐ General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter □ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or (Member-Manager) Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or ☐ Promoter Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

A. BASIC IDENTIFICATION DATA

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3.	Does	the offer	ing permi	it joint owr	nership of	a single un	it?				• • • • • • • • • • • • • • • • • • • •		Yes No □ ⊠
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box $\square$ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
	Type of Security		Aggregate Offering Price	An	nount Already Sold
	Debt	\$_	00	. \$_	
	Equity	\$_	1,625,000	. s_	1,625,000
	☑ Common ☐ Preferred				
	Convertible Securities (including warrants)	\$_	0	. \$_	
	Partnership Interests	\$_	0	. s_	
	Other (Specify)	\$	0		
	Total	\$_	1,625,000	\$	1,625,000
	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				
			Number Investors	Do	Aggregate llar Amounts f Purchases
	Accredited Investors		1	\$	1,625,000
	Non-accredited Investors		0	\$	0
	Total (for filings under Rule 504 only)			\$	
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C -Question 1.				
	Type of offering		Type of Security	Do	ollar Amount Sold
	Rule 505	C	ommon Stock	\$	1,625,000
	Regulation A			s	
	Rule 504			\$	
	Total			_	1,625,000
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			- <u></u>	
	Transfer Agent's Fees		🗵	\$	500
	Printing and Engraving Costs			\$	
	Legal Fees		🛮	\$	15,000
	Accounting Fees			\$	1,000
	Engineering Fees			 	
	Sales Commissions (specify finders' fees separately)			_	
	Other Expenses (identify)				
	Tree!			°	16 500

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PROCEEDS	
	b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a This difference is the "adjusted gross proceeds to the issuer."		\$ 1.609.500
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.	·	\$ <u>1,608,500</u>
	the dejusted gross proceeds to the issuel set forth in response to fair C - Question 4.0 above.	Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	□ \$	□ \$
	Purchase of real estate	□ \$	□ \$
	Purchase, rental or leasing and installation of machinery and equipment	□ \$	□ \$
	Construction or leasing of plant buildings and facilities	□ \$	□ \$
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	□ \$ <u>0</u>	□ \$ <u>1,608,500</u>
	Repayment of indebtedness	□ \$	□ \$
	Working capital	□ \$	□ \$
	Other (specify):		
		□ \$	□ \$
	Column Totals	□ \$	□ \$
	Total Payments Listed (column totals added)	□ \$ 1.	608,500
	D. FEDERAL SIGNATURE		
follo	issuer has duly caused this notice to be signed by the undersigned duly authorized person. If wing signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and It of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph	Exchange Commissi	
ssue	r (Print or Type)	7	ate
First	Commonwealth Financial Corp.		
Vame	e of Signer (Print or Type)  Title of Signer (Print or Type)		
osep	h E. O'Dell President and Chief Executive Officer		e de la companya de La companya de la co

\_\_\_\_ ATTENTION \_\_\_\_\_

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE		
1.	Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions	Yes	No
	of such rule.		፟
	See Appendix, Column 5, for state response.		

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

•	
Issuer (Print or Type)	Signature Date
First Commonwealth Financial Corp.	fryh? Mell
Name (Print or Type)	Title (Print or Type)
Joseph E. O'Dell	President and Chief Executive Officer

#### Instruction:

Print the name and title of the signing representative under this signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear type or printed signatures.

APPENDIX

1		2	3		-	4			5	
	to nor	end to sell n-accredited tors in State B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)					
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	, attach nation of granted) E-Item1)	
AL										
AK										
AZ										
AR										
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APPENDIX 2 Disqualification under State ULOE (if yes, attach Type of security and aggregate offering price offered in state (Part C-Item 1) Intend to sell Type of investor and amount purchased in State (Part C-Item 2) to non-accredited explanation of waiver granted) (Part E-Item1) investors in State (Part B-Item 1) Number of Number of Non-Accredited Investors Accredited State Yes No Investors Amount Amount Yes No MT NE NVNH NJ NMNY NC ND OH OK OR Common Stock, PA X \$1,625,000 \$1,625,000 1 0 0 X RI SC SD TN TXUT VTVAWA WV WI WYPR