

Edgar Filing: FNB CORP/FL/ - Form 11-K

FNB CORP/FL/
Form 11-K
June 30, 2003

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

FORM 11-K

FOR ANNUAL REPORTS OF EMPLOYEE STOCK PURCHASE, SAVINGS AND SIMILAR PLANS
PURSUANT TO SECTION 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

ANNUAL REPORT PURSUANT TO SECTION 15 (d) OF THE
SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2002

- A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

F.N.B. Corporation Salary Savings Plan

- B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

F.N.B. Corporation
2150 Goodlette Road North
Naples, Florida 34102

F.N.B. Corporation Salary Savings Plan
Audited Financial Statements and Supplemental Schedules
As of December 31, 2002 and 2001 and for the year ended December 31, 2002
with Report of Independent Auditors

F.N.B. Corporation Salary Savings Plan

Audited Financial Statements and Supplemental Schedules

As of December 31, 2002 and 2001 and for the year ended December 31, 2002

Contents

Report of Independent Auditors.....	1
Audited Financial Statements	
Statements of Net Assets Available for Benefits.....	2

Edgar Filing: FNB CORP/FL/ - Form 11-K

Statement of Changes in Net Assets Available for Benefits.....	3
Notes to Financial Statements.....	4

Supplemental Schedules

Schedule H, Line 4i - Schedule of Assets (Held at End of Year).....	11
Schedule H, Line 4j - Schedule of Reportable Transactions.....	13

Report of Independent Auditors

F.N.B. Corporation Salary Savings Plan
Naples, Florida

We have audited the accompanying statements of net assets available for benefits of F.N.B. Corporation Salary Savings Plan as of December 31, 2002 and 2001 and the related statement of changes in net assets available for benefits for the year ended December 31, 2002. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2002 and 2001, and the changes in its net assets available for benefits for the year ended December 31, 2002, in conformity with accounting principles generally accepted in the United States.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2002 and reportable transactions for the year then ended, are presented for purpose of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, are fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/Ernst & Young LLP

Birmingham, Alabama
June 5, 2003

Edgar Filing: FNB CORP/FL/ - Form 11-K

F.N.B. Corporation Salary Savings Plan

Statements of Net Assets Available for Benefits

	December 31,	
	2002	2001

Assets		
Investments at fair value:		
Guaranteed interest accounts	\$ 1,450,122	\$ 1,344,877
Interest in pooled separate accounts	11,864,042	9,553,516
F.N.B. Corporation common stock	10,521,988	6,995,058
Participant loans	857,071	527,585

Net assets available for benefits	\$ 24,693,223	\$ 18,421,036
	=====	

See accompanying notes.

-2-

F.N.B. Corporation Salary Savings Plan

Statement of Changes in Net Assets Available for Benefits

9

	Year ended December 31, 2002	

Additions:		
Interest income	\$ 107,028	
Dividends	668,651	
Contributions:		
Participant	2,446,821	
Employer	2,982,714	
Transfer in from merged plan	2,763,536	

Total additions	8,968,750	
Deductions:		
Distributions to participants or beneficiaries	1,543,498	
Administrative expenses	54,122	

Total deductions	1,597,620	
Net depreciation in fair value of investments	(1,098,943)	

Net increase	6,272,187	
Net assets available for benefits:		
Beginning of year	18,421,036	

Edgar Filing: FNB CORP/FL/ - Form 11-K

End of year

\$ 24,693,223
=====

See accompanying notes.

-3-

F.N.B. Corporation Salary Savings Plan

Notes to Financial Statements

December 31, 2002

1. Description of the Plan

The following description of the F.N.B. Corporation Salary Savings Plan (the "Plan") provides only general information. Participants should refer to the Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution 401(k) plan, substantially covering all employees of the following subsidiaries of F.N.B. Corporation (the "Corporation"): First National Bank of Florida; The Customer Service Center of F.N.B., LLC FL Division; First National Trust Company, FL Division; First National Investment Services Company, FL Division; and F.N.B. Affiliate Services. Employees who have completed 90 days of service and are age twenty-one or older are eligible to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

On January 31, 2002, the Corporation completed its business combination with Central Bank Shares, Inc. ("Central"). Central's banking affiliate, Bank of Central Florida, was merged into First National Bank of Florida. Concurrently, the Bank of Central Florida Salary Savings Plan was merged into the Plan. On March 20, 2002, the net assets of the Bank of Central Florida Salary Savings Plan were transferred into the Plan.

Contributions

Under the Plan, participants may make voluntary pretax contributions to their accounts of up to 15% of their compensation. During 2002, the Corporation matched 50% of each eligible participant's contributions up to 6% of the participants' savings contributions. The Corporation, at its discretion, may also make a fixed non-elective contribution equal to 5% of the compensation of all eligible participants and may from time to time contribute to the Plan such additional amounts, as detailed in the Plan agreement.

Participants' savings contributions and employer matching contributions are designated under a qualified deferred arrangement as allowed by Sections 401(k) and 401(m) of the Internal Revenue Code.

-4-

F.N.B. Corporation Salary Savings Plan

Edgar Filing: FNB CORP/FL/ - Form 11-K

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Participants may direct employee contributions into the following investment options: Principal Guaranteed Interest Account, Principal Money Market Separate Account, Russell Life Points Conservative Strategy Separate Account, Principal Government Securities Separate Account, High Quality Interim-Term Bond Separate Account, Principal High Quality Long-Term Bond Separate Account, Principal American Century Income and Growth Separate Account, Principal Russell Life Points Moderate Strategy Separate Account, Principal Large Capital Stock Index Separate Account, Principal Russell Life Points Balanced Strategy Separate Account, Principal Medium Company Value Separate Account, Principal Russell Life Points Aggressive Strategy Separate Account, Principal Russell Life Points Equity Aggressive Strategy Separate Account, Principal Total Market Stock Index Separate Account, Principal INVESCO Small Company Growth Separate Account, Principal Mid-Cap Growth Separate Account, Principal Mid-Cap Stock Index Separate Account, Principal Small-Cap Value Separate Account, Principal Small-Cap Stock Index Separate Account, Principal Voyager Separate Account, Principal International Stock Separate Account, and F.N.B. Corporation common stock.

Principal is the custodian of all the Plan's assets, with the exception of the F.N.B. Corporation common stock.

Participant Loans

Participants may borrow from their fund accounts up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from 1-5 years. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan Administrator. Principal and interest are paid ratably through payroll deductions.

-5-

1. Description of the Plan (continued)

Vesting

Participants are immediately vested in their voluntary contribution plus actual earnings thereon. Participants are 100% vested in the employer's contribution and actual earnings thereon after five years of service (see vesting schedule below):

Vesting Schedule

Years of Service	Percentage
1	20%
2	40%

Edgar Filing: FNB CORP/FL/ - Form 11-K

3	60%
4	80%
5	100%

Forfeitures

Upon termination of a participant, the employer's contribution to which the participant is not vested is segregated into a separate account and is used to reduce the Plan's administrative expenses. Any remaining balance is distributed among the participant's accounts. For the year ended December 31, 2002, forfeitures totaled \$83,393.

Payment of Benefits

Upon termination of service, a participant with a vested account balance of less than \$5,000 will receive a lump-sum equal to the vested value of the participant's account. A participant who terminates service with a vested account balance of greater than \$5,000 has two options: the participant may leave the account under the Plan or the participant may request a lump-sum distribution of the vested account balance. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account. The Plan also permits distributions in the event of the participant's permanent disability, death, or attainment of normal retirement age as defined by the Plan.

-6-

1. Description of the Plan (continued)

Administrative Expenses

All administrative expenses of the Plan, except for investment fees, are paid by the Corporation. Such expenses have historically been comprised of fees of audit, custody and recordkeeping services.

Plan Termination

Although it has not expressed any intent to do so, the Corporation has the right under the Plan to discontinue its contribution at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, the participants will become 100% vested in their accounts.

2. Summary of Significant Accounting Policies

Basis of Presentation

The financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States. Certain reclassifications have been made to the prior year's financial statements to conform to the current year's presentation.

Investment Valuation

The Principal pooled separate accounts investments are valued at fair value. The dividends, interest, and realized and unrealized gains for the underlying funds are factored into the value of the separate account funds. The dollar value per unit of participation is determined by dividing the total value of the separate account by the total number of units of participation held in the separate account. Investments in shares of registered investment

Edgar Filing: FNB CORP/FL/ - Form 11-K

companies and guaranteed interest accounts are stated at their net asset value, based on the quoted market prices of the securities held in such funds. The Corporation's common stock is traded on the Nasdaq Stock Market under the trading symbol "FBAN" and is valued using the closing price on the last day of the Plan year. The participant loans are valued at their outstanding balances, which approximate fair value.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

-7-

3. Investments

The fair values of individual investments that represent 5% or more of the Plan's net assets are as follows:

	December 31,	
	2002	2001
Principal Financial Group, Inc.:		
Guaranteed Interest Account	\$ 1,450,122	\$ 1,344,877
Money Market Separate Account	4,496,416	1,297,760
Large Capital Stock Index Separate Account	1,683,655	2,196,506
Government Securities Separate Account	1,234,865	392,605
F.N.B. Corporation common stock*	10,521,988	6,995,058

* Includes non-participant directed investments of \$9,620,204 and \$6,717,414 at December 31, 2002 and 2001, respectively.

During 2002, the Plan's investments (including investments bought, sold, as well as held during the year) appreciated (depreciated) in fair value as determined by quoted market prices as follows:

Pooled separate accounts	\$ (1,327,420)
F.N.B. Corporation common stock	228,477
	\$ (1,098,943)
	\$ (1,098,943)

-8-

4. Nonparticipant-Directed Investment

Information about the net assets and the significant components of the changes in net assets relating to non-participant directed investments in F.N.B. Corporation common stock is as follows:

	December 31,	
	2002	2001
Investments at fair value:		
F.N.B. Corporation Common Stock	\$ 9,620,204	\$ 6,717,414

Edgar Filing: FNB CORP/FL/ - Form 11-K

	Year ended December 31, 2002

Changes in net assets:	
Employer contributions	\$ 2,292,355
Net appreciation in fair value of investments	257,527
Dividends	626,079
Distributions to participants or beneficiaries	(264,480)
Transfers from participant-directed investments	27,419
Administrative expenses	(36,110)

	\$ 2,902,790
	=====

5. Income Tax Status

The Plan received a determination letter from the Internal Revenue Service dated September 4, 2002, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the "Code") and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

-9-

6. Parties-in-Interest Transactions

The First National Trust Company is the custodian for the F.N.B. Corporation Common Stock only. Certain plan investments are units of pooled separate accounts managed by Principal Life Insurance Company. The majority of administrative expenses of the Plan are paid by the Corporation. Such expenses have historically been comprised of fees for audit, custody and recordkeeping services and have been immaterial in relation to the Corporation and the Plan.

One of the investment options in the Plan is F.N.B. Corporation common stock.

-10-

SUPPLEMENTAL SCHEDULE

F.N.B. Corporation Salary Savings Plan
Plan Number: 003

Edgar Filing: FNB CORP/FL/ - Form 11-K

Employer Identification Number: 25-1255406

Schedule H, Line 4i
 Schedule of Assets (Held at End of Year)

December 31, 2002

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e)
*	Principal Financial Group, Inc.	Guaranteed Interest Account	**	\$
*	Principal Financial Group, Inc.	Money Market Separate Account	**	
		Russell Life Points Conservative Strategy Separate Account	**	
		Government Securities Separate Account	**	
		High Quality Interim-Term Bond Separate Account	**	
		High Quality Long-Term Bond Separate Account	**	
		American Century Income and Growth Separate Account	**	
		Russell Life Points Moderate Strategy Separate Account	**	
		Large Capital Stock Index Separate Account	**	
		Russell Life Points Balanced Strategy Separate Account	**	
		Medium Company Value Separate Account	**	
		Russell Life Points Aggressive Strategy Separate Account	**	
		Russell Life Points Equity Aggressive Strategy Separate Account	**	
		Total Market Stock Index Separate Account	**	
		INVESCO Small Company Growth Separate Account	**	

-11-

F.N.B. Corporation Salary Savings Plan
 Plan Number: 003
 Employer Identification Number: 25-1255406

Schedule H, Line 4i

Edgar Filing: FNB CORP/FL/ - Form 11-K

Schedule of Assets (Held at End of Year) (continued)

December 31, 2002

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e)
*	Principal Financial Group, Inc. (continued)	Mid-Cap Growth Separate Account		**
		Mid-Cap Stock Index Separate Account		**
		Small-Cap Value Separate Account		**
		Small-Cap Stock Index Separate Account		**
		Voyager Separate Account		**
		International Stock Separate Account		**
*	F.N.B. Corporation	Common Stock - non-participant directed	8,772,578	
		Common Stock - participant directed		**
*	Participant Loans	Interest rates ranging from 4.25% to 11.50% maturing through 2006		**
	Total Investments			\$ =====

*Party-in-interest

**Column (d) has not been presented as this information is not applicable for participant directed

-12-

F.N.B. Corporation Salary Savings Plan
Plan Number: 003
Employer Identification Number: 25-1255406

Schedule H, Line 4j
Schedule of Reportable Transactions

December 31, 2002

(a) Identity of Party	(b) Description of Asset including interest rate	(c) Purchase	(d) Selling	(g) Cost
-----------------------	---	--------------	-------------	----------

Edgar Filing: FNB CORP/FL/ - Form 11-K

Involved	and maturity in case of a loan	Price	Price	Of Asset

Category (iii) - Series of transactions in excess of 5% of Plan assets				
F.N.B. Corporation	Common Stock	\$2,920,872	-	\$2,920,872

There were no Category (i), (ii), or (iv) reportable transactions for the year ended December 31, 2003.
Columns (e) and (f) are not presented as this information is not applicable.

-13-

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

F.N.B. Corporation Salary Savings Plan

Date: June 30, 2003

/s/Thomas E. Fahey

Thomas E. Fahey
Executive Vice President and
Chief Financial Officer

