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FNB CORP/FL/  
Form 11-K  
June 28, 2004

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, 2003

- 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 Progress Savings 401(k) Plan

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

F.N.B. Corporation  
One F.N.B. Boulevard  
Hermitage, PA 16148

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, thereunto duly authorized.

F.N.B. Corporation Progress Savings 401(k) Plan

Date: June 28, 2004

/s/ Tito L. Lima

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Tito L. Lima  
Corporate Controller

AUDITED FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

F.N.B. Corporation Progress Savings 401(k) Plan

Years ended December 31, 2003 and 2002  
with Report of Independent Registered Public Accounting Firm

F.N.B. Corporation  
Progress Savings 401(k) Plan

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## Audited Financial Statements and Supplemental Schedules

Years ended December 31, 2003 and 2002

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#### Report of Independent Registered Public Accounting Firm

Board of Directors  
F.N.B. Corporation Progress Savings  
401(k) Plan

We have audited the accompanying statements of net assets available for benefits of F.N.B. Corporation Progress Savings 401(k) Plan as of December 31, 2003 and 2002, and the related statement of changes in net assets available for benefits for the year ended December 31, 2003. 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 the standards of the Public Company Accounting Oversight Board (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, 2003 and 2002, and the changes in its net assets available for benefits for the year ended December 31, 2003, in conformity with U.S. generally accepted accounting principles.

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, 2003, and reportable transactions for the year then ended, are presented for the 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

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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

June 17, 2004

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### F.N.B. Corporation Progress Savings 401(k) Plan

#### Statements of Net Assets Available for Benefits

	DECEMBER 31	
	2003	2002
<b>ASSETS</b>		
Investments at fair value:		
Guaranteed interest account	\$ 5,238,471	\$ 5,521,034
Interest in pooled separate accounts	12,894,072	9,020,625
F.N.B. Corporation common stock	17,239,950	12,338,958
Participant loans	397,203	239,146
	\$35,769,696	\$27,119,763
	=====	=====

See accompanying notes.

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### F.N.B. Corporation Progress Savings 401(k) Plan

#### Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2003

<b>ADDITIONS</b>	
Investment income:	
Dividend and interest income	\$ 1,161,662
Net appreciation in fair value of investments	6,200,766
	7,362,428
Total investment income	7,362,428

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Contributions:	
Participant	3,668,390
Employer	1,275,867
	-----
Total contributions	4,944,257
	-----
Total additions	12,306,685
DEDUCTIONS	
Distributions to participants or beneficiaries	3,358,244
Plan transfers	264,695
Administrative expenses	33,813
	-----
Total deductions	3,656,752
	-----
Net increase	8,649,933
Net assets available for benefits:	
Beginning of year	27,119,763
	-----
End of year	\$35,769,696
	=====

See accompanying notes.

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F.N.B. Corporation  
Progress Savings 401(k) Plan

Notes to Financial Statements

Years ended December 31, 2003 and 2002

1. DESCRIPTION OF PLAN

The following description of the F.N.B. Corporation Progress Savings 401(k) 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, covering all employees of F.N.B. Corporation (the Corporation), including the following subsidiaries: First National Bank of Pennsylvania; Regency Finance Company; First National Trust Company (Pennsylvania division); First National Investment Services Company (Pennsylvania division); F.N.B. Investment Advisors, Inc.; and Customer Service Center of F.N.B., LLC (Pennsylvania division). 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).

CONTRIBUTIONS

Beginning in 2003, participating employees may make voluntary pretax

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contributions to their accounts of up to 50% of their compensation. Prior to 2003, participating employees were limited to contributions of 20% of their compensation. The Corporation makes a matching contribution of 50% of the first 6% of a participant's salary deferral contribution. The amount of matching contributions is a discretionary percentage and may be changed.

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

Participants may direct employee contributions in the following 21 investment options: Principal Stable Value Fund, Principal Government Securities Separate Account, Principal High Quality Interim-Term Bond Separate Account, Principal High Quality Long-Term Bond Separate Account, American Century Income Growth Separate Account, Principal Large Capital Stock Index Separate Account, Principal Medium Company Value Separate Account, Principal Total Market Stock Index Separate Account, Russell LifePoints Conservative Strategy Separate

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F.N.B. Corporation  
Progress Savings 401(k) Plan

Notes to Financial Statements (continued)

### 1. DESCRIPTION OF PLAN (CONTINUED)

Account, Russell LifePoints Moderate Strategy Separate Account, Russell LifePoints Balance Strategy Separate Account, Russell LifePoints Aggressive Strategy Separate Account, Russell LifePoints Equity Aggregate Strategy Separate Account, INVESCO Small Company Growth Separate Account, Principal Mid Cap Stock Index Separate Account, Principal Medium Company Growth Separate Account, Principal Small Company Value Separate Account, Principal Small Capital Stock Index Separate Account, Putnam Voyager Separate Account, Principal International Stock Separate Account and F.N.B. Corporation common stock.

Principal Financial Group, Inc. (Principal) is the trustee and custodian of all of the Plan's assets, with the exception of the F.N.B. Corporation common stock. The First National Trust Company is the custodian for the F.N.B. Corporation common stock.

The employer's discretionary contributions are used to purchase the Corporation's common stock. Beginning in 2003, participants who have attained age 55 are permitted to direct the trustee to invest the Corporation's discretionary portion of their account into any other investment that may be permitted under the Plan. Prior to 2003, participants who had attained the age of 59-1/2 were permitted to invest the Corporation's discretionary portion of their account into any other investment that may be permitted under the Plan.

### DIVIDENDS ON F.N.B. CORPORATION COMMON STOCK

Dividends on F.N.B. Corporation common stock are automatically re-invested in the Plan for all participants. However, beginning in 2003, participants may make a special request to receive a cash distribution of dividend payments on F.N.B. Corporation common stock.

### PARTICIPANT ACCOUNTS

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Each participant's account is credited with their voluntary contribution and the employer's matching contribution and an allocation of the Plan's net earnings as defined by the Plan.

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F.N.B. Corporation  
Progress Savings 401(k) Plan

Notes to Financial Statements (continued)

### 1. DESCRIPTION OF PLAN (CONTINUED)

#### VESTING

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

VESTING SCHEDULE	
YEARS OF SERVICE	PERCENTAGE
1	20%
2	40%
3	60%
4	80%
5	100%

Cash dividends paid on F.N.B. Corporation common stock declared after March 1, 2003 are 100% vested regardless of years of service performed.

#### FORFEITURES

Upon termination of a participant, the employer's matching contribution to which the participant is not vested is segregated into a separate account until the participant incurs a five-year break in service upon which time such nonvested amount will be forfeited. Forfeited amounts are used to reduce the Plan's administrative expenses. Any remaining balance is used by the employer to reduce future matching contributions. For the year ended December 31, 2003, forfeitures totaled \$32,951 and were used to reduce plan expenses.

#### PAYMENT OF BENEFITS

Upon termination of service, a participant with a vested account balance of less than \$5,000 will receive a lump-sum amount equal to the vested value of his or her account. A participant who terminates service with a vested account balance of greater than \$5,000 has two options: he or she may leave his or her account under the Plan or he or she may request a lump-sum distribution of the vested account balance. The Plan also permits distributions in the event of the

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participant's permanent disability, death, early retirement (age 55), or attainment of normal retirement age as defined in the Plan.

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### F.N.B. Corporation Progress Savings 401(k) Plan

#### Notes to Financial Statements (continued)

#### 1. DESCRIPTION OF PLAN (CONTINUED)

##### 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 one to five 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.

##### 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 ACCOUNTING POLICIES

##### BASIS OF PRESENTATION

The financial statements have been prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles, except for distributions which are recorded when paid by the trustee. Certain reclassifications have been made to the prior year's financial statements to conform to the current year's presentation.

##### VALUATION OF INVESTMENTS

The pooled separate account 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 the guaranteed interest account 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 New York Stock Exchange under the trading symbol "FNB" and is valued using last trading price on the last business day of the Plan year. The participant loans are valued at their outstanding balances, which approximate fair value.

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Progress Savings 401(k) Plan

Notes to Financial Statements (continued)

## 2. SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

### ADMINISTRATIVE EXPENSES

All administrative expenses of the Plan not absorbed by forfeitures, except for investment fees, are paid by the Corporation. Such expenses have historically been comprised of fees of audit, custody and recordkeeping services and have been immaterial in relation to the Corporation and the Plan.

### INVESTMENT INCOME

Interest income from investments and loans to participants is recorded on an accrual basis. Dividend income is recorded on an accrual basis.

### CONTRIBUTIONS

Participant contributions are recorded in the month withheld from participants' wages. Company contributions are recorded in the same month.

### DISTRIBUTIONS TO PARTICIPANTS

Distributions to participants are recorded when paid by the trustee.

### USE OF ESTIMATES

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

## 3. INVESTMENTS

All investment information disclosed in the accompanying financial statements and schedules, including investments held at December 31, 2003 and 2002, interest and dividend income, and net appreciation in fair value of investments for the year ended December 31, 2003 and reportable transactions for the year ended December 31, 2003, were obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by the trustee.

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F.N.B. Corporation  
Progress Savings 401(k) Plan

Notes to Financial Statements (continued)

## 3. INVESTMENTS (CONTINUED)

The following presents investments that represent 5% or more of the Plan's net



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assets.

	DECEMBER 31	
	2003	2002
	-----	-----
Guaranteed Interest Account	\$ 5,238,471	\$ 5,521,034
Principal Large Capital Stock Index Account	3,454,797	2,492,273
Principal Government Securities Separate Account	1,382,619	1,418,472
F.N.B. Corporation common stock*	17,239,950	12,338,958

\*Includes nonparticipant-directed investments of \$9,582,882 and \$6,340,653 at December 31, 2003 and 2002, respectively.

During 2003, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

	2003
	-----
Guaranteed Interest Accounts	\$ 192,210
Pooled separate accounts	2,215,967
Common stock	3,792,589
	-----
	\$6,200,766
	=====

4. NONPARTICIPANT-DIRECTED INVESTMENT

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

	DECEMBER 31	
	2003	2002
	-----	-----
Investments at fair value:		
F.N.B. Corporation common stock	\$9,582,882	\$6,340,653

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4. NONPARTICIPANT-DIRECTED INVESTMENT (CONTINUED)

	YEAR ENDED DECEMBER 31 2003 -----
Beginning balance	\$ 6,340,653
Changes in net assets:	
Employer contributions	1,275,867
Net appreciation in fair value of investments	2,037,658
Dividends	610,529
Distributions to participants or beneficiaries	(547,006)
Transfers to participant-directed investments	(118,155)
Administrative expenses	(16,664)
	-----
Ending balance	\$ 9,582,882 =====

5. INCOME TAX STATUS

The Plan received a determination letter from the Internal Revenue Service dated September 12, 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. Subsequent to this determination by the Internal Revenue Service, the Plan was amended. 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, as amended, is qualified and the related trust is tax-exempt.

6. PARTIES-IN-INTEREST TRANSACTIONS

The First National Trust Company is the custodian for the F.N.B. Corporation common stock. All administrative expenses of the Plan not absorbed by forfeitures are paid by the Corporation. Such expenses have historically been comprised of fees for audit, custody and recordkeeping services.

One of the investment options in the Plan is F.N.B. Corporation common stock. At December 31, 2003 and 2002, the Plan held an aggregate of 486,317 and 448,363 shares of F.N.B. Corporation common stock valued at \$17,239,950 and \$12,338,958, respectively.

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F.N.B. Corporation  
Progress Savings 401(k) Plan

Notes to Financial Statements (continued)

7. SUBSEQUENT EVENTS

Effective January 1, 2004, F.N.B. Corporation spun-off its Florida operations into a separate, independent public company, First National Bankshares of

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Florida, Inc. (FLB). As a result of the spin-off, F.N.B. Corporation stockholders received one share of FLB common stock for each share of the Corporation's common stock owned. FLB common stock became an approved investment option in the Plan, however no further contributions may be made into this investment option.

Also as a result of the spin-off, Customer Service Center of F.N.B., L.L.C. was dissolved and its Pennsylvania division employees were transferred to First National Bank of Pennsylvania.

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Supplemental Schedules

F.N.B. Corporation  
Progress Savings 401(k) Plan

EIN: 25-1255406 Plan Number: 002

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

December 31, 2003

(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
---	-----	-----
*	Principal Financial Group, Inc.	Stable Value Fund
*	Principal Financial Group, Inc.	Government Securities Separate Account High Quality Interim-Term Bond Separate Account High Quality Long-Term Bond Separate Account American Century Income Growth Separate Account Large Capital Stock Index Separate Account Medium Company Value Separate Account Total Market Stock Index Separate Account Russell LifePoints Conservative Strategy Separate Account Russell LifePoints Moderate Strategy Separate Account Russell LifePoints Balance Strategy Separate Account Russell LifePoints Aggressive Strategy Separate Account Russell LifePoints Equity Aggregate Strategy Separate Account INVESCO Small Company Growth Separate Account Mid Cap Stock Index Separate Account Medium Company Growth Separate Account Small Company Value Separate Account Small Capital Stock Index Separate Account Putnam Voyager Separate Account International Stock Separate Account

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

(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 -----
*	F.N.B. Corporation	Common stock--nonparticipant directed Common stock--participant directed
*	Participant Loans	Interest rates ranging from 4.00% to 6.75% maturing through 2008
Total Assets		

\* Indicates party-in-interest to the Plan  
\*\* Column (d) has not been presented as this information is not applicable for participant directed investments.

F.N.B. Corporation  
Progress Savings 401(k) Plan

EIN: 25-1255406      Plan Number: 002

Schedule H, Line 4j--Schedule of Reportable Transactions

Year ended December 31, 2003

(A) IDENTITY OF PARTY INVOLVED	(B) DESCRIPTION OF ASSET INCLUDING INTEREST RATE AND MATURITY IN CASE OF A LOAN	(C) PURCHASE PRICE	(D) SELLING PRICE	(G) COST OF ASSET	(H) C VALUE OF TRANSACTIONS
Category (iii) - series of transactions in excess of 5% of plan assets					
F.N.B. Corporation	Common Stock	\$ 1,945,282	\$ --	\$ 1,945,282	\$ 1,945,282

There were no category (i), (ii) or (iv) reportable transactions during 2003.

Columns (e) and (f) are not presented as this information is not applicable.

