



**F.N.B. Investment Advisors, Inc.**

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March 31, 2011

This brochure describes the qualifications and business practices of F.N.B. Investment Advisors, Inc. If you have any questions about the contents of this brochure, please contact us at (888) 824-5833 or [hrin@fnb-corp.com](mailto:hrin@fnb-corp.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

F.N.B Investment Advisors, Inc. is a federally registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. Additional information about us is also available on the SEC's website at <http://www.adviserinfo.sec.gov>.

## ***Item 2 - Material Changes***

Form ADV has historically been the primary disclosure document for investment advisers. On July 28, 2010, the United States Securities and Exchange Commission (“SEC”) published “Amendments to Form ADV” which have resulted in changes to this document. This Brochure dated March 31, 2011 is different from our previous Brochure and should be considered “materially new” although you will recognize certain disclosures as similar to what you have read in the past.

Since the date of our last annual ADV amendment on August 13, 2010, there have been no material developments in our business.

In the future, this section of the Brochure will address only “material changes” since our last delivery or posting on the SEC’s public website. In the past we have offered or delivered information about our qualifications and business practices to clients at least annually. Going forward, we will deliver to clients a summary of all material changes to this Brochure within 120 days of our fiscal year-end or more often if necessary. This Brochure is available on our web site at <http://www.fnbwealthmanagement.com>.

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## **Item 4 – Advisory Business**

### **Ownership/Assets under Management**

F.N.B. Investment Advisors, Inc. (“FNBI”) became a registered investment adviser with the SEC in 1999. Prior to 1999 client assets were managed through the investment department of First National Trust Company. FNBI is affiliated as follows:

- FNBI is owned by First National Trust Company (“FNTC”), a nationally chartered trust company.
- FNTC is owned by First National Bank of Pennsylvania (“FNBPA”).
- FNTC owns First National Investment Services Company, LLC (“FNIS”). FNIS is a licensed insurance agency providing investment services to clients of FNBPA, FNTC, and FNBI through a third-party agreement with an unaffiliated broker-dealer.
- F.N.B. Wealth Management refers to the combined services of FNTC, FNBI and FNIS.
- FNBPA is owned by F.N.B. Corporation (“FNB”), a public company listed on the New York Stock Exchange (Ticker ‘FNB’).

FNBI’s Assets under Management (“AUM”) as of 12/31/10 are displayed below.

Discretionary assets are those over which we have authority to make investment decisions while non-discretionary assets are those where clients make all investment decisions.

- Discretionary AUM – \$1,488,462,000.00
- Non-Discretionary AUM – \$9,196,385.00

### **Identifying Client Goals**

Before opening a client account, FNBI develops a customized investment strategy to meet your goals by identifying:

- An investment objective for managing your account (Income, Moderately Conservative, Aggressive, etc.)
- Your tolerance for risk (that is, how you react to changes in the value of your assets or total account value)
- Your time horizon (how long until you draw on the income or principal of your account)
- Any investment restrictions (e.g., No Tobacco Stocks, No International Stocks, etc.)

FNBI offers investment advisory services for a fee. Portfolio Managers of FNBI invest your money across various asset classes to create a diversified portfolio. FNBI often develops an Investment Policy Statement (“IPS”) to clearly define client investment objectives and needs. The IPS can be tailored to include restrictions about:

- The type of vehicles in which to invest (e.g., mutual funds, individual securities, etc.)
- The asset classes in which to invest (e.g., cash equivalents, bonds, stocks, etc.)
- The percentage allocated to certain asset classes

We ask that you promptly share with us any changes in your financial situation so we can adjust your IPS and portfolio accordingly.

## **Investment Models**

FNBIA offers the following investment models to meet your unique objectives:

- **Strategic Portfolio Solutions™ Large Cap Core Strategy Portfolio:**
  - Designed for investors seeking long-term capital appreciation and modest income.
  - Consists of equity positions in large companies that may be classified as either growth or value.
- **Strategic Portfolio Solutions™ Large Cap Growth Strategy Portfolio:**
  - Designed for investors seeking price appreciation with no need for current income.
  - Consists of equity positions in large companies that may be classified as growth or value, emphasizing those we believe will achieve superior earnings growth.
- **Strategic Portfolio Solutions™ Dividend Value Strategy Portfolio:**
  - Designed for investors seeking above-average income, with price appreciation as a secondary objective.
  - Consists of equity positions that may be classified as either value or equity income, with a dividend exceeding its equity benchmark.
- **Strategic Portfolio Solutions™ ETF Strategy Portfolio:**
  - Designed for investors seeking long-term capital appreciation with no need for current income.
  - Consists of positions in Exchange Traded Funds (“ETFs”) in various asset classes including large cap, mid cap, and small cap U.S. equities; international markets; emerging markets; and real assets (e.g., commodities such as gold and silver or interests in real estate).
  - The ETF Portfolio is further diversified by sector (e.g., Consumer Staples, Energy, Healthcare, Technology, etc.).
- **Asset Manager Portfolios:**
  - Designed for investors where diversification through mutual fund investing is suitable.
  - Consists of a portfolio of non-proprietary and unaffiliated mutual funds, customized to meet client investment objectives.

For more information about FNBIA investment strategies involving mutual funds and ETFs, please go to our website, <http://www.fnbwealthmanagement.com>, and click on “Prospectus Links”. Here you will find detailed information about these investment products and their risks.

## **Portfolio ProAdvisor™**

FNBIA offers Portfolio ProAdvisor Program (“ProAdvisor”), a fee-based, separately-managed account (“SMA”) program that allows FNBIA to develop a client portfolio that includes the services that FNBIA offers as an investment adviser, with access to money managers to which clients may not otherwise have access. ProAdvisor offers a range of investment objectives via independent investment managers recommended by FNBIA. Please see Addendum-Portfolio ProAdvisor for additional information.

## ***Item 5 – Fees and Compensation***

Your fees are based on the market value of assets under management and are assessed on the prior month's market value. FNBIA negotiates fees in certain cases based on account size, relationship pricing, services required, and other factors. We may also manage advisory accounts for employees and their family members of FNBIA and our affiliate companies. We offer discounted fee schedules to employees of FNBIA and our affiliate companies.

Advisory fees may be directly billed or deducted from your account. FNBIA normally deducts fees monthly although billing terms are negotiable. FNBIA annual fee schedules are outlined below.

### **Personal Investment Advisory Accounts**

1.00% on the first \$1,000,000  
0.90% on the next \$2,000,000  
0.80% on the next \$2,000,000  
0.60% on the balance

Minimum Annual Fee \$7,500

### **Fixed Income Accounts**

0.70% on the first \$1,000,000  
0.60% on the next \$2,000,000  
0.45% on the next \$2,000,000  
0.35% on the next \$5,000,000  
0.25% on the balance

Minimum Annual Fee \$7,500

### **Institutional Investment Advisory Accounts**

0.90% on the first \$1,000,000  
0.70% on the next \$4,000,000  
0.50% on the next \$5,000,000  
0.30% on the balance

Minimum Annual Fee \$7,500

### **Portfolio ProAdvisor Accounts (Separately Managed Account Platform)**

1.50% on asset balances

Minimum Annual Fee \$10,000

### **Additional Itemized Charges**

Besides advisory fees, you may incur certain expenses depending on investment selection:

- Mutual fund expenses and sub-accounting fees
- ETF expenses and fees
- Brokerage charges (please see Item 12, Brokerage Practices, for more information)

- Accounts closed within the first anniversary of account funding will be assessed the first year fee upon closing. Charges associated with account terminations and distributions, including transfers, will be assessed to the account.
- Accounts closed after the first year will be charged a fee that is pro-rated for the number of days during that month which FNBIA managed the account.
- Certain conditions may require special or unusual services in the administration of an account. This may include handling unique or non-marketable securities, class action claims, research into tax or other accounting matters, etc. When these conditions are present, reasonable additional fees will be assessed consistent with the work performed and responsibilities assumed.
- In extraordinary circumstances, certain conditions may require utilizing outside professional services, such as attorneys, accountants, and appraisers. Fees for such charges are assessed to the account.
- When we are engaged as advisor, and a client directs use of an additional outside advisor to serve in a coordinated capacity in providing investment advice, an additional .10% will be charged for each outside adviser. Additionally, the outside manager may assess additional charges that will be passed through to the individual account.
- Itemized charges for transactions may be incurred and charged to the account. This includes, but is not limited to Outgoing Wires, Receipt/Issuance of Physical Certificates, Outgoing Transfer/Liquidation of Account, Transfer of DTC Securities, Directed Trade Charge, Periodic Lump Sum Distributions, etc.

#### **Mutual Funds (Shareholder Servicing Compensation and Sales Charges)**

When purchasing mutual funds for our clients, we select the most appropriate share class within each fund. FNBIA may invest in mutual funds where the mutual fund company compensates FNTC for shareholder services including transaction processing, settlement of trades, dividend distribution, record maintenance, distribution of statements, confirmations, and other regulatory shareholder documents. This arrangement creates a conflict of interest due to FNTC receiving compensation based on the funds selected by FNBIA for your account. Acceptance of such fees helps to offset the operational cost of providing these shareholder services to client accounts. The compensation that FNTC receives from the fund company does not affect the overall performance or cost of the funds in your account. FNBIA, annually, reviews all Approved List mutual funds to make sure they pass FNBIA's suitability standards to remain on the Approved List. FNBIA also reviews all new funds with the suitability standards prior to adding them to the Approved List. We do not receive commissions, transaction fees, loads, or other sales charges for the mutual funds we buy for clients. Fund prospectuses that outline mutual fund fees and expenses are available on our website at <http://www.fnbwealthmanagement.com> by clicking on "Prospectus Links".

### ***Item 6 - Performance-Based Fees and Side-by-Side Management***

Performance fees are based on a share of capital gains on or capital appreciation of the assets held within a client account. FNBIA does not receive any performance-based fees on client accounts.

Side-by-side management refers to the management of performance and non-performance-based fee accounts. Since FNBIA does not have any performance-based fee accounts, this does not apply.

## ***Item 7 – Types of Clients***

FNBIA provides investment advisory services to the following types of clients:

- Individuals / High Net Worth Individuals
- Pension and Profit Sharing Plans
- Charitable Organizations
- Corporations
- State / Municipal Government Entities
- Clients of an affiliated Trust Company, First National Trust Company (please see Item 10, Other Financial Industry Activities and Affiliations, for more information)

FNBIA typically serves clients whose account value is \$1,000,000 or greater.

## ***Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss***

### **Investment Process**

We use a committee structure to establish and implement the investment oversight for the company, and to develop strategies and advice for our clients. FNBIA has two investment committees that meet monthly. The Investment Policy Committee (“IPC”) is comprised of senior managers responsible for overseeing the investment management process. The Investment Strategy Committee (“ISC”) is responsible for conducting frequent assessments of the current market trends and conditions that influence FNBIA’s investment strategies. ISC has created sub-committees to further segment responsibilities, which include:

- *Tactical Sub-Committee* – analyzes market and economic conditions to decide how your assets will be invested based upon your investment objective, both by asset class (e.g., cash equivalents, bonds, stocks, etc.) and within asset class (e.g., corporate bonds, small cap stocks, etc.).
- *Funds and Models Sub-Committee* – sets the Approved List of Mutual Funds and oversees mutual fund models.
- *Equity Sub-Committee* – sets the Approved List of Stocks and ETFs, and oversees stock models.
- *Fixed Income Sub-Committee* – monitors fixed income markets and provides research and monitoring of fixed income assets.
- *Portfolio ProAdvisor Sub-Committee* – sets the Approved List of Independent Managers and monitors their performance, management style, etc. (please see Addendum, The Portfolio ProAdvisor Program, for more information).
- *Performance Sub-Committee* – reviews performance reporting systems and investment performance presentations prepared by FNBIA.
- *Procedures Sub-Committee* – reviews, updates, and develops operating procedures.
- *FNBIA Sub-Committee* – seeks to influence the direction of FNBIA (e.g., investment strategies, product development, etc.) through employee collaboration.

### **Methods of Analysis**

Our investment committees use various methods to determine asset allocation and security selection for all Approved Investment Lists and models. We apply the following analysis in the investment process:

- *Fundamental Analysis* - uses qualitative measures such as economic, industry or company data to evaluate the intrinsic value of a security and decide whether to buy, hold, or sell.
- *Charting / Technical Analysis* - uses quantitative measures to track past movements in price or volume of a security, sector, or asset class to predict future trends.

We gather the information for this analysis from various sources:

- Financial newspapers and magazines
- Internal and external research materials
- Corporate rating services
- Annual reports, prospectuses, and SEC filings
- Company press releases

We use these methods and sources to create a diversified portfolio for each client by investing across various asset classes using the FNBIA models that best meet client objectives.

### **Risk of Loss**

Investing in the capital markets involves risk, which includes the possibility that your account could go down in value. Other risks to your account may include:

- *No guarantee* – the performance of any investment is not guaranteed. Certain investment risks are out of our control.
- *Market Fluctuation* - financial markets and the value of investments change substantially over time, which may lead to loss of portfolio value, especially in the short run.
- *Fixed Income* - prices of fixed income (bond) securities typically decrease in value when interest rates rise. This risk is usually greater for longer-maturity bond securities. Investments in bonds with lower credit ratings (and non-rated credits) are subject to a greater risk of loss to principal and interest than those with higher credit ratings.
- *Income Risk* - risk that an investment strategy designed to produce income fails to do so, resulting in the failure to meet cash flow demands or the need to sell assets to produce income.
- *Liquidity Risk* - risk that you may not have full access to your funds if your account assets cannot be converted into cash according to normal market settlement standards. Liquidity risk is often higher for small capitalization stocks, alternative assets, and private placement securities.
- *Equity Investments* - equities are exposed to general stock market swings and volatile changes in value as market confidence in and opinions of their issuers change.
- *Smaller Companies* - investments in smaller companies involve added risks such as limited liquidity and greater volatility, which may hinder our ability to timely sell these investments at a fair and competitive price.
- *Mutual Funds* - mutual fund investing involves risk; principal loss is possible. Investors will pay embedded fees and expenses, even when investment returns are

- flat or negative. Investors cannot influence the securities bought and sold, or the timing of transactions which may result in undesirable tax consequences.
- *Exchange Traded Funds (“ETFs”)* - the market price of an ETF's shares may trade at a discount to net asset value, an active secondary trading market may not exist, or trading may be halted by the exchange on which it trades. These factors may hinder our ability to timely sell an ETF at a fair price. ETFs also have embedded fees and expenses which are borne by the investor.
  - *Socio-political Risk* - possibility of instability or unrest in one or more regions of the world which affect investment markets and portfolio security values.

### **How We Manage Risk**

Risk cannot be completely removed from the investment process. However, our investment committees manage risk to reduce loss of client asset values. We do this by continuously monitoring investments and general market conditions. We structure each portfolio to meet unique client objectives associated with risk tolerance, investment time horizon, liquidity needs, and other client-directed portfolio guidelines.

For more information about FNBIA investment strategies involving mutual funds and ETFs, please go to our website <http://www.fnbwealthmanagement.com> and click on “Prospectus Links”. Here you will find detailed information about these investment products and their risks.

## ***Item 9 – Disciplinary Information***

FNBIA does not have any legal or disciplinary events to report.

## ***Item 10 – Other Financial Industry Activities and Affiliations***

FNBIA is owned by a trust company (First National Trust Company, “FNTC”), which is owned by a bank (First National Bank of Pennsylvania, “FNBPA”). FNTC has hired FNBIA to manage client funds where FNTC is hired to make investment decisions. FNBIA manages FNTC client accounts according to the investment policies of FNTC. FNBIA manages all client accounts according to their investment objective or prevailing Investment Policy Statement, but in no way shows favoritism to any client segment.

### **FNB Daily**

FNBIA, through FNTC, may invest the cash portion of your account in a savings account (“FNB Daily Master Fund”) that is maintained by FNBPA. FNTC receives a service fee from FNBPA for directing cash balances in this manner. This payment does not decrease the rate the client receives on cash investments, but FNBIA has an interest to place client funds in FNB Daily because of this fee. FNBIA performs a monthly analysis of the rate to ensure its competitiveness with other short-term investments. As custodian, FNTC maintains separate records for the amount held in FNB Daily for each client account, and is responsible for periodically crediting interest earned.

### **Portfolio ProAdvisor**

FNBIA selects investment advisers for the client using the Separately Managed Account (“SMA”) platform to meet stated client investment objectives. FNBIA does not receive any compensation directly or indirectly from those advisers. FNBIA is compensated for investments on the SMA platform directly from the client through our fee schedule. Please see Item 5, Fees and Compensation, and the Addendum for more information about this program.

### **Services Performed for Affiliate**

Certain FNBIA professionals, including the Chief Compliance Officer (“CCO”), perform compliance and other functions for our affiliate First National Investment Services Company. To properly perform these functions, they may be registered with an independent broker-dealer, LPL Financial. Please see Item 4, Advisory Business, for more information.

## ***Item 11 – Code of Ethics, Participation of Interest in Client Transactions and Personal Trading***

### **Code of Ethics**

We value your trust and remain diligent in our fiduciary duty to place your interests first in all aspects of our business. FNBIA has adopted a Code of Ethics that sets forth our high standard of business conduct, and reinforces each employee’s role in discharging our fiduciary duty to you. The FNBIA Code of Ethics instructs employees about maintaining confidentiality of your information, prohibitions on insider trading, restrictions on the acceptance of material gifts, requirements to report certain gifts and business entertainment items, and procedures for employee securities trading, among others.

FNBIA does not recommend the purchase or sale of its parent company’s stock, F.N.B. Corporation (FNB).

### **Personal Trading**

We allow our employees to buy and sell the same securities that our clients hold. For those “Access Persons” with prior knowledge of client transactions (e.g., Portfolio Manager intends to place a trade in a client account), FNBIA requires that all client trades be executed before those of an FNBIA Access Person. An Access Person is defined as an employee involved in policy-making (e.g., Board of Directors or member of management or a committee), or ongoing investment and administrative decision-making for client accounts. FNBIA’s Compliance Department receives and monitors duplicate statements and confirmations for all Access Person accounts. FNBIA may from time to time manage investment accounts for employees or their family members. We treat employee and family member accounts with the same high standard of fiduciary care as all other client accounts. Employee and family members receive no preferential treatment aside from discounted fees.

The FNBIA Code of Ethics is updated and adopted by the Board of Directors; all employees acknowledge in writing their commitment to its terms each year. A copy of our Code of Ethics is available upon request.

## ***Item 12 – Brokerage Practices***

### **Trading Standards**

FNBIA, as a fiduciary, seeks to obtain best execution for client transactions. We strive to obtain not necessarily the lowest commission cost but the best overall qualitative execution. In selecting brokers for trade execution, we consider factors such as soft dollar eligibility of commissions; reputation and financial responsibility; price competitiveness; execution capability; knowledge of the relevant asset class, sector, and specific security traded; ease of operations; and responsiveness to FNBIA.

In the interest of our clients, FNBIA has developed the following trading standards:

- FNBIA has negotiated commission rates that are comparable with industry peers.
- FNBIA aggregates or consolidates trades where possible before trading.
- Clients receive an average price on aggregated trades to ensure fair pricing.
- FNBIA currently uses two brokers to execute all equity trades. FNBIA uses one of these brokers to provide soft dollar credits for trades in accounts where we have discretion. These trades are executed at the soft dollar rate negotiated with the broker which is currently 6 cents per share. This rate is subject to change over time.
- FNBIA uses the other broker for trades in accounts where we do not have investment discretion. Soft dollars are not paid by, and their benefits do not accrue to, these accounts. The negotiated rate for these trades is 3 cents per share. This rate is subject to change over time.
- FNBIA does not consider, select, or recommend brokers based on receiving a client referral.
- FNBIA does not collect soft dollars on fixed income trades.
- FNBIA maintains an Approved List of brokers, including fixed income brokers. These brokers are reviewed annually by the Trading Department, with a report submitted for Investment Strategy Committee approval, including any additions or deletions from the list.
- Each month, FNBIA's ISC monitors fixed income trading statistics.

### **Trade Aggregation**

FNBIA consolidates client equity, fixed income and mutual fund transactions where applicable. In so doing, we look at the side of the transaction (buy or sell), order type (market order, limit order, etc.) and direction by the client or Portfolio Manager. Similar trades are executed as a single block. FNBIA blocks transactions for execution in the Portfolio Management System once a day. FNBIA reserves the right to change the timing or frequency of trade aggregation in the best interests of our clients. For any single trade, aggregation may be detrimental or beneficial to clients; the price realized could be higher or lower than desired due to the timing of trade placement. Overall, however, we believe trade aggregation leads to better execution due to the larger share or dollar amount being traded.

### **Soft Dollars**

FNBIA places stock trades through brokers that offer soft dollar benefits. Soft dollar benefits ("credits") are received from a broker that charges more for our client trades than that broker would typically charge. These charges are incurred by discretionary client accounts we trade. We review the price, trade execution quality, and expertise offered by the soft dollar broker in carrying out trades.

Soft dollar arrangements are permitted by the SEC as long as they meet certain criteria. We use soft dollar benefits to buy certain permissible services, such as economic, financial, or market data; investment research or recommendations; portfolio management and trading software; and connectivity services with brokers. We evaluate applicable products and services to decide if they can be fully or partially paid with soft dollars in compliance with applicable rules.

Soft dollar commission rates are higher than non-soft dollar rates. Use of soft dollar commissions represents a conflict of interest. Without soft dollars, we would pay for certain research and brokerage services out of pocket with fee revenues rather than with client commissions. We have adopted strict compliance policies to ensure that our soft dollar practices are consistent with our duty to achieve best execution and that soft dollar services represent fair and measurable value for our clients. This includes thorough pre-approval and reconciliation of soft dollar expenses by investment and compliance professionals.

### **Directed Brokerage**

Certain clients may instruct us to trade all or a portion of their portfolio transactions with a designated broker-dealer. We will accept this 'directed brokerage' as long as this arrangement does not materially undermine our ability to provide acceptable qualitative execution for these clients. FNBIA does not negotiate commissions or volume discounts for clients under directed brokerage arrangements, and therefore clients must negotiate commission rates on their own behalf. These arrangements may disadvantage clients if they pay a higher commission rate or receive less favorable execution than they would if FNBIA had full discretion to select brokers.

Under our trade policy, directed brokerage trades may be executed after all discretionary trades are completed in the same security. During volatile markets, this delay in the timing of trade execution may result in trade price disparities versus non-directed client trades. At the present time, only a small percentage of FNBIA clients request that we direct their business to a specific broker. If we find that a directed brokerage arrangement places the client at a material disadvantage, we will notify the client accordingly.

## ***Item 13 - Review of Accounts***

### **Client Account Review**

Every client account for which we make discretionary investment decisions receives a review each year by the Portfolio Manager assigned to the account. The annual review considers asset allocation and investment holdings to make sure the account:

- Is in line with its stated investment objective
- Has no investment concentrations in bonds or stocks
- Does not hold unapproved securities

Portfolio Managers have discretion to review accounts more often than annually for reasons including, but not limited to:

- Large cash inflows or outflows
- Client meetings
- Investment objective changes

Clients receive account statements by mail at least quarterly from the custodian of record. If our affiliate is custodian for your account, you will receive a statement from an outside company appointed by our affiliate to handle account statements. If you appoint an outside custodian to hold your assets, the outside custodian will send you quarterly statements. Clients may elect to receive statements electronically via the Internet.

### **Investment Professionals**

The following individuals are responsible for client account reviews:

- Jeffrey Wagner, Senior Vice President / Chief Investment Officer, Chartered Financial Analyst (“CFA”)
- John Ayre, Senior Vice President / Senior Portfolio Manager, Certified Financial Planner (“CFP®”)
- Brandon Miller, Portfolio Manager, Certified Financial Planner (“CFP®”)
- Jeffrey Schlegel, Vice President / Portfolio Manager, Chartered Financial Analyst (“CFA”)
- Mary Schrock, Vice President / Portfolio Manager
- James Uriah, Vice President / Portfolio Manager, Accredited Investment Fiduciary (“AIF®”)
- Renee Laychur, Senior Vice President / Senior Portfolio Manager, Chartered Financial Analyst (“CFA”)
- Andrea Canova, Assistant Vice President / Portfolio Manager
- Robert Swansboro, Vice President / Portfolio Manager.

Please see FNBI’s ADV Part 2B for biographical information about our senior investment professionals.

## ***Item 14 – Client Referrals and Other Compensation***

Our revenue derives solely from fees paid by clients to whom we provide investment advice and advisory services.

We periodically compensate third parties for referring investment advisory clients to us. These third parties may work for one of our affiliate companies or for an unaffiliated company. See Item 4, Advisory Business, for a list of our affiliates. FNBI and FNTC employ in a dual-fashion Financial Advisors (“FAs”) to solicit business for both FNTC and FNBI. FA compensation is the same for all client accounts, whether they are ultimately managed by the trust company or the adviser.

The SEC has adopted strict rules for advisers when accepting referrals from third parties. We follow written policies and procedures to ensure compliance with these rules, including those governing fees and written client disclosure. If a client is referred to us by an affiliated or unaffiliated solicitor, we pay a referral fee as permitted under SEC rules. The referral fee is paid entirely from our investment advisory fee; the client does not pay an additional fee. An unaffiliated solicitor must inform the client of their relationship with FNBI at the time of solicitation and deliver a copy of this ADV and a written disclosure explaining the solicitation arrangement.

Employees under common control of F.N.B. Corporation are eligible to receive a standard incentive of 10% (or up to 20% upon management's discretion) of the first year's advisory fee generated by the client account they introduce to FNBIA. Incentive compensation is paid by FNBIA and under no circumstances is this expense borne by our clients.

### ***Item 15 - Custody***

Unless you choose otherwise, FNTC will serve as custodian of your assets under management with FNBIA. As discussed above, FNTC is an affiliated company of FNBIA. FNTC, through its relationship with Sungard, maintains a relationship with BNY Mellon. Securities are held at BNY Mellon in a consolidated manner while FNTC maintains a breakdown of assets by client.

FNBIA, as the adviser, has the authority to deduct advisory fees in certain client accounts. In this limited context, FNBIA is deemed to have custody. FNBIA sends statements to clients under the name of F.N.B. Wealth Management. Client statements are prepared and sent from a company unaffiliated with both FNTC and FNBIA. You should closely review these statements to ensure the information is correct.

Due to our affiliation with FNTC who acts as custodian, FNBIA is subject to a surprise custody examination by an independent accounting firm each year to ensure that the information we report matches the information maintained by the custodian. FNTC, the custodian, also undergoes an examination in accordance with the Statement of Auditing Standards No. 70 ("SAS 70"). You may request a copy of the most recent SAS 70 Report by contacting us.

### ***Item 16 - Investment Discretion***

FNBIA has discretion over most advisory assets, although a small number of client accounts are non-discretionary in nature. Discretionary authority is delegated to us when the client signs the FNBIA Discretionary Investment Management Agreement. FNBIA allows clients to limit FNBIA's discretionary authority in the following ways:

- Retain certain positions
- Limit or exclude investment in certain asset classes or securities
- Require your authorization before trading (there may be an incremental cost for this service)

### ***Item 17 - Voting Client Securities***

The FNBIA Discretionary Investment Management Agreement delegates to us the authority to vote your proxies. You may opt to vote your own proxies, in which case we direct all proxy materials to you.

FNBIA uses a proxy recommendation service to vote Approved List securities. If assets are not on our Approved List, FNBIA will vote those proxies consistent with the recommendations of that company's management. FNBIA has the authority to vote proxies

in a manner that diverges from the proxy recommendation service or company management if we believe this is in the best interest of our clients.

FNBIA does not vote proxies on behalf of clients that hold positions in its parent company, F.N.B. Corporation, unless instruction on how to vote is received from a client holding the position. Proxy materials are sent to clients in these instances to seek their voting instructions.

As a matter of policy, we maintain detailed records of all client proxy votes. Please contact us for a copy of our proxy voting policies and a history of how proxies have been voted for your account.

### ***Item 18 – Financial Information***

As an SEC-registered investment adviser, we must disclose information about our financial condition. FNBIA has no financial obligation that impairs the firm's capacity to meet contractual and fiduciary commitments to our clients, nor has the firm been the subject of a bankruptcy proceeding.

### ***Addendum - Privacy Notice***

Each year, FNB Corporation produces and sends a privacy notice to all FNTC and FNBIA clients. This notice outlines your rights when it comes to the sharing of your personal information. FNBIA does share information with our affiliates to enable the processing of transactions and marketing of products unless you tell us not to. FNBIA does not share information with companies unaffiliated with F.N.B. Corporation for marketing purposes. The Privacy Policy can be viewed by visiting our website at <http://www.fnbwealthmanagement.com>.

### ***Addendum – The Portfolio ProAdvisor Program***

#### **The Portfolio ProAdvisor Program Sponsored by F.N.B. Investment Advisors, Inc. and Concord Equity Group Advisors, LLC**

The Portfolio ProAdvisor Program (“ProAdvisor”) is offered by Concord Equity Group Advisors, LLC (“CEGA”). ProAdvisor is a fee-based program that allows FNBIA to develop a client portfolio that includes the services that FNBIA offers as an investment adviser, with access to money managers to which clients may not otherwise have access. ProAdvisor offers a range of investment objectives via independent investment managers recommended by FNBIA.

FNBIA imposes a separate fee schedule for ProAdvisor (please see Item 5, Fees and Compensation, for more information). FNBIA reviews money manager due diligence as prepared by CEGA for FNBIA to select a subset of approved managers in different categories (e.g., small cap, international, etc.). On a regular basis, FNBIA monitors these managers to

make sure they meet our selection criteria. In certain cases, FNBIA may serve as the investment manager for the fixed income portion of a client's portfolio.

CEGA's services are limited to independent investment manager due diligence, program administration and reporting. CEGA and its representatives do not provide any investment advisory or consulting services. FNBIA is responsible for providing each client with investment advisory services that may include recommendations, monitoring and review of client investment objectives, account performance measurement, etc. The client may pay fees and expenses that are higher or lower for ProAdvisor services sold separately or provided by other sponsors.

#### **Program Fee and Account Minimum**

The client pays one annual fee for ProAdvisor based on a percentage of the market value of all managed assets (please see Item 5, Fees and Compensation, for more information). The ProAdvisor fee is payable monthly. The minimum account size to participate in ProAdvisor is \$100,000.

The ProAdvisor fee represents total compensation received for all parties involved in client service, including:

- FNBIA for investment advisory services
- Independent Investment Manager(s) for asset management of client accounts
- CEGA for the following services:
  - Administration
  - Reporting
  - Independent Investment Manager due diligence service
- FNTC for clearing and custodial services

FNBIA may reduce the fee for ProAdvisor based on certain criteria, including the potential for additional assets, the type of asset management desired, and related accounts, among others.

#### **Brokerage, Clearing and Custody**

All transactions for ProAdvisor are executed through Pershing LLC. FNTC provides clearing and custodial services for ProAdvisor accounts.

#### **Investment Manager Selection**

CEGA provides independent investment manager due diligence to FNBIA (also directly to the client upon request). As part of the due diligence process, CEGA may obtain information regarding managers from third party providers. CEGA considers the following items when adding an independent investment manager to the platform:

- Total assets under management
- Investment process
- Personnel
- Performance
- Client services
- Operations, trading and facilities
- Legal and regulatory compliance services
- Fees

CEGA monitors independent investment managers to determine ongoing eligibility for their platform. FNBIA then uses this platform of independent investment managers to make recommendations to clients based on our manager selection criteria and the client's unique investment objectives. FNBIA monitors independent investment managers after the initial allocation is made to ensure performance is in line with client objectives. If the client notifies FNBIA of a change in their financial situation, FNBIA may elect to change the client's asset allocation or roster of independent investment managers.

**Industry Affiliations**

CEGA is an SEC registered investment adviser principally located in Matawan, New Jersey. Clients receive Appendix 1 for the ProAdvisor program, and disclosure documents for each recommended independent investment manager, including FNBIA.

**Conflicts of Interest and Risk**

To the best of our knowledge, FNBIA has disclosed all known conflicts of interest in this brochure and/or the advisory agreement. There are no other relationships between FNBIA, CEGA and any other independent investment managers. Clients will receive Appendix 1 from CEGA for the ProAdvisor program, which will disclose all conflicts of interest and risk.