

FNB CORP/FL/  
Form S-4/A  
August 12, 2005

As filed with the Securities and Exchange Commission on August 12, 2005

Registration No. 333-126005

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**Pre-Effective Amendment No. 1**  
**to**  
**FORM S-4**  
**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**  
**F.N.B. CORPORATION**  
*(Exact name of registrant as specified in its charter)*

**Florida**  
*(State or other jurisdiction of  
incorporation or organization)*

**6711**  
*(Primary Standard Industrial  
Classification Code Number)*

**25-1255406**  
*(I.R.S. Employer  
Identification No.)*

**One F.N.B. Boulevard**  
**Hermitage, Pennsylvania 16148**  
**(724) 981-6000**  
*(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)*

**Stephen J. Gurgovits**  
**President and Chief Executive Officer**  
**F.N.B. Corporation**  
**One F.N.B. Boulevard**  
**Hermitage, Pennsylvania 16148**  
**(724) 981-6000**

*(Name, address, including zip code, and telephone number, including area code, of agent for service)*  
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**Approximate date of commencement of proposed sale of the securities to the public:** upon the effective date of the merger of North East Bancshares, Inc. with and into Registrant.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

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The information in this proxy statement/prospectus is not complete and may be changed. We may not issue the shares of FNB common stock to be issued in connection with the merger described in this proxy statement/prospectus until the registration statement filed with the SEC is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted. Any representation to the contrary is a criminal offense.

Subject to completion, dated August 12, 2005

**MERGER PROPOSAL YOUR VOTE IS VERY IMPORTANT**

To the Shareholders of North East Bancshares, Inc.;

We invite you to attend a special meeting of the shareholders of North East Bancshares, Inc. ( North East ) that will be held on September 20, 2005 at 11:00 a.m., prevailing time, at the main office of The National Bank of North East, 5999 Station Road, North East, Pennsylvania 16428. At the special meeting, you will be asked to consider and vote upon, among other things, a proposal to approve and adopt an agreement and plan of merger, dated as of April 22, 2005, providing for our merger with and into F.N.B. Corporation ( FNB ).

If the merger agreement is approved and adopted and the merger is subsequently completed, each outstanding share of our common stock will be converted into the right to receive that number of FNB common stock as is determined by dividing \$107 by the average closing price of FNB s common stock on the New York Stock Exchange for the 20 consecutive trading days ending on the fifth trading day prior to the consummation of the merger. However, if the average closing price of FNB s common stock as so determined is less than \$18.00 per share, FNB will have the option, in its sole discretion, of delivering you a combination of cash, but not in excess of \$53.00 per North East share in cash, and shares of FNB s common stock so that the total merger consideration you receive for each North East share equals \$107.

The merger cannot be completed unless the holders of a majority of our outstanding shares of common stock vote to approve and adopt the merger agreement at our special meeting and the required regulatory approvals are received.

Following the merger, our subsidiary bank, The National Bank of North East, will be merged in a separate merger with and into FNB s subsidiary bank, First National Bank of Pennsylvania.

In addition, you will be asked to consider and vote upon a proposal to grant discretionary authority to adjourn our special meeting to solicit additional proxies in favor of approving and adopting the merger agreement.

**OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE PROPOSAL TO APPROVE AND ADOPT THE MERGER AGREEMENT AND FOR THE ADJOURNMENT PROPOSAL.**

The accompanying notice of special meeting and proxy statement/prospectus give you detailed information about our special meeting, the merger, the merger agreement, the shares of FNB common stock issuable in the merger and other matters. We recommend that you read these materials carefully, including the considerations discussed under

Risk Factors Relating to the Merger beginning on Page 16 and the appendices thereto, which include the merger agreement.

Your vote is important. Whether or not you plan to attend our special meeting, please complete, sign, date and promptly return the enclosed proxy to ensure that your shares will be represented at our special meeting. If you attend our special meeting and wish to vote in person, you may withdraw your proxy and do so.

We appreciate your continuing loyalty and support, and we look forward to seeing you at our special meeting.

Sincerely,

David B. Hartman  
President and Chief Executive Officer

Please see Risk Factors Relating to the Merger beginning on Page 16 for a discussion of risks associated with the merger and in owning FNB common stock.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved the FNB common stock to be issued under this proxy statement/prospectus or determined if this proxy statement/prospectus is accurate or adequate. Any representation to the contrary is a criminal offense.**

The date of this proxy statement/prospectus is August 19, 2005, and it is first being mailed or otherwise delivered to our shareholders on or about August 19, 2005.

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North East Bancshares, Inc.  
5999 Station Road  
North East, Pennsylvania 16428

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD SEPTEMBER 20, 2005**

NOTICE IS HEREBY GIVEN that a special meeting of shareholders of North East Bancshares, Inc. will be held at 11:00 a.m. prevailing time, on September 20, 2005, at the main office of The National Bank of North East, 5999 Station Road, North East, Pennsylvania 16428, for the following purposes, all of which are more completely set forth in the accompanying proxy statement/prospectus:

(1) To consider and vote upon a proposal to approve and adopt the Agreement and Plan of Merger, dated as of April 22, 2005, between F.N.B. Corporation ( FNB ) and us, pursuant to which we will merge with and into FNB and all outstanding shares of our common stock, other than treasury shares and shares as to which appraisal rights are perfected, will be converted into shares of FNB common stock, or at FNB's option if the average closing price of FNB common stock on the New York Stock Exchange for the 20 consecutive trading days ending on the fifth trading day prior to the consummation of the merger is less than \$18.00 per share, a combination of FNB shares and cash, having an aggregate value of \$107 per North East share, as described in the accompanying proxy statement/prospectus;

(2) To consider and vote upon a proposal to grant discretionary authority to adjourn our special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of our special meeting to approve and adopt the merger agreement; and

(3) To transact such other business as may be properly presented for action at our special meeting and any adjournment, postponement or continuation of our special meeting.

Our board of directors has fixed the close of business on August 9, 2005 as the record date for the determination of our shareholders who shall be entitled to notice of, and to vote at, our special meeting and any adjournment, postponement or continuation of our special meeting. A list of our shareholders entitled to vote at our special meeting will be available for examination by any shareholder for any purpose related to our special meeting during normal business hours for ten days prior to our special meeting at our offices at 5999 Station Road, North East, Pennsylvania 16428.

This notice also constitutes notice of your right to dissent from the merger and upon compliance with the procedural requirements of the Pennsylvania Business Corporation Law, or BCL, to receive the appraised fair value of your shares. A copy of the relevant sections of the BCL regarding appraisal rights is included as Appendix C to the accompanying proxy statement/prospectus.

Our board of directors has unanimously approved the merger agreement and recommends that you vote FOR approval and adoption of the merger agreement.

You are requested to complete, sign and return the enclosed proxy card in the envelope provided, whether or not you expect to attend our special meeting in person. If you attend our special meeting and wish to vote in person, you may withdraw your proxy and vote in person.

By Order of our Board of Directors,

David B. Hartman  
President and Chief Executive Officer

North East, Pennsylvania  
August 19, 2005

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PLEASE COMPLETE, SIGN, DATE AND RETURN THE ENCLOSED PROXY CARD IN THE POSTAGE-PAID ENVELOPE WHETHER OR NOT YOU PLAN TO ATTEND OUR SPECIAL MEETING.

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**ADDITIONAL INFORMATION**

This proxy statement/prospectus incorporates important business and financial information about FNB from other documents that are not included in or delivered with this proxy statement/prospectus. You can obtain documents incorporated by reference in this proxy statement/prospectus, other than certain exhibits to those documents, by requesting them in writing or by telephone from FNB at the following addresses:

F.N.B. Corporation  
Attn: Corporate Secretary  
One F.N.B. Boulevard  
Hermitage, Pennsylvania 16148  
(724) 981-6000

You will not be charged for any documents you request. Our shareholders requesting documents should do so by September 7, 2005 in order to receive them before our special meeting.

See Where You Can Find More Information on Page 79.

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## QUESTIONS AND ANSWERS ABOUT THE MERGER AND OUR SPECIAL MEETING

*Q. What matters will be considered at our special meeting?*

A. At our special meeting, our shareholders will be asked to vote on a proposal to approve and adopt the merger agreement whereby we will merge with, and into, FNB. We sometimes refer to this proposal as the merger proposal in this proxy statement/ prospectus. Our shareholders will also be asked to vote upon a proposal to grant discretionary authority to adjourn our special meeting, if necessary, to solicit additional proxies if we have not received sufficient votes to approve the merger at the time of our special meeting. We sometimes refer to this proposal as the adjournment proposal in this proxy statement/ prospectus.

*Q. What will I receive upon consummation of the merger?*

A. Upon consummation of the merger, you will have the right to receive shares of FNB common stock in exchange for the shares of our common stock that you own, in accordance with the exchange ratio, subject to customary antidilution adjustments. At FNB's option if the average closing price of FNB common stock on the New York Stock Exchange for the 20 consecutive trading days ending on the fifth trading day prior to the consummation of the merger is less than \$18.00 per share, you would receive a combination of cash and shares of FNB common stock.

*Q. What is the recommendation of our board of directors?*

A. Our board of directors has unanimously determined that the merger is fair to you and in the best interests of our shareholders and us and unanimously recommends that you vote for the merger proposal.

In making this determination, our board of directors considered the opinion of Boenning & Scattergood, Inc., our independent financial advisor, whom we refer to as Boenning in this proxy statement/ prospectus, as to the fairness from a financial point of view of the exchange ratio in the merger agreement. Our board of directors also reviewed and evaluated the terms and conditions of the merger agreement and the merger with the assistance of our independent legal counsel.

Our board of directors also recommends that you vote for the adjournment proposal.

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

A. Boenning presented an opinion to our board of directors on April 21, 2005 to the effect that, as of April 15, 2005 and then again as of August 12, 2005 and based upon the assumptions made by Boenning, the matters it considered and the limitations of its review as set forth in its opinion, the merger consideration in the merger agreement is fair to our shareholders from a financial point of view.

*Q. What do I need to do now?*

A. After you carefully read this proxy statement/prospectus and decide how you want to vote on the merger proposal and the adjournment proposal, you should complete, date and sign your proxy card and mail it in the enclosed return envelope as soon as possible so that your shares may be represented at our special meeting, even if you plan to attend our special meeting and vote in person.

*Q. Why is my vote important?*

- A. Our Articles of Incorporation require the affirmative vote of a majority of the holders of our outstanding shares of common stock in order to approve and adopt the merger proposal. Therefore, if you fail to vote or abstain from voting on the merger proposal, it will have the same effect as a vote against the merger proposal.

*Q. How do I vote in person?*

- A. If you attend our special meeting and wish to vote in person, we will give you a ballot when you arrive at our special meeting. If your shares are held in street name, which means that your shares are registered in the name of a bank, broker, nominee or other holder of record instead of your own name, you must bring an account statement or a letter from your holder of record showing that you are the beneficial owner of the shares on August 9, 2005, the record date for determining our shareholders who are entitled to notice of, and to vote at, our special meeting, in order to be permitted to cast a ballot at our special meeting.

*Q. How do I vote my shares if they are held in street name?*

A. If you are not a holder of record but you are a beneficial holder, meaning that your shares are registered in a name other than your own, such as a street name, you must either direct the holder of record of your shares as to how you want your shares to be voted or obtain a proxy from the holder of record that you may vote yourself.

*Q. What if I fail to instruct my broker?*

A. Brokers may not vote shares of our common stock that they hold for the benefit of another person either for or against the approval of the merger proposal without specific instructions from the person who beneficially owns those shares. Therefore, if your shares are held by a broker and you do not give your broker instructions on how to vote your shares, this will have the same effect as voting against the approval of the merger proposal.

*Q. May I change my vote after I have mailed my signed proxy?*

A. Yes. You may revoke your proxy at any time before the vote is taken at our special meeting. If you have not voted through a bank, broker, nominee or other holder of record, you may revoke your proxy by:

submitting written notice of revocation to our corporate secretary prior to the voting of that proxy at our special meeting;

submitting a properly executed proxy with a later date; or

voting in person at our special meeting.

However, simply attending our special meeting without voting will not revoke an earlier proxy.

If your shares are held in the name of a bank, broker, nominee or other holder of record, you should follow the instructions of the bank, broker, nominee or other holder of record regarding the revocation of proxies.

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

A. We anticipate that we will obtain all necessary regulatory approvals to consummate the merger in the fourth quarter of 2005. However, we cannot assure you when or if the merger will occur. We must first obtain the approval of our shareholders at our special meeting, and we and FNB must obtain the requisite regulatory approvals.

*Q. Should I send my stock certificates now?*

A. No. Holders of our common stock should not submit their North East stock certificates for exchange until they receive the transmittal instructions from the exchange agent, Registrar and Transfer Company.

*Q. What rights do I have to an appraisal of my shares?*

A. If you do not vote in favor of the merger proposal and if you comply precisely with the applicable procedural requirements, Pennsylvania law entitles you to a judicial appraisal of the fair value of your shares. You must carefully and precisely follow the applicable procedures under Pennsylvania law in order to exercise your appraisal rights. A complete copy of the relevant sections of the Pennsylvania Business Corporation Law of 1988, as amended, or BCL, is included in this proxy statement/prospectus as Appendix C. The fair value of your shares

as determined in an appraisal rights proceeding may be more or less than the merger consideration you are entitled to receive from FNB under the merger agreement.

*Q. Who can help answer my questions?*

A. If you have additional questions about the merger or would like additional copies of this proxy statement/prospectus, please call David B. Hartman, President and Chief Executive Officer, at (814) 725-7222.

## SUMMARY

This summary highlights selected information from this proxy statement/prospectus. While this summary describes the material aspects you should consider in your evaluation of the merger agreement and the merger, it does not contain all of the information that is important to you. We encourage you to read carefully this entire proxy statement/prospectus and its appendices as well as the other documents to which we refer in order to fully understand the merger. See *Where You Can Find More Information* on Page . In this summary, we have included Page references to direct you to a more detailed description of the matters described in this summary.

*Throughout this proxy statement/prospectus, we, us, our or North East refer to North East Bancshares, Inc., North East Bank refers to The National Bank of North East, North East's banking subsidiary, FNB refers to F.N.B. Corporation, FNB Bank refers to First National Bank of Pennsylvania, FNB's banking subsidiary, and you refers to the shareholders of North East. Also, we refer to the merger between North East and FNB as the merger, and the agreement and plan of merger dated as of April 22, 2005 between North East and FNB as the merger agreement.*

### The Parties

#### **North East (Page 38)**

We are a one-bank holding company headquartered in North East, Pennsylvania. Our primary source of income has been dividends paid by North East Bank, our bank subsidiary.

North East Bank has four locations in Erie County, Pennsylvania and had total assets of approximately \$69 million as of December 31, 2004.

Our principal executive offices are located at 5999 Station Road, North East, Pennsylvania 16428. Our telephone number is (814) 725-2265 and our website address is [www.nbne.com](http://www.nbne.com).

#### **FNB (Page 25)**

FNB is a \$5.7 billion financial services holding company headquartered in Hermitage, Pennsylvania. FNB provides a broad range of financial services to its customers through FNB Bank and FNB's insurance agency, consumer finance and trust company subsidiaries. FNB operates 142 banking offices in western Pennsylvania and eastern Ohio and maintains seven insurance agency locations. Regency Finance, FNB's consumer finance subsidiary, has 23 offices in Pennsylvania, 15 offices in Ohio and 16 offices in Tennessee. Another FNB subsidiary, First National Trust Company, has approximately \$1.2 billion of assets under management.

The principal executive offices of FNB are located at One F.N.B. Boulevard, Hermitage, Pennsylvania 16148. Its telephone number is (724) 981-6000 and its website address is [www.fnbcorporation.com](http://www.fnbcorporation.com).

### Our Special Meeting

#### **Date, Time, Place and Purpose of our Special Meeting (Page 21)**

Our special meeting will be held at the main office of North East Bank, 5999 Station Road, North East, Pennsylvania 16428, at 11:00 a.m., prevailing time, on September 20, 2005.

At our special meeting you will be asked to:

Consider and vote upon a proposal to approve and adopt the Agreement and Plan of Merger dated as of April 22, 2005 between FNB and us pursuant to which we will merge with and into FNB as described in this proxy statement/prospectus;

Consider and vote upon a proposal to grant discretionary authority to adjourn our special meeting if necessary to permit further solicitation of proxies if there are not sufficient votes at the time of our special meeting to approve and adopt the merger agreement; and

Transact such other business as may be properly presented for action at our special meeting or any adjournment, postponement or continuation of our special meeting.

**Record Date; Quorum; Outstanding Common Stock Entitled to Vote (Page 22)**

Our board of directors has established the close of business on August 9, 2005 as the record date for determining holders of shares of our common stock who will be entitled to vote at our special meeting. You will not be entitled to vote at our special meeting if you are not a shareholder of record as of the close of business on August 9, 2005.

Each share of our common stock is entitled to one vote. On the record date, 145,168 shares of our common stock were entitled to vote at our special meeting.

The presence, in person or by properly executed proxy, of the holders of at least a majority of our common stock issued and outstanding on the record date is necessary to constitute a quorum at our special meeting. Abstentions will be counted solely for the purpose of determining whether a quorum is present. There must be a quorum in order for the vote on the merger proposal and the adjournment proposal to occur.

**Required Vote (Page 22)**

Under Pennsylvania law and our Articles of Incorporation, the merger proposal must receive the affirmative vote of the holders of a majority of our outstanding shares of common stock present at our special meeting in person or by proxy, and the adjournment proposal must receive the affirmative vote of the holders of a majority of the shares present at our special meeting in person or by proxy.

As of the record date, our directors and executive officers and their affiliates beneficially owned 25,934 shares of our common stock, or approximately 18% of our shares entitled to vote at our special meeting. Neither FNB nor any of its directors or executive officers own any shares of our common stock.

Our board of directors believes that the merger is in the best interests of our shareholders and unanimously recommends that you vote for the merger proposal and for the adjournment proposal.

**Solicitation (Page 23)**

We will pay for the costs of our special meeting and for the mailing of this proxy statement/ prospectus to our shareholders. We and FNB will share equally the costs of printing this proxy statement/ prospectus and the filing fee paid to the Securities and Exchange Commission, which we sometimes refer to as the SEC in this proxy statement/ prospectus.

In addition to soliciting proxies by mail, our directors, officers and employees may also solicit proxies in person or by telephone, but will not be specially compensated for doing so.

**The Merger**

**Certain Effects of the Merger (Pages 38 - 39)**

Upon consummation of the merger:

Each share of our common stock held by you will automatically be converted into the right to receive that number of shares of FNB common stock as is determined by dividing \$107.00 by the average closing price of FNB's common stock on the New York Stock Exchange for the 20 consecutive trading days ending on the fifth trading day prior to consummation of the merger. If the average closing price of FNB common stock as so determined is less than \$18.00 per share, FNB will have the option, in its sole discretion to pay the merger consideration with a combination of cash, but not in excess of



\$53.00 per North East share, and FNB common stock so that the total merger consideration per North East share equals \$107.

We will cease to exist as a separate legal entity and all of our operations will be conducted by FNB; and

The holders of our common stock will no longer have any interest in us, but will own stock in FNB.

Following consummation of the merger, FNB and its shareholders will be the only beneficiaries of any future growth or earnings, but will also bear all of the future risk of any decrease in the value of our combined businesses.

**Recommendation of Our Board of Directors (Pages 27 - 29)**

Our board of directors has unanimously determined that the terms of the merger agreement and the merger are fair to and in the best interests of our shareholders. Our board of directors unanimously recommends that you vote FOR the merger proposal and FOR the adjournment proposal.

**Opinion of Boenning as Our Financial Advisor (Pages 29 - 38)**

Boenning, our financial advisor in connection with the merger, delivered a written fairness opinion to our board of directors on April 21, 2005 that, as of April 15, 2005, and based upon and subject to the factors and assumptions set forth in its opinion, the merger consideration in the merger agreement is fair, from a financial point of view, to our shareholders. Boenning updated its fairness opinion as of August 12, 2005 for inclusion in this proxy statement/prospectus.

Appendix B to this proxy statement/prospectus sets forth the full text of the August 12, 2005 Boenning opinion, which sets forth the assumptions Boenning made, the procedures Boenning followed, the matters Boenning considered and the limitations on the review undertaken by Boenning in connection with its opinion. Boenning provided its opinion for the information and assistance of our board of directors in connection with its consideration of the merger. The Boenning opinion is not a recommendation as to how you should vote with respect to the merger or any related matter. We encourage you to read the opinion in its entirety. Pursuant to an engagement letter we entered into with Boenning, we agreed to pay Boenning a fee, which is more fully described in The Merger Opinion of Our Financial Advisor beginning on Page 29.

**Interests of Our Directors and Executive Officers in the Merger (Pages 40 - 41)**

In considering our board of directors' recommendation that you vote FOR the merger proposal, you should be aware that certain of our executive officers and directors have interests in the merger that are different from, or in addition to, your interests as a shareholder. These interests relate to or arise from, among other things:

the continued indemnification of our current directors and executive officers under the merger agreement and providing these individuals with directors' and officers' insurance; and

the severance payment due to David B. Hartman, our President and Chief Executive Officer, pursuant to the terms of his executive employment agreement.

**Conditions to the Merger (Page 53)**

Currently, we expect to complete the merger in the fourth quarter of 2005. However, as more fully described in this proxy statement/prospectus and in the merger agreement, the completion of the merger depends on a number of conditions being satisfied or, where legally permissible, waived. These conditions include, among others:

approval of the merger proposal by the holders of a majority of our outstanding common stock;

the receipt of all regulatory approvals needed to complete the merger, including the approval of the Office of the Comptroller of the Currency, which we sometimes refer to as the OCC in this proxy

statement/ prospectus, and the approval of the Board of Governors of the Federal Reserve System, which we sometimes refer to as the Federal Reserve Board in this proxy statement/prospectus;

the absence of any law or injunction that would effectively prohibit the merger; and

the receipt of legal opinions from FNB's and our legal counsel as to the tax treatment of the merger.

We cannot be certain when, or if, the conditions to the merger will be satisfied or waived, or that the merger will be completed.

**Termination of the Merger Agreement (Page 53)**

We may agree to terminate the merger agreement before completing the merger, even after our shareholders approve the merger proposal, if the termination is approved by our board of directors and the board of directors of FNB.

Either FNB or we may terminate the merger agreement, even after our shareholders approve the merger proposal, if certain conditions have not been met, such as:

obtaining the necessary regulatory approvals for the merger;

the other party's material breach of a representation, warranty, covenant or agreement, provided the terminating party is not then in material breach of any of its representations, warranties, covenants or agreements;

if the merger has not been consummated by January 31, 2006, unless the reason the merger has not been consummated by that date is a breach of the merger agreement by the party seeking to terminate the merger agreement; or

if the holders of a majority of our outstanding common stock fail to approve the merger proposal, provided we are not in material breach of our obligations to have our board of directors recommend approval of the merger proposal and to take all reasonable lawful actions to solicit such shareholder approval.

FNB may terminate the merger agreement at any time prior to our special meeting if we have:

failed to have our board of directors recommend approval of the merger proposal to our shareholders or our board of directors shall have changed its recommendation, except as permitted by the merger agreement with respect to a proposal to acquire us on terms and conditions superior to those in the merger agreement;

recommended approval of another proposal to acquire us; or

failed to call and hold our special meeting.

We may terminate the merger agreement if:

at any time prior to the mailing of this proxy, we receive an acquisition proposal that our Board of Directors concludes in good faith to be a superior proposal, after giving FNB five days to negotiate with us, and we will owe FNB a break-up fee.

Except as provided below with respect to termination fees and expenses and the parties' respective confidentiality obligations, none of the parties will have any liability or obligation other than liabilities or damages incurred by any of them as a result of their willful breach of any of their respective representations, warranties, covenants or agreements contained in the merger agreement.

**Expenses: Termination Fee (Page 54)**

The merger agreement provides that we will pay FNB a break-up fee of \$750,000 if: we terminate the merger agreement in order to enter into an agreement relating to an acquisition transaction that has terms superior to those of the merger agreement from the perspective of our board of directors and shareholders;

FNB terminates the merger agreement because we have failed to hold our special meeting or our board of directors has not recommended approval of the merger proposal, or has changed its recommendation, or has recommended approval of another proposal to acquire us;

A tender or exchange offer for 25% or more of our common stock is made and our board of directors fails to send a statement to our shareholders recommending rejection of that offer within 10 days after the offer has been made; or

FNB or we terminate the merger agreement because our shareholders did not approve the merger proposal while an Acquisition Proposal is pending and we enter into an acquisition transaction within 18 months thereafter.

**Appraisal Rights (Pages 43 46)**

If you do not vote in favor of approval of the merger proposal, and you fulfill the other procedural requirements, Pennsylvania law entitles you to a judicial appraisal of the fair value of your shares. You must carefully and precisely follow the applicable procedures in order to be entitled to appraisal rights. A copy of the provisions of the BCL applicable to appraisal rights is included in Appendix C to this proxy statement/prospectus.

**Material Federal Income Tax Consequences of the Merger (Pages 55 58)**

We expect the merger to qualify as a reorganization for United States federal income tax purposes. In general, this means that our shareholders who receive solely FNB common stock will not recognize any gain or loss on the exchange of their common stock in the merger, except to the extent they receive cash instead of fractional shares in addition to FNB common stock. Our shareholders who receive a combination of cash and FNB common stock pursuant to the exercise of FNB's option to pay part of the consideration in cash in accordance with the terms of the merger agreement will realize gain to the extent that the amount of cash received plus the value of the FNB common stock received exceeds their tax basis in the North East common stock. These shareholders will recognize gain, but not loss, in an amount equal to the lesser of the amount of the gain realized or the amount of the cash received.

**Dividends (Page 43)**

During 2004, FNB paid cash dividends on its common stock totaling \$0.92 per share, and paid a cash dividend of \$.23 per share for each of the first and second quarters of 2005. Although FNB has no current plan or intention to increase its dividend rate, FNB's board of directors may, subject to applicable law, change FNB's dividend rate in the future. FNB's ability to pay dividends on its common stock is subject to various legal and regulatory limitations.

**Certain Differences in Rights of Shareholders (Pages 65 75)**

FNB is a Florida corporation. We are a Pennsylvania corporation. When the merger is completed, the rights of our shareholders will be governed by Florida law and FNB's Articles of Incorporation and By-laws rather than Pennsylvania law and our Articles of Incorporation and By-laws.

**Future FNB Acquisitions (Page 17)**

As part of its growth strategy, FNB may acquire other bank or financial services institutions to expand or strengthen its market position. Risks associated with this strategy are described in Risk Factors Relating to the Merger.

**Comparative Market Prices and Dividends (Page 76)**

FNB common stock is listed on the New York Stock Exchange under the symbol FNB . Our common stock is traded over the counter under the symbol NEBI . The table on Page 76 lists the quarterly price range of FNB common stock and our common stock since 2003 as well as the quarterly cash dividends FNB has paid. The following table shows the closing price of FNB common stock and our common stock as reported on April 22, 2005, the last trading day before we announced the merger, and on August 11, 2005, the last practicable trading day before the date of printing of this proxy statement/ prospectus.

	<b>FNB Common Stock</b>	<b>North East Common Stock</b>
April 22, 2005	\$ 18.75	\$ 52.00
August 11, 2005	\$ 18.45	\$ 105.75

**Questions and Additional Information (Page 79)**

If you have questions about the merger or how to submit your proxy card, or if you need additional copies of this proxy statement/ prospectus or the enclosed proxy card, please call David B. Hartman, our President and Chief Executive Officer, at (814) 725-7222.

**SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF FNB**

Set forth below are highlights from FNB's consolidated financial data as of and for the years December 31, 2000 through 2004 and FNB's unaudited consolidated financial data as of and for the six months ended June 30, 2004 and 2005. FNB's results of operations for the six months ended June 30, 2005 are not necessarily indicative of the results of operations of FNB for the full year. FNB management prepared the unaudited information on the same basis as it prepared FNB's audited consolidated financial statements. In the opinion of FNB's management, this information reflects all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of this data for these periods. You should read this information in conjunction with FNB's consolidated financial statements and related notes included in FNB's Annual Report on Form 10-K for the year ended December 31, 2004, as amended on Form 10-K/A, and FNB's Quarterly Report on Form 10-Q for the quarter ended June 30, 2005 that are incorporated by reference in this proxy statement/prospectus and from which this information is derived. See "Where You Can Find More Information" on Page 79.

**Selected Consolidated Historical Financial Data of FNB**

	<b>Six Months Ended June 30,</b>		<b>Year Ended December 31,</b>				
	<b>2005</b>	<b>2004</b>	<b>2004</b>	<b>2003</b>	<b>2002</b>	<b>2001</b>	<b>2000</b>

(Dollars in thousands, except share and per share amounts)

<b>Summary of Earnings Data:</b>							
Interest income	\$ 143,613	\$ 123,492	\$ 254,448	\$ 257,019	\$ 275,853	\$ 301,638	\$ 300,514
Interest expense	49,825	39,819	84,390	86,990	98,372	134,984	136,775
Net interest income	93,788	83,673	170,058	170,029	177,481	166,654	163,739
Provision for loan losses	5,017	8,242	16,280				