

FNB CORP/FL/
Form PRE 14A
March 10, 2009

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule §240.14a-12

F.N.B. Corporation

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on the table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - 1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

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- Fee paid previously with preliminary materials.

- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No:

3) Filing Party:

4) Date Filed:

Table of Contents

April 3, 2009

Dear Shareholder:

It is a pleasure to invite you to attend our 2009 Annual Meeting of Shareholders of F.N.B. Corporation (F.N.B.). The meeting will be held at 3:30 p.m., Eastern Daylight Time, on Wednesday, May 20, 2009, at the F.N.B. Technology Center Board Room located at 4140 East State Street, Hermitage, Pennsylvania 16148.

At the meeting, you will be asked to consider and vote upon the following: (i) election of the five (5) candidates for election as directors who have been nominated by our Nominating and Corporate Governance Committee; (ii) ratification of the appointment of an independent registered public accounting firm; and (iii) approval of F.N.B. s overall executive compensation policies and procedures.

Your vote is important regardless of how many shares of stock you own. If you hold stock in more than one account or name, you will receive a proxy card for each.

Whether or not you plan to attend our Annual Meeting, please complete, sign, date and promptly return the enclosed proxy card in the postage-paid envelope we have provided to insure that your shares are represented at our Annual Meeting. Alternatively, you may vote via the Internet or by telephone by following the instructions on your proxy card. By voting now you will assure that your vote is counted even if you are unable to attend the Annual Meeting.

Please indicate on the card whether you plan to attend our Annual Meeting. If you attend and wish to vote in person, you may withdraw your proxy at that time.

As always, our directors, management and staff thank you for your continued interest in and support of F.N.B.

Stephen J. Gurgovits

Chairman, President and Chief Executive Officer

Table of Contents

April 3, 2009

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the 2009 Annual Meeting of Shareholders of F.N.B. Corporation will be held at 3:30 p.m., Eastern Daylight Time, on Wednesday, May 20, 2009, at the F.N.B. Technology Center Board Room located at 4140 East State Street, Hermitage, Pennsylvania 16148. At our Annual Meeting, our shareholders will vote on the following matters:

1. Election of the five (5) nominees for directors named in the accompanying proxy statement (namely, Philip E. Gingerich, Robert B. Goldstein, David J. Malone, Arthur J. Rooney, II and William J. Strimbu) each to serve as directors for a term of one year until the next Annual Meeting and until their successors are elected and qualified;
2. Ratification of the appointment of Ernst & Young LLP as the Corporation's independent registered public accounting firm for 2009;
3. Approval of the Corporation's overall executive compensation policy and procedures; and
4. Consideration of other matters that properly come before our Annual Meeting and any adjournment, postponement or continuation of our Annual Meeting.

Only shareholders of record as of the close of business on March 11, 2009, are entitled to notice of and to vote at our Annual Meeting.

It is important that your shares be represented and voted at our Annual Meeting, whether you own a few shares or many. Please complete, sign, date and return the enclosed proxy card in the envelope provided or vote via the Internet or telephone, whether or not you expect to attend our Annual Meeting in person.

BY ORDER OF THE BOARD OF DIRECTORS,

David B. Mogle, Corporate Secretary

IMPORTANT NOTICE REGARDING AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL SHAREHOLDERS MEETING TO BE HELD ON MAY 20, 2009.

THE F.N.B. CORPORATION PROXY STATEMENT AND 2008 ANNUAL REPORT TO SHAREHOLDERS ARE AVAILABLE AT

<http://www.fnbcorporation.com/corpdata/annualreports/2008/proxystatement2009.html>

Table of Contents

TABLE OF CONTENTS

<u>Proxy Statement Information</u>	1
<u>About Our Annual Meeting</u>	1
<u>Voting</u>	1
<u>Proposal 1. Election of Directors</u>	7
<u>Information Concerning Directors and Executive Officers</u>	8
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	12
<u>Security Ownership of Certain Beneficial Owners</u>	12
<u>Corporate Governance</u>	12
<u>Director Independence</u>	12
<u>Director Independence Determinations</u>	14
<u>Executive Sessions of the Board of Directors</u>	16
<u>Our Board of Directors and its Committees</u>	17
<u>Board of Directors</u>	17
<u>Lead Independent Director</u>	18
<u>Executive Committee</u>	18
<u>Audit Committee</u>	18
<u>Nominating and Corporate Governance Committee</u>	19
<u>Risk Committee</u>	20
<u>Compensation Committee</u>	20
<u>Compensation Committee Report</u>	20
<u>Executive Compensation and Other Proxy Disclosure</u>	20
<u>Compensation Discussion and Analysis</u>	21
<u>Objectives</u>	22
<u>Elements of Compensation</u>	22
<u>Tax and Accounting Treatment of Compensation</u>	29

Table of Contents

<u>Summary Compensation Table</u>	31
<u>Other Compensation Table</u>	32
<u>Perquisites Table</u>	33
<u>Grants of Plan-Based Awards</u>	35
<u>Outstanding Equity Awards at Fiscal Year-End</u>	36
<u>2008 Option Exercises and Stock Vested</u>	37
<u>Pension Benefits</u>	39
<u>Retirement Income Plan</u>	39
<u>ERISA Excess Retirement Plan</u>	40
<u>Basic Retirement Plan</u>	40
<u>2008 Non-Qualified Deferred Compensation</u>	41
<u>Potential Payments Upon Termination or Change in Control (Gurgovits)</u>	44
<u>Potential Payments Upon Termination or Change in Control (New)</u>	46
<u>Potential Payments Upon Termination or Change in Control (Lilly)</u>	47
<u>Potential Payments Upon Termination or Change in Control (Delie)</u>	48
<u>Potential Payments Upon Termination or Change in Control (Calabrese)</u>	49
<u>Potential Payments Upon Termination or Change in Control (Lowrey)</u>	51
<u>2008 Director Compensation</u>	54
<u>Director Compensation-Other Compensation</u>	55
<u>Executive Directors</u>	55
<u>Annual Board/Committee Retainer Fees</u>	55
<u>Committee Chair Fees</u>	56
<u>Annual Grant of Stock Awards</u>	56
<u>Proposal 2. Proposal to Ratify the Appointment of Independent Registered Public Accounting Firm of Ernst & Young LLP</u>	56
<u>Report of Audit Committee</u>	57
<u>Audit and Non-Audit Fees</u>	58
<u>Audit and Non-Audit Services Pre-Approval Policy</u>	58
<u>Proposal 3. Proposal to Approve F.N.B.'s Overall Executive Compensation Policies and Procedures</u>	59
<u>Related-Person Transactions</u>	60
<u>Communications with the F.N.B. Board</u>	61
<u>Shareholder Proposals</u>	61
<u>Other Matters</u>	62
<u>Electronic Delivery of Proxy Materials</u>	63
<u>Miscellaneous</u>	63

Table of Contents

April 3, 2009

**One F.N.B. Boulevard
Hermitage, PA 16148
PROXY STATEMENT**

This proxy statement contains information relating to the 2009 Annual Meeting of Shareholders (Annual Meeting) of F.N.B. Corporation to be held on Wednesday, May 20, 2009, beginning at 3:30 p.m., Eastern Daylight Time, at the F.N.B. Technology Center Board Room located at 4140 East State Street, Hermitage, Pennsylvania 16148, and at any adjournment, postponement or continuation of the Annual Meeting. This proxy statement and the accompanying proxy are first being mailed to shareholders on or about April 3, 2009. Unless the context indicates otherwise, all references in this proxy statement to we, us, our, F.N.B., Company or the Corporation mean F.N.B. Corporation individually or collectively with its affiliates and subsidiaries, First National Bank of Pennsylvania (also referred to as FNBPA), First National Trust Company, First National Investment Services Company, LLC, F.N.B. Investment Advisors, Inc., First National Insurance Agency, LLC, Regency Finance Company, Bank Capital Services Corporation and F.N.B. Capital Corporation, LLC.

ABOUT OUR ANNUAL MEETING

What is the purpose of our Annual Meeting?

There are three proposals that will be presented for your consideration and vote at our Annual Meeting:

The election of five directors to serve for a term of one (1) year until the next Annual Meeting and until their successors are elected and qualified;

The ratification of the appointment of Ernst & Young LLP as the Company s independent registered public accounting firm for 2009; and

The approval of the Company s overall executive compensation policies and procedures.

Other business may be addressed at the meeting if it properly comes before the meeting. However, we are not aware of any such other business.

VOTING

Who is entitled to vote at our meeting?

Our Board of Directors has set March 11, 2009, as the record date for the Annual Meeting. Only F.N.B. holders of our common stock of record at the close of business on the record date, March 11, 2009, are entitled to receive notice of and to vote at our Annual Meeting and any adjournment, postponement or continuation of our Annual Meeting. F.N.B. shareholders who plan to attend the Annual Meeting may obtain

Table of Contents

driving directions to the meeting location by contacting our investor relations representative, Jennifer DeFazio at (888) 981-6000.

Table of Contents

What are the voting rights of our shareholders?

The only class of securities that is outstanding and entitled to vote at the Annual Meeting is common stock of the Corporation. As of the March 11, 2009 record date, ___ shares of Company common stock were outstanding, each of which is entitled to one vote with respect to each matter to be voted on at our Annual Meeting.

How do I vote?

You can vote either in person at the Annual Meeting or by proxy whether or not you attend the Annual Meeting. Our Board of Directors is asking for your proxy. When you or your authorized attorney-in-fact gives us your proxy, you authorize us to vote your F.N.B. stock in the manner you specify on your proxy card. Giving a proxy allows your shares to be voted at the Annual Meeting even if you do not attend the meeting in person. If your shares are in an account at a bank or securities broker (that is, in street name), you will receive an instruction card and information about how to give voting instructions.

If you hold your shares directly, to vote by proxy you must do one of the following:

Complete, sign, date and return the enclosed proxy card in the envelope provided; the envelope requires no postage if mailed in the United States.

Vote by Internet. Instructions are provided on your proxy card. Our Internet voting system has been designed to provide security for the voting process and to confirm that your vote has been recorded accurately. If you vote by Internet, you may incur costs associated with electronic access, such as usage charges from Internet service providers and telephone companies.

Vote by telephone using the instructions on your proxy card.

If you are a registered shareholder and attend our Annual Meeting, you may deliver your completed proxy card in person or request a voting ballot at the meeting. Even if you returned a proxy before the Annual Meeting, you may withdraw it and vote in person.

If you want to vote in person at the Annual Meeting and you hold your F.N.B. shares in an account at a bank or brokerage firm, you will need to obtain a signed proxy card from the brokerage firm or the bank that holds your F.N.B. stock. If your F.N.B. stock is registered in the name of a bank or brokerage firm, you also may be eligible to vote your shares electronically over the internet or by telephone. Many banks and brokerage firms participate in the Broadridge Financial Solutions, Inc. (Broadridge) online program. This program provides eligible shareholders who receive a paper copy of this joint proxy statement/prospectus the opportunity to vote via the internet or by telephone. If your bank or brokerage firm is participating in Broadridge s program, your proxy card will provide the instructions. If your proxy card does not reference internet or telephone information, please complete and return the proxy card in the enclosed self-addressed, postage paid envelope.

Shareholders voting by means of the Internet or telephone, as we provided above, have been authorized by the Company Board and complies with Florida law regarding proxies granted by means of electronic transmission. Shareholders voting in that manner will be treated as having transmitted a properly authenticated proxy for voting purposes.

Who can attend our Annual Meeting?

All shareholders as of the close of business on March 11, 2009, (the record date), or their duly appointed proxies, may attend our Annual Meeting. Even if you currently plan to attend our Annual Meeting,

Table of Contents

we recommend that you vote by either mailing us your completed proxy card or by submitting your vote via the Internet or telephone as described above so that your vote will be counted at the meeting if you later decide not to attend our Annual Meeting.

If you hold your shares in street name, you will need to bring a copy of a brokerage statement reflecting your ownership of Company stock as of March 11, 2009, and check in at the registration desk at our Annual Meeting.

What constitutes a quorum?

The presence at our Annual Meeting, in person or by proxy, of the holders of a majority of our outstanding shares of common stock on the record date (see discussion under the question, *What are the voting rights of our shareholders?*) will constitute a quorum, permitting the conduct of business at our Annual Meeting. If you return a properly completed proxy card or vote in person at our Annual Meeting, you will be considered present for purposes of establishing a quorum. Proxies received, but marked as abstentions, and broker non-votes, will be included in the calculation of the number of shares considered to be present for purposes of determining a quorum.

May I change my vote after I return my proxy?

Yes. Even after you have submitted your proxy, you may change your vote at any time before the proxy is exercised by filing with our Corporate Secretary either a notice of revocation or a duly executed proxy bearing a later date. The powers of the proxy holders will be revoked if you attend our Annual Meeting in person and request that your proxy be revoked. If your proxy is not properly revoked, we will vote your shares as indicated by your most recent valid proxy.

How do I vote if my shares are held in street name?

If you hold your shares in street name in an account at a bank or brokerage firm, we generally cannot mail our proxy materials directly to you. Instead, your bank or brokerage firm will forward our proxy materials to you and tell you how to give them voting instructions for your F.N.B. shares.

New York Stock Exchange (NYSE) rules allow banks, brokers or other nominees to vote shares held by them for a customer on matters that the NYSE determines to be routine, even though the bank, broker or other nominee has not received voting instructions from the customer. A broker non-vote occurs when a bank, broker or other nominee has not received voting instructions from the customer and the bank, broker or nominee cannot vote the customer's shares because the matter is not considered routine under the NYSE rules.

What if I fail to instruct my broker?

Under the NYSE rules, banks, brokers and other nominees may vote shares of the Company common stock that they hold for the benefit of another person, without specific instructions from that person with respect to various matters that the NYSE has determined to be routine (including the election of directors and the ratification of the selection of the independent registered public accounting firm). Therefore, if your shares are held by a broker and you do not give your broker instructions on how to vote your shares, your broker may vote your shares with respect to Proposal 1, Proposal 2 and Proposal 3 as it may determine.

How do I vote my 401(k) Plan shares?

If you participate in the F.N.B. Corporation Progress Savings 401(k) Plan (401(k) Plan), you may vote the number of shares of common stock credited to your account as of the record date. You may vote by instructing First National Trust Company, the trustee of our 401(k) Plan, pursuant to the proxy card being mailed with this proxy statement to plan participants. The trustee will vote your shares in accordance with your duly executed proxy card, provided that the trustee receives it by 3:00 a.m., Eastern Daylight Time, on Friday, May 15, 2009.

Table of Contents

If you do not send your proxy card, your shares credited to your 401(k) Plan account will be voted by the trustee in the same proportion that it votes the shares for which it did timely receive proxy cards.

You may also revoke a previously given proxy card until 3:00 a.m., Eastern Daylight Time on Friday, May 15, 2009, by filing with the trustee either a written notice of revocation or a properly completed and signed proxy card bearing a later date.

What vote is required to approve each matter?

Action by the shareholders on each of the proposals presented at our Annual Meeting requires the presence of a quorum at the Annual Meeting, in person or by proxy (see discussion under the question, "What constitutes a quorum?").

Under Proposal 1, directors are elected by a plurality of the votes cast in person or by proxy at our Annual Meeting. Plurality means that the five (5) nominees receiving the largest number of votes cast to be elected at our Annual Meeting. Shares cannot be voted for a greater number of persons than five (5) director nominees. At our Annual Meeting, the maximum number of directors to be elected shall be five (5). Shares marked ABSTAIN on your proxy card will have no impact on the election of directors. Unless a properly executed proxy card is marked

WITHHOLD authority as to any or all nominees, the proxy given will be voted FOR each of the Corporation's nominees for director.

The affirmative vote of a majority of the votes cast on Proposal 2 at the Annual Meeting, whether in person or by proxy, is required for approval of Proposal 2. For purposes of the vote on Proposal 2, abstentions and broker non-votes will not be counted as votes cast and will have no effect on the result of the vote.

Under Proposal 3, approval of the Company's executive compensation policies and procedures would require that the number of votes cast in favor of the proposal exceed the number of votes cast against it. Abstentions and broker non-votes will not be counted as votes cast and therefore will not affect the determination as to whether the Company's executive compensation policies and procedures are approved. Because this shareholder vote is advisory, it will not be binding upon the Board of Directors. However, the Compensation Committee will take into account the outcome of the vote when considering future executive compensation arrangements.

Unless you hold your shares in street name in an account at a bank or broker if you sign your proxy card with no further instructions, your shares will be voted in accordance with the recommendations of our Board with respect to Proposal 1, Proposal 2 and Proposal 3 (see discussion under the question, "What are our Board's recommendations?").

What are our Board's recommendations?

Our Board of Directors recommends a FOR vote on the following proposals to be considered at our Annual Meeting:

the elections of Philip E. Gingerich, Robert B. Goldstein, David J. Malone, Arthur J. Rooney, II and William J. Strimbu to serve as directors until our 2010 Annual Meeting and until their successors are elected and qualified;

the ratification of the selection of Ernst & Young, LLP as our independent registered public accounting firm for the Company for 2009; and

Table of Contents

the approval of F.N.B. s overall executive compensation policies and procedures employed by the Company, as described in F.N.B. s Proxy Statement for the 2009 Annual Meeting of Shareholders.

6

Table of Contents

Who will pay the costs of soliciting proxies on behalf of the Corporation?

We are making this solicitation and will pay the cost of soliciting proxies for the Annual Meeting, including the expenses of preparing and mailing this proxy statement. In addition to mailing these proxy materials, the solicitation of proxies or votes may be made in person or by telephone, e-mail or telegram by our regular officers and employees, none of whom will receive special compensation for such services. Upon request, we will also reimburse brokers, nominees, fiduciaries and custodians and persons holding shares in their names or in the names of nominees for their reasonable expenses in sending proxies and proxy material to beneficial owners.

How can I be admitted to the meeting?

The proxy card you received allows you to indicate whether you plan to attend our Annual Meeting. When you arrive at the meeting, you will be asked to register inside the entry way to the F.N.B. Technology Center Building. If you hold your F.N.B. shares in street name at an account at a bank or broker, your name will not appear on our shareholder list. In such instance, please bring an account statement or a letter from your broker showing your shareholdings as of the March 11, 2009, record date, and present that documentation at the meeting registration desk in order to be permitted to attend our Annual Meeting.

Everyone who attends our Annual Meeting must abide by our rules for the conduct of the meeting.

Who can answer my questions?

Should you have questions concerning these proxy materials or the Annual Meeting, or otherwise wish to request additional copies of this proxy statement or proxy card, you may call David B. Mogle who is F.N.B.'s Corporate Secretary at (888) 981-6000.

How can I avoid receiving more than one set of proxy materials in future years?

If two or more shareholders live in your household, you may have received more than one set of our proxy materials. This may also happen if you maintain more than one shareholder account on the books of our transfer agent. We have made a delivery method for proxy materials called householding available to our shareholders. If you consent to householding, only one annual report and one proxy statement will be delivered to your address; however, a separate proxy card will be delivered for each account. Please refer to the section titled, Other Matters at the end of this proxy statement for more information regarding householding.

How can I find out the voting results of our Annual Meeting?

The preliminary voting results will be announced at our Annual Meeting. The final voting results will be published in our quarterly report on Form 10-Q for the second quarter of 2009.

Proposal 1. Election of Directors

General Information Regarding Director Nominees

The Bylaws of the Corporation provide that the Board of Directors shall consist of not fewer than five (5) nor more than twenty-five (25) persons, the exact number to be determined from time to time by the Board.

The Board fixed the number of directors as of the Annual Meeting date at fifteen (15).

Table of Contents

The Bylaws had formerly provided for classification of the directors into three classes with the term of office of the directors of each class to expire at the third annual meeting after their election. In consideration of contemporary corporate governance practices and the request of F.N.B. shareholders, the Corporation's Board of Directors unanimously voted to amend and restate the Corporation's Bylaws to declassify the Corporation's Board of Directors on December 17, 2008. Under the amendment, each director in office on December 17, 2008, will continue to serve until the expiration of the term of office to which the director was most recently elected or appointed or the director's earlier death, resignation, retirement, disqualification or removal. After December 17, 2008, each director who is elected at any meeting of shareholders or appointed to fill a vacancy on the board shall serve a one year term and until such director's successor is elected and qualified. Therefore, assuming that each currently serving director serves the remaining full term to which he or she was elected or appointed, the Corporation's shareholders will vote to elect the entire board of directors each year commencing with the annual meeting of shareholders to be held in 2011.

Accordingly, the following former Class II directors, whose terms expire at our Annual Meeting, have been nominated by the Board of Directors for re-election at our Annual Meeting, to continue to serve until the next Annual Meeting in 2010 and the election of their successors: Philip E. Gingerich, Robert B. Goldstein, David J. Malone, Arthur J. Rooney, II, and William J. Strimbu.

Each director shall hold office for the term for which he or she is elected and thereafter until his or her successor is duly elected and qualified or until his or her earlier death, retirement, resignation or removal.

Relevant biographical information concerning the nominees for election at F.N.B.'s Annual Meeting and other Company directors who will remain in office until the expiration of their respective terms is described under the caption titled "Information Concerning Directors and Executive Officers" of this proxy statement.

THE BOARD RECOMMENDS A VOTE FOR ALL OF THE NOMINEES IDENTIFIED IN THE ABOVE DISCUSSION FOR ELECTION AS DIRECTORS (ITEM 1 ON THE PROXY CARD).

Each of the director nominees has consented to being named in this proxy statement and to serve if elected. In the event one or more of the director nominees is unable or unwilling to serve as a director for any reason (the Corporation knows of no such reason), or should any nominee be unavailable for election by reason of death or other unexpected occurrence, the enclosed proxy, to the extent permitted by applicable law, may be voted by us with discretionary authority in connection with the nomination by the Board and the election of any substitute nominee. In addition, the Board may reduce the number of directors to be elected at the meeting.

Proxies, unless indicated to the contrary, will be voted FOR the election of Messrs. Gingerich, Goldstein, Malone, Rooney and Strimbu with terms expiring at the 2010 Annual Meeting.

INFORMATION CONCERNING DIRECTORS AND EXECUTIVE OFFICERS

The table below lists the names of the five nominees to serve as directors, the ten incumbent directors who will be continuing in office following the Annual Meeting, and each executive officer named in the Summary Compensation Table of this proxy statement, together with: their principal occupations/business experience during the past five years; any family relationship between the officers, directors and nominees; any other current directorships they hold with publicly held companies; their ages; the year in which each director was first elected a director of the Company and the expiration of his/her term; and the amount and percentage of Company common stock which each executive officer or director or nominee owns and the amount owned

Table of Contents

by all of our executive officers, directors and nominees as a group as of March 11, 2009:

Directors and Executive Officers

Name and Principal Occupation (during past 5 years)	Age	Director Since	Expiration of Term of Office as Director (a)	Amount and Nature of Beneficial Ownership of Common Stock (b)(c)	Percent (d)
Stephen J. Gurgovits* Chairman of the Corporation since January 1, 2008; Acting CEO and President of the Corporation since February 11, 2009; CEO of the Corporation from January 2004 to April 2008; Acting CEO and President of FNBPA since February 11, 2009; President of the Corporation from January 2004 to January 2008; Chairman of FNBPA since 2004; and President and CEO of FNBPA 1988 to 2004	65	1981	2010	299,771(e)	
William B. Campbell Retired Businessman	70	1975	2010	76,223(f)	
Henry M. Ekker Partner of Ekker, Kuster, McConnell & Epstein, LLP, Hermitage, Pennsylvania (law firm)	70	1994	2011	33,774	
Philip E. Gingerich Director of Omega Financial Corporation (bank holding company) from 1994 to 2008; and retired Real Estate Appraiser and Consultant	71	2008	2009	134,683(g)	
Robert B. Goldstein Principal of CapGen Financial Advisors LLC, New York, New York, since 2007 (fund manager); Director and Chairman of Executive Committee of Great Lakes Bancorp, Buffalo, New York from 2005 to 2006 (financial services); and Chairman of the Board of Bay View Capital Corp from 2001 to 2006 (financial services)	68	2003	2009	95,200	
Dawne S. Hickton Vice Chairman and CEO of RTI International Metals, Inc. (RTI), (titanium company) Pittsburgh, Pennsylvania, since April 2007; Senior Vice President Administration, Chief	51	2006	2011	6,348	

Administrative Officer, General Counsel and Corporate Secretary of RTI from 2005 to 2007; and Vice President and General Counsel of RTI from 1997 to 2005

David J. Malone	54	2005	2009	26,455(h)
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President and CEO of Gateway Financial, Pittsburgh, Pennsylvania (financial services) since 2004; Vice President and CFO of Gateway Financial from 1997 to 2004

Table of Contents

Name and Principal Occupation (during past 5 years)	Age	Director Since	Expiration of Term of Office as Director (a)	Amount and Nature of Beneficial Ownership of Common Stock (b)(c)	Percent (d)
D. Stephen Martz Director of Omega Financial Corporation (bank holding company) from 1994 to 2008; Business Development Officer with Omega from 2002 to 2004; and President and Chief Operating Officer of Omega from 1994 to 2002	66	2008	2011	139,441	
Peter Mortensen Chairman of the Corporation from 1988 to 2007; Chairman of the Corporation's subsidiary, FNBPA 1988-2004; and Chairman of the Corporation's Executive Committee from 1996 to 2007	73	1974	2011	5,562	
Robert V. New, Jr. *# CEO of the Corporation from April 1, 2008 to February 11, 2009; President of the Corporation from January 15, 2008 to February 11, 2009; President and CEO of Green Bank, Houston, Texas, from 2006 to 2008; President and CEO of New Consulting Group, Inc. (financial institution consultant), 2005 to 2007; Executive Vice President of Hibernia National Bank, New Orleans, Louisiana, from 2004 to 2005; and Chief Banking Officer of Coastal Banc, Houston, Texas from 2001 to 2004	57	#	#	5,731	
Harry F. Radcliffe Investment Manager	58	2002	2010	124,605(i)	
Arthur J. Rooney, II President, Pittsburgh Steelers Sports, Inc., Pittsburgh, Pennsylvania (professional sports franchise); Of Counsel to Buchanan, Ingersoll & Rooney LLP, Pittsburgh, Pennsylvania since 2006 (law firm); and shareholder of Klett, Rooney, Lieber & Schorling LLP, Pittsburgh, Pennsylvania from 1988 to 2006 (law firm)	56	2006	2009	13,943	
John W. Rose	59	2003	2010	89,686(j)	

Principal of CapGen Financial Advisors LLC, New York, New York, since 2007 (fund manager); and President of McAllen Capital Partners, Inc., Hermitage, Pennsylvania since 1991 (investment management)

Stanton R. Sheetz 53 2008 2010 112,549

CEO of Sheetz, Inc. (Sheetz), 1995 to present (owns chain of convenience stores in Mid-Atlantic states); Director of Sheetz from 1981 to present; Director of Omega Financial Corporation (bank holding company) from 1994 to 2008; Director of Quaker Steak and Lube Restaurant, Inc. from 2005 to present

William J. Strimbu 48 1995 2009 61,668

President, Nick Strimbu, Inc., Brookfield, Ohio, since 1994 (common carrier)

Table of Contents

Name and Principal Occupation (during past 5 years)	Age	Director Since	Expiration of Term of Office as Director (a)	Amount and Nature of Beneficial Ownership of Common Stock (b)(c)	Percent (d)
Earl K. Wahl, Jr. Owner, J.E.D. Corporation, Somerset, Pennsylvania (environmental consulting)	68	2002	2011	38,932	
Brian F. Lilly* CFO of the Corporation since January 2004; and Chief Administrative Officer of FNBPA since 2003	51	N/A	N/A	38,676	
Vincent J. Calabrese* Corporate Controller of the Corporation since 2007; and Senior Vice President, Controller and Chief Accounting Officer of Peoples Bank, Connecticut from 2003 to 2007	46	N/A	N/A	12,571	
Vincent J. Delie, Jr.* Senior Executive Vice President of FNBPA since June 2008; Regional President and CEO of FNBPA from October 2005 to June 2008; and Executive Vice President and Division Manager of Banking for National City Bank from December 2003 to September 2005	44	N/A	N/A	15,663	
Louise C. Lowrey* Executive Vice President of FNBPA since January 2005; Senior Vice President of FNBPA from January 2004 to January 2005	56	N/A	N/A	29,351(k)	
All Directors and Executive Officers as a Group (24 persons)	N/A	N/A	N/A	1,501,713	1.7

* Denotes persons who served as an executive officer of the Corporation during 2008.

Denotes persons nominated for

election to the Corporation's Board of Directors at our 2009 Annual Meeting.

Denotes family relationship between any director, executive officer or nominee named in the Summary Compensation Table of this proxy statement.

Robert New resigned his positions as the Corporation's Chief Executive Officer, President and Director on February 11, 2009.

- a) The term of office for directors expire at the Annual Meeting to be held during the year indicated in this column and upon the election of the directors' successors.
- b) Includes the following shares that the director or officer has the right to acquire within sixty days upon exercise of the vested stock options: Mr. Gurgovits, 106,646 shares; Mr. Gingerich, 8,088 shares; Mr. Martz, 20,475 shares; Mr. Radcliffe, 2,937 shares; Mr. Sheetz, 8,088 shares; Mr. Strimbu, 2,138 shares; Mr. Guerrieri, 20,536 shares; Ms. Lowrey, 4,508 shares; and Mr. James Orie, 28,494 shares.
- c) Except as otherwise indicated, each director possesses sole voting power and sole investment power as to all

Table of Contents

shares listed opposite his or her name or shares these powers with his or her spouse or a wholly-owned company.

- d) Unless otherwise indicated, represents less than 1% of all issued and outstanding F.N.B. common stock.
- e) Includes 444 shares owned by Mr. Gurgovits' wife and 9,506 shares owned by Mr. Gurgovits' wife as a participant in her personal profit sharing account.
- f) Includes 2,072 shares owned by Mr. Campbell's wife.
- g) Includes 62,682 shares owned by Mr. Gingerich's wife.
- h) Includes 2,700 shares owned by Mr. Malone's children.
- i) Includes 5,976 shares owned by Mr. Radcliffe's wife.
- j) Includes 510 shares owned by Mr. Rose's wife.
- k) Includes 1,173 shares owned by Ms. Lowrey's husband's estate.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 (the Exchange Act) requires our executive officers and directors, as well as persons who own 10% or more of any class of our equity securities, file reports of their ownership of our securities, as well as statements of changes in such ownership, with the Securities and Exchange Commission (the SEC). To our knowledge, based solely on a review of copies of the reports filed on behalf of our directors and executive officers and written representations received from our executive officers and directors (we do not have any shareholders who own 10% or more of any class of our equity securities), no other reports were required, and based on our review of the statements of ownership changes filed by our executive officers and directors with the SEC during 2008, we believe that except for one delinquent Form 4 filing by Messrs. Sheetz, resulting from an inadvertent administrative oversight by the Corporation, all such filings required during 2008 were made on a timely basis.

Security Ownership of Certain Beneficial Owners

We are not aware of any shareholder who was the beneficial owner of more than 5% of the outstanding shares of common stock as of December 31, 2008, except for the entity identified in the table below who has filed a Schedule 13G with the SEC:

Name and Address	Amount and Nature of Beneficial Ownership ¹	Percent of Outstanding Common Stock Beneficially Owned ³
Barclays Global Investors, NA Barclays Global Fund Advisors 45 Fremont Street San Francisco, CA 94105	5,214,020 ²	5.82%

¹ Under the regulations of the SEC, a person who has or shares voting or investment power with

respect to a security is considered a beneficial owner of the security. Voting power is the power to vote or direct the voting of shares, and investment power is the power to dispose of or direct the disposition of shares.

² According to the Schedule 13G filed under the Exchange Act on February 6, 2009, Barclays Global Investors, NA has sole voting power of 1,996,298 shares and sole dispositive power of 2,203,252 shares, and Barclays Global Fund Advisors has sole voting and dispositive power of 5,214,020 shares.

³ Based on 89,700,152 shares of Corporation common stock outstanding as of December 31, 2008.

CORPORATE GOVERNANCE

The Company has developed and operates under corporate governance principles and practices which are designed to maximize long-term shareholder return, align the interests of the Board and management with

Table of Contents

those of the Company's shareholders, and promote the highest ethical conduct among the Company's directors, management and employees.

You can find more specific details about these and other F.N.B. corporate governance policies and practices in this proxy statement and F.N.B.'s Corporate Governance Guidelines available on F.N.B.'s website at www.fnbcorporation.com under the tab, Corporate Governance, and then clicking on the heading, F.N.B. Corporation Corporate Governance Guidelines. The Corporate Governance Guidelines are also available in print to any shareholder who requests them by contacting us at: F.N.B. Corporation, One F.N.B. Boulevard, Hermitage, Pennsylvania 16148 c/o Corporate Secretary. Highlights of portions of the Company's Corporate Governance Guidelines, as well as some of F.N.B.'s corporate governance policies, practices, procedures and related matters are described below.

All of the directors are independent (under the definition of independence established by the Corporate Governance Guidelines and the criteria of the NYSE), with the exception of F.N.B. Chairman, President and Chief Executive Officer, Mr. Gurgovits.

Shareholders may communicate directly with the Board or any Board Committee, or any individual director.

The Audit, Nominating and Corporate Governance and Compensation Committees are composed entirely of independent directors.

Each of the regular Board committees has a written charter that is reviewed and reassessed annually.

Audit Committee members cannot serve on more than two other public company audit committees without the approval of the Board of Directors.

The F.N.B. internal audit function is overseen by our internal auditor, who reports directly to the Audit Committee.

The Compensation Committee retained an independent compensation consultant to provide the Committee with advice and guidance on F.N.B.'s executive compensation program.

F.N.B. conducts an annual self-evaluation process of the Board, the Audit, Nominating and Corporate Governance and Compensation Committees and the individual F.N.B. directors.

F.N.B.'s Code of Conduct and Code of Ethics for directors, officers, and employees are disclosed on the Corporate Governance page of F.N.B.'s website at www.fnbcorporation.com, and a copy of these Codes may be obtained by written request to our Corporate Secretary (see instructions in bolded paragraph below).

The Nominating and Corporate Governance Committee will consider director candidates recommended by shareholders.

The Audit, Nominating and Corporate Governance, and Compensation Committee charters are posted at www.fnbcorporation.com under the tab, Corporate Governance, and you may obtain a copy of the charters may be obtained by written request to our Corporate Secretary (see instructions in bolded paragraph below).

We expect each of our directors to attend director education programs accredited by RiskMetrics Group, at least once every three years.

Shareholder voting is confidential.

Table of Contents

The Board recognizes the importance of independent leadership on the Board, as evidenced by its establishment of a Lead Director position.

This portion of the proxy statement provides an overview of our corporate governance policies and practices including information about our compliance with the NYSE's corporate governance rules which the SEC has approved. The NYSE's rules are designed to ensure the integrity of public companies' corporate governance processes. The NYSE and SEC intend that these disclosures will enhance the transparency of the operations of public company boards of directors.

We encourage you to visit the Corporate Governance page of our corporate website at www.fnbcorporation.com for additional information about our Board, its committees, our Corporate Governance Guidelines, Code of Ethics and Code of Conduct of our Company. Additional information on these topics is also included in other sections of this proxy statement.

If you would like to have printed copies of the F.N.B. Corporate Governance Guidelines, the F.N.B. Corporation Codes of Conduct and Ethics or the charters of the Board's Audit, Nominating and Corporate Governance or Compensation Committees (all of which are posted on our corporate website), please send your written request to: F.N.B. Corporation, One F.N.B. Boulevard, Hermitage, Pennsylvania 16148, Attention: Corporate Secretary. We will provide the material at no cost to you.

Director Independence

Background. As a company that has securities listed on the NYSE, we are required to have a majority of independent members on our Board must be independent. Under the NYSE's corporate governance rules, no director qualifies as independent unless our Board affirmatively determines that the director has no material relationship with F.N.B. The fact that a director or member of a director's immediate family may have a material relationship with F.N.B. directly or as a partner, owner, shareholder, or officer of an organization that has a relationship with F.N.B. will not necessarily preclude such director from being nominated for election to the Board. However, the Board may not determine any director to be independent if that director has any relationship covered by one of five bright-line independence tests established by the NYSE, or the categorical independence standards established by F.N.B.'s Corporate Governance Guidelines, as discussed below.

The New York Stock Exchange's bright-line independence tests. The NYSE has adopted five bright-line independence tests for directors. The NYSE's director independence requirements are designed to increase the quality of Board oversight at listed companies and to lessen the possibility that damaging conflicts of interests will influence Board decisions. Each of these tests describes a specific set of circumstances that would cause a director not to be independent from our management. The NYSE's corporate governance rules do not define every relationship that will be considered material for purposes of determining a director's independence from our management. Material relationships can include commercial, business, industrial, banking, consulting, legal, accounting, charitable and familial relationships, among others. For example, one of the bright-line independence tests provides that a director who is an employee of F.N.B. or its affiliates, or whose immediate family member is an executive officer of F.N.B., is not independent until three years after the end of the employment relationship.

The four other bright-line independence tests provide that a director cannot be considered independent if:
the director or an immediate family member of the director has received more than \$120,000 in direct compensation from F.N.B. or its affiliates, (except for certain permitted payments such as directors fees) during any twelve-month period;

The F.N.B.
Corporate
Governance
Guidelines
incorporate the
NYSE definition
of the term
immediate family

member to
include a
director's spouse,
parents, children,
siblings, mothers
and
fathers-in-law,
sons and
daughters-in-law,
brothers and
sisters-in-law and
anyone who
resides in the
director's home.

Table of Contents

the director or an immediate family member of the director is employed by or a partner of either F.N.B.'s internal or external auditors;

the director or an immediate family member of the director has been an executive officer of another company at the same time any of F.N.B.'s executive officers served on the compensation committee of such company; and

the director is a current employee, or an immediate family member of the director is a current executive officer of, a company that makes payments to, or receive payments from, F.N.B. above annual thresholds specified by the NYSE.

Categorical standards of director independence adopted by our Board of Directors. The NYSE's corporate governance rules permit a listed company's board of directors to adopt categorical standards of director independence. Categorical standards permit a board of directors to determine in advance that specific categories of relationships between a listed company and a director do not, by themselves, render a director non-independent. Of course, categorical standards of independence cannot override or lower the standards in the bright-line independence tests established by the NYSE. Categorical standards are intended to assist a board in making determinations of independence. The NYSE recognizes that the adoption and disclosure of categorical standards provide investors with an adequate means of assessing the quality of a board's independence and its independence determinations, while avoiding excessive disclosure of immaterial relationships.

Our Board, acting on the recommendation of its Nominating and Corporate Governance Committee, has adopted categorical standards of independence. Our Board applies these standards at least annually in determining the independence of the individual members of F.N.B.'s Board of Directors. These categorical standards are set forth in the F.N.B. Corporation Corporate Governance Guidelines, and can be found on our website at www.fnbcorporation.com under the tab for Corporate Governance.

The F.N.B. categorical standards of independence generally provide, among other things, that ordinary course business relationships do not constitute material relationships. These categorical standards generally permit directors (or any entity or partnership of which such director or immediate family member is an officer, partner, director or 10% equity owner) to provide consulting, legal, business or other services or products within ordinary course relationships as long as these relationships do not represent a significant financial relationship for F.N.B. or the service or product provider. A significant financial relationship is deemed not to exist if such service or product provider has made payments to, or received payments from the Company, or its affiliates, in an amount that, in any of the last five fiscal years does not exceed the greater of \$1,000,000 or 2% of such entity's consolidated gross revenues.

Also, under F.N.B.'s categorical standards, the determination of whether a director is independent includes an evaluation of any transactions and relationships between each director, any member of his or her immediate family or his or her related business entities and the Company or its subsidiaries and affiliates. Our categorical independence standards generally require the F.N.B. Board of Directors to examine the relevant facts and circumstances involved in transactions and relationships between directors, including their immediate family members, any entity or partnership in which they or their immediate family members have an ownership interest or employment relationship, (subsequently such relationships are referred to in this proxy statement as related business interest(s)), and our Company or affiliates or transactions with members of our senior management. In instances where a director, officer, his/her immediate family member or related business interest(s) is a client of F.N.B., or any of its affiliates, such business relationship will not be deemed to be material if it was entered into in the ordinary course of business on terms substantially similar to those that would be offered to comparable customers in similar circumstances, and termination of the business relationship is not reasonably expected to have a material adverse effect on the financial condition, results of operations, or business of F.N.B., its affiliates or the director, his/her immediate family member or the related business interest(s).

Table of Contents

F.N.B.'s categorical standards provide that a material relationship will not be considered to exist where F.N.B.'s contributions to a non-profit entity, for which an F.N.B. director is an officer, do not exceed 5% of the non-profit's total revenues.

Because banking is a significant portion of our business, attention is given to lending and other financing transactions involving a director, his or her immediate family member and entities which they control, and FNBPA or any of its affiliates. Our Board of Directors has determined that a director's independence is not affected where there is a loan relationship made in the ordinary course between FNBPA and the director, his/her immediate family member or related business interest(s) or immediate family member and such loan conforms with applicable bank policies and federal regulatory requirements, is performing in accordance with its contractual terms and has not been adversely classified or specifically mentioned by the federal bank examiners or FNBPA's internal loan review process. In addition a director's participation in subordinated debt, private equity, mezzanine financing or other financial transactions entered into by our subsidiary, F.N.B. Capital Corporation, LLC, will not be deemed to create a material relationship if the director, the director's immediate family member, or the related business interest, participates in such transaction and the transaction is made on terms substantially the same as those pursuant to which F.N.B. Capital Corporation, LLC participates, unless the director or immediate family member is an officer, director or owner of 10% or more of the equity of the enterprise, business or entity to which F.N.B. Capital Corporation, LLC provides such financing or equity.

Where a director or a director's immediate family member is associated as a partner or associate of, or of counsel to, a law firm that provides services to the Company or any of its affiliates, such relationship will not be deemed material if neither the director nor an immediate family member of the director provides such services to F.N.B. or its affiliates and the payments received from F.N.B. or its affiliates do not exceed 2% or \$1,000,000, whichever is greater, of the law firm's gross revenues in any of the prior five years.

Also, the Corporate Governance Guidelines require that the Board broadly consider all relevant facts and circumstances especially in situations not covered by the NYSE bright-line or F.N.B.'s categorical independence standards.

As required by the NYSE's corporate governance rules, we disclose in this proxy statement any director relationships with us that meet either the NYSE bright-line independence tests or F.N.B.'s categorical independence standards. In certain limited cases, a director may have a relationship that is described by a categorical independence standard and NYSE bright-line independence test. In such a case, the bright-line test will determine whether the director's relationship is a material relationship that prohibits a determination of independence by our Board.

Director Independence Determinations

On February 18, 2009, the Board, with the assistance of the Nominating and Corporate Governance Committee, conducted an evaluation of director independence, based on the director independence standards set forth in the Company's Corporate Governance Guidelines, the NYSE rules and applicable SEC rules and regulations. In connection with this review, the Board evaluated banking, commercial, business, investment, legal, charitable, consulting, familial or other relationships with each director or immediate family member and their related business interest(s) and the Company and its affiliates, including those relationships described under the caption, "Related Persons Transactions," in this proxy statement.

As a result of this evaluation, the Board affirmatively determined that each of Messrs. Campbell, Ekker, Gingerich, Goldstein, Martz, Malone, Mortensen, Radcliffe, Rooney, Rose, Sheetz, Strimbu and Wahl and Ms. Hickton is an independent director under the Company's director independence standards, the NYSE rules and the applicable SEC rules and regulations. In connection with the evaluation, the Board considered that in addition to the fact that the Company's various affiliates provided lending, wealth management, insurance and other financial services in the ordinary course of business to certain of the directors, their immediate family members and their related business interest(s), some directors, their immediate family

Table of Contents

members and their related business interest(s) provided services to the Company and its affiliates or participated in transactions with the Company's merchant banking affiliate, and concluded that none of these relationships were material. In particular, the Board considered the following relationships:

In 2007 and 2008, Director Rose and Director Goldstein provided subordinated financing to business enterprises to which the Company's subsidiary, F.N.B. Capital Corporation, LLC, also provided financing. However, prior to these transactions neither Director Rose nor Director Goldstein had any ownership interest in these enterprises nor were either of them a director or officer of these entities. Further, Directors Rose and Goldstein's participation in the subject financing arrangements were on the same terms as were negotiated by F.N.B. Capital Corporation, LLC.

Director Rooney is of counsel to a law firm that provided legal services to an F.N.B. affiliate in 2008. Moreover, Director Rooney did not receive special consideration, including bonuses, as a result of the legal services provided to the Company. The legal fees paid by the Company and its affiliates to the law firm in 2008 was less than the threshold amount prescribed under the NYSE brightline standard and did not approach the 2% of consolidated revenue threshold contained in the Company's categorical independence standards.

FNBPA leases a corporate box at Heinz Field in Pittsburgh, Pennsylvania, and has purchased tickets and paid for food and beverages to entertain clients at various events held there, including Pittsburgh Steelers' football games. Director Rooney is President and part owner of the Pittsburgh Steelers Sports, Inc. The total amount paid by FNBPA in connection with the corporate box lease and ticket purchases made in connection with the use of the corporate box was less than the threshold amount prescribed under the NYSE brightline tests and the F.N.B. categorical director independence standards and constitutes in the aggregate a nominal portion of the Pittsburgh Steelers Sports, Inc.'s consolidated gross revenues in 2008. Director Rooney does not receive any special consideration, including any bonus, as a result of this relationship.

To our knowledge, the aggregate grants, donations and contributions made by the Company or its affiliates to any non-profit organization for which one of our directors served as an officer did not exceed 2% of such organization's consolidated gross revenues in 2008.

Our Board affirmatively determined that Mr. Gurgovits is not independent under the NYSE corporate governance rules and F.N.B.'s categorical director independence standards because he is the principal executive officer of the Company.

Executive Sessions of the Board of Directors

The Company's policy is that our Board of Directors hold at least one executive session per year exclusively attended by outside independent members of the Board. The Lead Director presides at each executive session meeting. The Board conducted one (1) executive session in 2008, which was attended exclusively by independent and non-management directors. Additionally, the Board conducted one (1) executive session which was comprised exclusively of outside directors. For more information about the role of the Lead Director, please see the discussion below under the caption "Our Board of Directors and Its Committees - Lead Independent Director" and the description in our Corporate Governance Guidelines found under the "Corporate Governance" tab of the Company's website at www.fnbcorporation.com in this proxy statement.

OUR BOARD OF DIRECTORS AND ITS COMMITTEES

Board of Directors

Table of Contents

Our Board of Directors met twelve (12) times in 2008. All directors, except for Mr. Rooney, attended at least 75% of the aggregate number of meetings of the Board of Directors and the respective committees on which such director served. Except for one director who was unable to attend due to travel considerations, all of our directors attended our 2008 Annual Meeting. It is the policy of our Board of Directors that our directors are expected to attend our Annual Meeting. Our Board of Directors has an Executive Committee, an Audit Committee, a Nominating and Corporate Governance Committee, a Compensation Committee and a Risk Committee.

Lead Independent Director

The Board has long recognized the importance of independent leadership on the board and toward that end established the designation of Lead Director. As provided in the Corporate Governance Guidelines, the outside, independent directors annually elect the Lead Director (who must be an independent director) for a one-year term. In 2008, the independent directors elected Mr. Campbell to serve as the Board's Lead Director. The duties and responsibilities of the Lead Director include, but are not limited to, the following:

Assist the Board in fulfilling its responsibility for reviewing, evaluating and monitoring the Corporation's strategic plan by meeting with the Corporation's Chief Executive Officer to monitor and remain knowledgeable regarding the status of such plan;

Maintain liaison and communications with the Corporation's Chairman, other directors and Chief Executive Officer for the purpose of coordinating information flow among the parties with the goal of optimizing the effectiveness of the Corporation's Board and Board Committees;

Serve as a conduit of information and feedback among the Corporation's Chairman, directors and Chief Executive Officer between Board meetings;

Coordinate the review and resolution of conflict of interest issues with respect to members of the Corporation's Board as they may arise;

Coordinate and develop the agenda for, and preside at, executive sessions of the Corporation's Board; and

Preside at meeting(s) of the Company's non-management directors.

Executive Committee

Our Executive Committee met fifteen (15) times in 2008. Messrs. Campbell, Goldstein, Gurgovits, Mortensen, Rose and Radcliffe are the members of our Ex