



F.N.B. Investment Advisors, Inc.

Disclosure Brochure

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December 1st, 2020

This brochure describes the qualifications and business practices of F.N.B. Investment Advisors, Inc. If you have any questions about the contents of this brochure, please contact us at (855) 688-0001 or millerbr@fnb-corp.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

F.N.B Investment Advisors, Inc. is a federally registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. Additional information about us is also available on the SEC’s website at <http://www.adviserinfo.sec.gov>, using CRD # 109515 and SEC # 801-56609.

Item 2 - Material Changes

Since our last annual Form ADV filing on March 27, 2020, we report the following material changes to our business:

- Effective December 1, 2020 F.N.B. Investment Advisors, Inc. elected to make the following changes to our fee schedule:
 - We have elected to change the price breaks associated with our investment management services, which are based on your assets under management. The new fee schedule will be implemented in a phased approach for existing clients beginning February 1, 2021. The new fee schedule will go into effect for new clients on December 1, 2020.
 - We have elected to discontinue the use of the Institutional Investment Management schedule as this will now fall under the Investment Advisory fee schedule.

For any future material changes to this and subsequent Brochures, we will provide you with a summary of material changes within 120 days of the close of our fiscal year, or more often as necessary.

To obtain a free copy of this Brochure, please contact us at (855) 688-0001 or millerbr@fncorp.com. The most recent version of our Brochure is always available on our website. It can be accessed at <http://www.fnb-online.com>.

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Item 4 – Advisory Business

Advisory Firm Description

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

F.N.B. Wealth Management refers to the combined services of First National Trust Company (“FNTC”), F.N.B. Investment Advisors, Inc. (“FNBIA”), and F.N.B. Investment Services. (“FNBS”). (All references to Assets Under Management in this presentation include only FNBIA and discretionary FNTC assets that FNBIA has been contracted to manage.)

F.N.B. Investment Services is a marketing name for Cetera Investment Services LLC, which provides investment services to clients of First National Bank of Pennsylvania (“FNBPA”), FNTC, and FNBIA.

**Securities and insurance products are offered through Cetera Investment Services LLC, member FINRA/ SIPC. Certain Advisory services are offered through Cetera Investment Advisers LLC. Neither firm is affiliated with the financial institution where investment services are offered.*

Individuals affiliated with Cetera firms are either Registered Representatives who offer only brokerage services and receive transaction-based compensation (commissions), Investment Adviser Representatives who offer only investment advisory services and receive fees based on assets, or both Registered Representatives and Investment Adviser Representatives, who can offer both types of services.

Not FDIC Insured	Not Bank Guaranteed	Not a Bank Deposit
Not Insured by Any Federal Government Agency		May Lose Value

First National Investment Services Company LLC (“FNIS”) is a licensed insurance agency.

*** Insurance products offered through First National Investment Services Company LLC and its licensed agents. Insurance products are:*

Not FDIC Insured	Not Bank Guaranteed	Not a Bank Deposit
Not Insured by Any Federal Government Agency		May Lose Value

FNBIA is owned by FNTC, a nationally chartered trust company. FNTC is owned by FNBPA, and FNTC owns FNIS.

FNBPA is owned by F.N.B. Corporation (“FNB”), a public company listed on the New York Stock Exchange (Ticker ‘FNB’).

Please see the section entitled “Glossary” found at the end of this Brochure for definitions of certain terms used herein.

Type of Advisory Services

FNBIA’s primary line of business is investment management and supervisory services. Under those services, FNBIA provides advice regarding cash, money market instruments, mutual funds, debt instruments, and equity securities.

In addition to investment management and supervisory services, FNBIA offers advice in the following areas:

- Investment advice for alternative investments (illiquid investments, public or private partnerships)
- Cash management
- Debt management
- Employee benefits

Tailoring of Advisory Services

FNBIA considers each client’s (“you”, “your”) unique financial objectives and circumstances when making investment recommendations. Clients are permitted, in writing, to impose reasonable restrictions on investing in certain securities or security types, although FNBIA may decline to accept such restrictions if necessary, to fulfill its fiduciary duty. FNBIA is not affiliated with any of the equity, bond, or mutual fund products offered to you or other FNBIA clients. As noted above, FNBIA is affiliated with two entities that provide insurance products to clients.

Investment Strategies

FNBIA offers the following, investment strategies to meet your unique objectives:

Tactical Fundamental Core:

- Designed to generate a long-term total return that compares favorably with the blended benchmark. Appropriate for investors seeking capital appreciation with modest income.
- The portfolio consists of a moderately aggressive mix of large cap stocks and diversified satellite asset classes to enhance the “risk vs. return” profile.

Tactical Fundamental Growth:

- Designed to generate a long-term total return that compares favorably with the blended benchmark. Appropriate for investors seeking price appreciation with no need for current income.
- The portfolio consists of an aggressive mix of large cap growth stocks and diversified satellite asset classes to enhance the “risk vs. return” profile.

Tactical Fundamental Value:

- Designed to generate a long-term total return that compares favorably with the blended benchmark. Appropriate for investors seeking above-average income, with price appreciation as a secondary objective.
- The portfolio consists of a conservative mix of large cap dividend paying stocks and diversified satellite asset classes with a value bias to enhance the “risk vs. return” profile.

Tactical Dividend Income:

- Designed to generate a long-term total return that compares favorably with the blended benchmark. Appropriate for investors seeking above average and increasing annual income, with price appreciation as a secondary objective.
- The portfolio consists of a conservative mix of large cap dividend paying stocks and diversified satellite asset classes with a value bias to enhance the “risk vs. return” profile.

Core Fixed Income:

- Designed for institutional investors whose objective is lower risk with modest annualized return.
- Consists of individual fixed income positions comprised of Government, Agency, and Investment Grade Corporate bonds. Mutual Funds are also utilized to provide further diversity and liquidity.

Faith Based Values:

- Designed to generate a long-term total return that compares favorably to the Global X S&P 500 Catholic Value Index. Appropriate for investors wanting assets managed in accordance with the S&P 500 Catholic Value principles.
- The portfolio consists of a traditional mix of large cap stocks which comply with the highest social and moral criteria in security selection.

Environmental, Social, and Governance (“ESG”):

- Designed to generate a long-term total return that compares favorably to the MSCI US ESG Focus Index. Appropriate for investors wanting assets managed with an ESG focus.
- The portfolio consists of a traditional mix of large cap stocks which comply with ESG principles.

Separately Managed Account Solutions Sponsored by F.N.B. Investment Advisors, Inc.

Federated Investment Counseling

Federated Investment Counseling (“FIC”) is a separately managed account platform that allows FNBIA to allocate client assets to a subadvisor, Federated Investors, which will manage a client’s assets according to various investment objectives selected by the client.

Wrap Fee Programs

FNBIA does not participate in any wrap fee programs.

Retirement Rollovers

FNBIA works with clients to facilitate retirement account rollovers when appropriate. A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and could engage in a combination of these options): (i) leave the money in the former employer’s plan, if permitted, (ii) roll over the assets to the new employer’s plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account (“IRA”), or (iv) cash out the account value (which could, depending upon the client’s age, result in adverse tax consequences). If FNBIA recommends that a client roll over their retirement plan assets into an account to be managed by us, such a recommendation creates a conflict of interest to the extent we will earn an advisory fee on the rolled over assets. No client is under any obligation to rollover retirement plan assets to an account managed by FNBIA.

ERISA / IRC Fiduciary Acknowledgment

If the client is: (i) a retirement plan (“Plan”) organized under the Employee Retirement Income Security Act of 1974 (“ERISA”); (ii) a participant or beneficiary of a Plan subject to Title I of ERISA or described in section 4975(e)(1)(A) of the Internal Revenue Code, with authority to direct the investment of assets in his or her Plan account or to take a distribution; (iii) the beneficial owner of an Individual Retirement Account (“IRA”) acting on behalf of the IRA; or (iv) a Retail Fiduciary with respect to a plan subject to Title I of ERISA or described in section 4975(e)(1)(A) of the Internal Revenue Code: then FNBIA represents that it and its representatives are fiduciaries under ERISA or the Internal Revenue Code, or both, with respect to any investment advice provided by us or our representatives or with respect to any investment recommendations regarding an ERISA Plan or participant or beneficiary account.

Assets Under Management

FNBIA’s Assets under Management (“AUM”) as of 12/31/2019 are displayed below. Discretionary assets are those over which we have authority to make investment decisions while non-discretionary assets are those where clients make all investment decisions following receipt of our recommendations.

- Discretionary AUM: \$4,157,587,784
- Non-Discretionary AUM: \$691,534

Item 5 – Fees and Compensation

Fees for Investment Management

Your fees are calculated as a percentage of the market value of assets under management and are assessed and billed monthly in arrears on the basis of the prior month's daily average market value of securities and cash held in the account. FNBIA negotiates fees in certain cases based on account size, relationship pricing, services required, and other factors. We also manage advisory accounts for employees and their family members of FNBIA and our affiliate companies. We offer discounted fee schedules to employees of FNBIA and our affiliate companies.

FNTC clients who are served by FNBIA pay a "bundled" fee which covers asset management and trust services. The fees paid by FNTC clients are negotiated between the client and FNTC, which in many cases differ from the fee schedule below. You may be able to obtain the individual services offered as part of the bundled fee for lower cost elsewhere.

Schedule of Fees for Investment Management Services

Investment Advisory Accounts New Fee Schedule Effective 12/1/2020 for New Clients and 2/1/2021 for Existing Clients

1.00% on the first \$2,000,000
0.90% on the next \$2,000,000
0.70% on the next \$2,000,000
0.50% on the balance

Minimum Annual Fee \$5,000

Investment Advisory Accounts Prior Fee Schedule

1.00% on the first \$1,000,000
0.90% on the next \$2,000,000
0.70% on the next \$2,000,000
0.50% on the balance

Minimum Annual Fee \$5,000

Fixed Income and Federated Investment Counseling Accounts New Fee Schedule Effective 12/1/2020 for New Clients and 2/1/2021 for Existing Clients

0.70% on the first \$2,000,000
0.60% on the next \$2,000,000
0.45% on the next \$2,000,000
0.35% on the next \$6,000,000
0.25% on the balance

Minimum Annual Fee \$5,000

Fixed Income and Federated Investment Counseling Accounts Prior Fee Schedule

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

Minimum Annual Fee \$5,000

Institutional Investment Advisory Accounts

Fee Schedule has been Discontinued

Institutional Investment Advisory Accounts

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

Minimum Annual Fee \$5,000

Additional Itemized Charges

In addition to advisory fees, you will generally incur certain expenses depending on investment selection:

- Mutual fund expenses, early redemption fees, and sub-accounting fees
- ETF expenses and fees
- Advisory fees are charged separate from brokerage commissions, transaction fees and any other related costs and expenses. In most but not all cases, such charges are passed along at our cost and assessed to the account. (Please see Item 12, Brokerage Practices, for more information)
- Advisory fees for closed accounts will be pro-rated for the number of days during that month in which FNBIA managed the account.
- Certain conditions may require special or unusual services in the administration of an account. This includes handling unique or non-marketable securities, class action claims, research into tax or other accounting matters, etc. When these conditions are present, reasonable additional fees will be reviewed on a case by case basis and discussed with you prior to our charging the fee.
- In extraordinary circumstances, certain conditions may require utilizing outside professional services, such as attorneys, accountants, and appraisers. These circumstances will be reviewed on a case by case basis and discussed with you prior to charging a fee.
- When we are engaged as advisor, and a client directs use of an additional outside advisor to serve in a coordinated capacity in providing investment advice, an additional annual charge of .10% on the assets in the account will generally be charged by FNBIA for each outside advisor. Additionally, the outside advisor will generally assess additional charges that will be passed through to the individual account.
- FNBIA itemized charges for transactions incurred and charged to the account. FNBIA maintains discretion to waive these charges, which could include but may not be limited to:

Itemized Charges	Itemized Charge Cost	Actual Costs Incurred
Outgoing Wires	\$26.00 Domestic Outgoing \$50.00 International Outgoing - (Charged by FNB of PA)	\$26.00 Domestic Outgoing \$50.00 International Outgoing - (Charged by FNB of PA)
Soft Dollar Commission Rate	\$0.04 per Share / Equity Trade - (Negotiated by FNBIA, Collected by Broker / Dealer) For Sales - \$21.10 for every \$1,000,000 in sales proceeds (SEC Charge)	\$0.04 per Share / Equity Trade - (Negotiated by FNBIA, Collected by Broker / Dealer) For Sales - \$21.10 for every \$1,000,000 in sales proceeds (SEC Charge)
Execution Only – Client Directed Trades, UOMP Trades	\$0.01 per Share / Equity Trade - (Negotiated by FNBIA, Collected by Broker / Dealer) For Sales - \$21.10 for every \$1,000,000 in sales proceeds (SEC Charge)	\$0.01 per Share / Equity Trade - (Negotiated by FNBIA, Collected by Broker / Dealer) For Sales - \$21.10 for every \$1,000,000 in sales proceeds (SEC Charge)
Receipt of Physical Securities	\$20.00 per Security - (Charged by the custodian)	\$20.00 per Security - (Charged by the custodian)
Issuance of Physical Certificates	\$500.00 per Certificate - (Charged by the custodian)	\$500.00 per Certificate - (Charged by the custodian)
Liquidate and Transfer	\$25.00 per Security - (Charged by FNTC)	For Sales - \$21.80 for every \$1,000,000 in sales proceeds (SEC Charge) \$4.15 Security Charge - (Charged by the custodian) Outgoing Wire Charge - Listed Above - (Charged by FNB of PA)

		Mutual Fund \$0.06 per Trade – (Charged by the custodian)
Freeze and Transfer	\$25.00 per Security - (Charged by FNTC)	\$4.15 per Security held with the custodian - (Charged by the custodian) ACAT contra firm could charge a fee - (Charged by Contra Firm)
Directed Trade Charge or Authorization before Trading Request	Up to \$45 (Charged by FNTC)	\$0.01 per Share / Equity Trade - (Negotiated by FNBIA, Collected by Broker / Dealer) For Sales - \$21.10 for every \$1,000,000 in sales proceeds (SEC Charge) \$4.15 Security Charge - (Charged by the custodian) Outgoing Wire Charge - Listed Above - (Charged by FNB of PA) Mutual Fund \$0.06 per Trade – (Charged by the custodian) Options Transaction \$25.00 – (Charged by the custodian)
Retirement Plan Services - Per Periodic Distribution	\$3 per Distribution - (Charged by FNTC)	Approximate Cost: \$4.00 per Check - (Charged by FNTC) \$0.07 per ACH - (Charged by FNB of PA or the custodian)

		Outgoing Wire Charge – Listed Above - (Charged by FNB of PA)
Retirement Plan Services - Per Lump Sum Distribution	\$25 per Distribution – (Charged by FNTC)	Approximate Cost: \$4.00 per Check - (Charged by FNTC) \$0.07 per ACH - (Charged by FNB of PA or the custodian) Outgoing Wire Charge – Listed Above - (Charged by FNB of PA)
Class Action Research	\$125 per hour (anything received less than 2 hours will be taken as a fee.) \$10 fee to issue a check if the settlement is greater than \$250 or \$5 to transfer proceeds to an internal FNB account. (Charged by FNTC)	\$125 per hour (anything received less than 2 hours will be taken as a fee.) \$10 fee to issue a check if the settlement is greater than \$250 or \$5 to transfer proceeds to an internal FNB account. (Charged by FNTC)

- FNBIA and FNTC have the right to waive certain itemized charges, in cases such as:
 - The client has negotiated with FNBIA to exclude these fees
 - The client has significant other relationships with FNB Corporation
 - For other reasons determined on a case-by-case basis by FNTC / FNBIA
- Fees are subject to change

Mutual Funds (Shareholder Servicing Compensation and Sales Charges)

When purchasing mutual funds for our clients, we select the most appropriate share class within each fund. FNBIA invests in certain mutual funds where the mutual fund company compensates FNTC for shareholder services including transaction processing, settlement of trades, dividend distribution, record maintenance, distribution of statements, confirmations, and other regulatory shareholder documents. These fees take the form of 12b-1, shareholder servicing, networking, or recordkeeping fees. FNBIA recognizes an inherent conflict of interest exists when using mutual funds that offer these various compensation arrangements. We (or our parent company, FNTC) benefit from the addition of more assets into these funds. We seek to minimize the conflict through periodic oversight of these funds through the Investment Policy Committee. Our practice is to select “clean-shares”, when available, so no revenue is collected from the fund company. If

“clean-shares” are not available, we select the most appropriate share class based on the amount of assets we invest with the mutual fund. During FNBIA’s periodic review of mutual funds we will determine if other more appropriate share classes exist, which could lower expenses and fees. When you transfer existing positions to FNBIA and we are unable to convert or sell those shares our custodian would collect any 12b-1 fee those shares provide. Mutual funds are selected based on criteria such as: historical performance, manager tenure, research team depth, expense ratio. FNBIA’s decision is not based on the fee that the mutual fund offers to pay. If the funds do offer a fee, FNTC as the custodian will collect those fees for accounts of both FNTC and FNBIA. This arrangement creates a conflict of interest due to FNTC receiving compensation based on the funds selected by FNBIA for your account. Acceptance of such fees helps to offset the operational cost of providing these shareholder services to client accounts. The compensation that FNTC receives from the fund company does not affect the overall performance or cost of the funds in your account. FNBIA annually reviews all Approved List mutual funds to make sure they pass FNBIA’s suitability standards to remain on the Approved List. FNBIA also reviews all new funds with the suitability standards prior to adding them to the Approved List.

Clients have the option to purchase investment products that we recommend through other brokers or agents that are not affiliated with FNBIA.

Fee Collection

Advisory fees will be directly billed or deducted from your account, at the direction of the client. FNBIA normally deducts fees monthly, although billing terms are negotiable. FNBIA annual fee schedules are outlined above.

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

FNBIA does not assess any performance-based fees on client accounts and, therefore, has no financial incentive to allocate trades in any other way than the most equitable solution based on the circumstances of each trade.

Item 7 – Types of Clients

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

- Individuals / High Net Worth Individuals
- Pension and Profit-Sharing Plans
- Charitable Organizations
- Corporations
- Financial Institutions
- Insurance Companies
- State / Municipal Government Entities

- Clients of an affiliated Trust Company, First National Trust Company (please see Item 10, Other Financial Industry Activities and Affiliations, for more information)

FNBIA typically serves clients whose account value is \$1,000,000 or greater. FNBIA accepts accounts for less than \$1,000,000 if:

- The account is part of a larger relationship.
- The account belongs to an FNB Corporation employee.
- The potential exists for additional business in the future.
- FNBIA management determines the interests of the client are best served by FNBIA.

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

Investment Process

We use a committee and investment research group structure to establish and implement the investment oversight for the company, and to develop strategies and advice for our clients. FNBIA has an Investment Policy Committee and an Investment Strategy Group that meet monthly. The Investment Policy Committee is comprised of senior managers responsible for overseeing the investment management process. The Investment Strategy Group (“ISG”), which consists of the Research Team and Portfolio Advisors, is responsible for conducting frequent assessments of the current market trends and conditions that influence FNBIA’s investment strategies. The Research Team has additional responsibilities, which include:

- *Tactical* – analyzes market and economic conditions to decide how assets will be invested based upon investment objective, both by asset class (e.g., cash equivalents, bonds, stocks, alternatives, etc.) and within asset class (e.g., corporate bonds, small cap stocks, etc.).
- *Funds (mutual and exchange traded)* – sets the Approved List of Mutual Funds and Exchange Traded Funds, which include equity, bond, and alternative funds, and oversees fund strategies.
- *Equity* – sets the Approved List of Stocks and oversees stock strategies.
- *Fixed Income* – monitors fixed income markets and provides research, monitoring, and recommendations on fixed income assets and strategies.
- *SMA*– sets the Approved List of Independent Managers and monitors their performance, management style, etc. (please see the Federated Investment Counseling Addendum at the end of this Brochure for more information).

Methods of Analysis

Our Investment Policy Committee and Investment Strategy Group use various methods to determine asset allocation and security selection for all Approved Investment Lists and Strategies. We apply the following analysis in the investment process:

- Fundamental Analysis - uses qualitative measures such as economic, industry or company data to evaluate market factors and the intrinsic value of individual securities, in order to develop overall asset allocation recommendations and guidelines on whether to buy, hold, or sell individual securities.
- Charting / Technical Analysis - uses quantitative measures to track past movements in price or volume of a security, sector, or asset class to predict future trends.

We gather the information for this analysis from various sources:

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

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

Risk of Loss

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

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

- Mutual Funds - mutual fund investing involves risk; principal loss is possible. Investors will pay embedded fees and expenses, even when investment returns are flat or negative. Investors cannot influence the securities bought and sold, or the timing of transactions which may result in undesirable tax consequences.
- Exchange Traded Funds (“ETFs”) - the market price of an ETF's shares may trade at a discount to net asset value, an active secondary trading market may not exist, or trading may be halted by the exchange on which it trades. These factors may hinder our ability to timely sell an ETF at a fair price. ETFs also have embedded fees and expenses which are borne by the investor.
- Alternative Investments (“AIs”) – investing in alternative investments involves risk; principal loss is possible. AIs may react in similar or opposite directions of the market based on the type of investment. AIs present the risk of illiquidity and limited markets, which may limit our ability to timely sell these investments at a fair and competitive price. Exposure to AIs may be achieved via an investment in mutual funds, which risks are explained above.
- Socio-political Risk - possibility of instability or unrest in one or more regions of the world which affect investment markets and portfolio security values.
- Event Risk – risk that an unforeseen event will negatively affect a company or an industry, which may result in the loss of principal.
- Legislative Risk – risk that the government could significantly alter the business prospects of one or more companies, which may result in the loss of principal.
- International securities involve different risks than U.S. investments. International securities and ADRs may be subject to market/currency fluctuations, investment risks, and other risks involving foreign economic, political, monetary, taxation, trade, audit, and/or legal factors. There may be additional risks associated with international investments. These risks are magnified in emerging markets. International investing may not be suitable for everyone.

How We Manage Risk

Risk cannot be completely removed from the investment process. However, our investment strategy and philosophy seek to manage risk through diversification and by continuously monitoring investments and economic and financial market conditions. We structure each portfolio to meet unique client objectives associated with risk tolerance, investment time horizon, liquidity needs, and other client-directed portfolio guidelines.

Item 9 – Disciplinary Information

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

Item 10 – Other Financial Industry Activities and Affiliations

FNBIA (and our management persons) are not registered, nor have an application pending to register as a broker-dealer, or futures commission merchant, commodity pool operator, or commodity trading advisor. Several employees are Registered Representatives of an unaffiliated broker-dealer.

FNTC, FNBIA's affiliated parent company, has hired FNBIA as a sub-adviser to manage the assets of its discretionary trust clients' funds. FNBIA manages these FNTC client accounts in accordance with the appropriate account agreement, prevailing regulatory guidelines, and/or the investment policies of FNTC. The assets managed by FNBIA on behalf of FNTC clients under this sub-advisory arrangement are substantial.

FNB Daily

FNBIA, through FNTC, will invest the cash portion of your account in one of two savings accounts ("FNB Daily – Retail Investor or FNB Daily – Institutional Investor"), which are maintained by FNBPA. FNTC receives a service fee from FNBPA for directing cash balances in this manner. This payment does not decrease the rate the client receives on cash investments, but FNBIA has an interest to place client funds in FNB Daily because of this fee. FNBIA performs a monthly analysis of the rate to ensure its competitiveness with other short-term investments. As custodian, FNTC maintains separate records for the amount held in FNB Daily for each client account and is responsible for periodically crediting interest earned. Additional information regarding FNB Daily can be found at the following location: <https://www.fnb-online.com/privacy>.

Federated Investment Counseling

For select clients, FNBIA selects from Federated's Separately Managed Account ("SMA") platform the strategy (ies) that meet stated client investment objectives. FNBIA does not receive any direct compensation from Federated, but we receive indirect compensation in the form of shareholder servicing and advisor fees from certain mutual and money market funds utilized.

Federated Managed Account Pools ("MAPs") are utilized to meet the above strategies. MAPs provide certain investment exposure to the portfolio. The MAPs are only accessible by accounts that invest in the above strategies.

Please see the Addendum for "Federated Investment Counseling" for additional details on this program.

Services Performed for Affiliates

Certain FNBIA professionals perform compliance and other functions for First National Trust Company and F.N.B. Investment Services, Inc. To properly perform these functions, they are registered with an independent broker-dealer, Cetera Investment Services.

Certain Wealth Advisors are employed in a dual employment arrangement with Cetera Investment Services as Financial Services Representatives, who refer any possible Cetera related business to a dedicated Financial Advisor with F.N.B. Investment Services, for which the Wealth Advisor is compensated.

To manage the potential conflicts of interest inherent in the affiliate arrangements noted above, FNBIA and each affiliate implements a compliance program to ensure compliance with applicable regulations, and to ensure that advisory personnel meet their fiduciary obligations.

Item 11 – Code of Ethics (Conduct), Participation of Interest in Client Transactions and Personal Trading

Code of Ethics (Conduct)

FNBIA has adopted a Code of Ethics that sets forth its high standard of business conduct and reinforces each employee's role in carrying out its fiduciary duty to clients. The FNBIA Code of Ethics instructs employees about maintaining confidentiality of your information, prohibitions on insider trading, requirements, and restrictions on the acceptance, giving, and reporting of gifts, and procedures for employee securities trading, among others.

Personal Trading

We allow our employees to buy and sell the same securities that our clients hold. FNBIA's fiduciary duty requires that client trading activities take priority over those of an FNBIA "Access Person", employees with knowledge of client transactions in advance of their execution. FNBIA's Compliance Department utilizes an electronic application to manage and monitor Access Persons' trading. In cases where an electronic feed of an Access Person's personal trading activity is not feasible, FNBIA's Compliance Department continues to monitor duplicate statements and confirmations. FNBIA from time to time manages investment accounts for employees or their family members. We treat employee and family member accounts with the same high standard of fiduciary care as all other client accounts. Employee and family members receive no preferential treatment aside from discounted fees.

Insider Trading

FNBIA bans any employee from acting on, misusing, or disclosing any material nonpublic information, also known as 'inside information.' We monitor risks associated with inside information by:

- Facilitating periodic employee education and training
- Restricting employee service on Boards of public companies
- Monitoring and restricting personal trading of employees and certain family/household members
- Implementing a compliance program to monitor employee outside business activities and certain industry relationships

Investing in Securities Recommended to Clients

FNBIA employees are permitted to buy and sell for themselves securities that we also recommend to advisory clients. To mitigate this conflict of interest, by ensuring that client interests are placed first and foremost, FNBIA's personal trading policies and procedures are designed to ensure that employees do not trade in advance of clients in the same securities.

The FNBIA Code of Ethics is updated and adopted by the Board of Directors; all employees acknowledge in writing their commitment to its terms each year. A copy of our Code of Ethics is available upon request by contacting us at (855) 688-0001 or millerbr@fnb-corp.com.

Item 12 – Brokerage Practices

Trading Standards

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

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

- FNBIA has negotiated commission rates that we believe are comparable with industry peers.
- FNBIA aggregates or consolidates trades where possible before trading.
- Clients receive an average price on aggregated trades to ensure fair pricing.

FNBIA currently uses two brokers to execute all equity trades. FNBIA has established two accounts with each broker. One account is used to provide soft dollar credits for trades in accounts where we have discretion and collection of soft-dollar credits are justified. These trades are executed at the soft dollar rate negotiated with the broker which is currently 4 cents per share. This rate is subject to change over time. The other account is used for trades in accounts where we do not have investment discretion, and trading direction is received from the client or another outside party. Soft dollars are not paid by, and their benefits do not accrue to, these accounts. The negotiated rate for these trades is 1 cent per share. This rate is subject to change over time.

- FNBIA does not consider, select, or recommend brokers based on receiving a client referral.
- FNBIA does not collect soft dollars on fixed income trades.
- FNBIA maintains an Approved List of brokers, including fixed income brokers. These brokers are reviewed annually by the Trading Department, with a report submitted for Investment Policy Committee approval, including any additions or deletions from the list.

- On a monthly basis, FNBIA’s Investment Policy Committee reviews trading statistics and the Soft Dollar budget to ensure soft dollars are being allocated accurately, are used in the investment process, are priced fairly, and are permissible under safe harbor guidelines.

Trade Aggregation

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

Trade Error Correction

All Trading Errors will be addressed immediately once the Trading Department becomes aware of the error. Trading errors will be promptly reported to the Trading Manager who will document the situation, provide details of what caused the error, and take steps to correct the error. If the error was caused by FNBIA, we will determine how the error impacted your account. If the error resulted in a loss, we would reimburse the loss that was incurred in your account. If the error resulted in a gain, we would review the circumstances surrounding the gain and the typical course of action would be to allocate that gain to a local charity.

Tax Lot Allocation Method

FNBIA has selected the “Highest Cost Long-Term, First Out” (“HILT”) to serve as the tax lot allocation method for your account. When selling shares this method takes the highest cost lots (held for longer than a year) first, which results in smaller capital gains and larger capital losses. The following is an illustration of this method:

- 1/5/2013 – Purchase 100 shares at \$13 per share for a total cost of \$1,300.
- 2/1/2013 – Purchase 100 shares at \$12 per share for a total cost of \$1,200.
- 5/8/2013 – Purchase 100 shares at \$11 per share for a total cost of \$1,100.
- 3/4/2014 – Purchase 100 shares at \$11.50 per share for a total cost of \$1,150.
- 4/15/2014 – Purchase 100 shares at \$10 per share for a total cost of \$1,000.
- 6/19/2014 – Redeem 100 shares at \$12 per share for gross proceeds of \$1,200.

The use of this method would result in shares purchased on 1/5/2013 being utilized for the redemption. You would subtract the cost basis of \$1,300 from the gross proceeds of \$1,200 resulting in a \$100 long-term capital loss.

Soft Dollars

FNBIA places stock trades through brokers that offer soft dollar benefits. Soft dollar benefits (“credits”) are received from a broker that charges more for our client trades than that broker would typically charge. These charges are incurred by discretionary client accounts we trade. We review the price, trade execution quality, and expertise offered by the soft dollar broker in carrying out trades. As noted in the “Trading Standards” section above, non-discretionary client accounts do not pay soft dollars.

Soft dollar arrangements are permitted by the SEC as long as they meet certain criteria. We use soft dollar benefits to buy certain permissible services, such as economic, financial, or market data; investment research or recommendations; portfolio management and trading software; and connectivity services with brokers. We evaluate applicable products and services to decide if they can be fully or partially paid with soft dollars in compliance with applicable rules. Soft dollars used to pay for research and execution services will benefit all or some accounts but not necessarily only those accounts that generated the soft dollars.

Soft dollar commission rates are higher than non-soft dollar rates. Use of soft dollar commissions represents a conflict of interest, as we have an incentive to select or recommend a broker-dealer based on our interest in receiving soft dollar benefits, rather than on the clients’ interest in receiving favorable trade execution. Without soft dollars, we would pay for certain research and brokerage services out of pocket with fee revenues rather than with client commissions. We have adopted compliance policies to ensure that our soft dollar practices are consistent with our duty to achieve best execution and that soft dollar services represent fair and measurable value for our clients. This includes thorough pre-approval and reconciliation of soft dollar expenses by investment and compliance professionals.

Directed Brokerage

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

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

Item 13 – Review of Accounts

Client Account Review

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

- Is in line with its stated investment objective
- Has investment concentrations in bonds or stocks
- Holds non-approved securities

FNBIA’s Investment Policy Committee (“IPC”) is charged with evaluating investment reviews with exceptions and determining if the resolution is acceptable or if the Portfolio Advisor needs to remediate the matter further. If further action is needed to remediate the exception, an outstanding task list is presented to IPC monthly for review. Items that have been remediated are approved by IPC to ensure that exceptions are appropriately and consistently resolved and that accounts receive appropriate review. The Compliance Department at year end conducts a validation to ensure all discretionary accounts were reviewed, whether they are cleared or pending resolution. Please see “Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss” for additional information on how our Investment Policy Committee and Investment Strategy Group add structure to the asset selection process. Portfolio Advisors continuously monitor accounts and have discretion to review accounts more often than annually for reasons including, but not limited to:

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

Investment Professionals

The following individuals are responsible for their designated client account reviews:

- Daniel Crawford, Managing Director / Chief Investment Officer, Chartered Financial Analyst (“CFA”)
- Christopher Cwiklinski, Senior Vice President / Senior Portfolio Advisor, Chartered Financial Analyst (“CFA”)
- Michael Saghy, Senior Vice President / Senior Sales Manager and Portfolio Advisor
- Jeffrey Schlegel, Senior Vice President / Senior Portfolio Advisor, Chartered Financial Analyst (“CFA”)
- Jeffrey Wagner, Senior Vice President / Chief Market Strategist, Chartered Financial Analyst (“CFA”)
- Collin Shane Crawford, Vice President / Senior Portfolio Manager, Certified Financial Planner (“CFP®”), Certified Investment Management Analyst (“CIMA®”)

- Christopher Davis, Vice President / Portfolio Advisor
- Brian Kelm, Vice President / Portfolio Advisor
- Dana Kubiak, Vice President / Senior Portfolio Advisor
- Adam Runk, Vice President, Portfolio Advisor, Chartered Financial Analyst (“CFA”)
- Mary Schrock, Vice President / Portfolio Advisor
- Brian Wildman, Vice President / Portfolio Advisor, Certified Trust and Financial Advisor (“CTFA”), Charter Retirement Planning Counselor (“CRPC®”)
- Gavin Howe, Portfolio Advisor, Certified Investment Management Analyst (“CIMA®”)
- Joshua Miller, Vice President, Portfolio Advisor

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

Client Reports

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

Item 14 – Client Referrals and Other Compensation

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

We periodically compensate third parties for referring investment advisory clients to us. These third parties work for one of our affiliate companies and at this time we do not utilize any unaffiliated solicitors. If FNBIA utilizes an unaffiliated third-party they are required to execute a solicitor’s agreement and provide you with certain documentation regarding this relationship.

See Item 4, Advisory Business, for a list of our affiliates. FNBIA and FNTC employ in a dual-fashion Wealth Advisors (“WAs”) to solicit business for both FNTC and FNBIA. WA compensation is the same for all client accounts, whether they are ultimately managed by the trust company or the adviser.

Employees under common control of F.N.B. Corporation are eligible to receive a standard incentive of 10% (or up to 20% upon management’s discretion, and up to 50% if the referral comes from an employee of FNTC, FNBIS or FNBIA) of the first year’s advisory fee generated by the client account they introduce to FNBIA. Incentive compensation is paid by FNBIA and under no circumstances does this expense result in higher advisory fees for the referred client.

Item 15 – Custody

Unless you choose otherwise, FNTC will serve as custodian of your assets under management with FNBIA. As discussed above, FNTC is an affiliated company of FNBIA. FNTC, through its relationship with Fidelity Information Services, LLC. (“FIS”), maintains a relationship with Reliance Trust Company, an FIS Company (“RTC”). Stocks, Bonds, Exchange Traded Funds, and other securities that are able to be held at RTC (“marketable” securities) are maintained in a consolidated manner, while FNTC maintains a breakdown of assets by client. Additionally, client holdings in mutual funds or money market funds are maintained, either through a relationship with Broadridge Matrix (“Matrix”), Federated Investors (“Federated”), or First National Bank of Pennsylvania, the parent company of First National Trust Company in a consolidated manner, with FNTC similarly maintaining a breakdown of assets by client. FNBIA or any of its affiliated companies are not otherwise affiliated with FIS, RTC, Matrix or Federated.

FNBIA, as the adviser, has the authority to deduct advisory fees in certain client accounts. In this limited context, FNBIA is deemed to have custody. (We have determined that we cannot prove operational independence from First National Trust Company.) FNBIA sends statements to clients under the name of F.N.B. Wealth Management. Client statements are prepared and sent from a company unaffiliated with both FNTC and FNBIA. You should closely review these statements to ensure the information is correct.

Due to our affiliation with FNTC who acts as custodian, FNBIA is subject to a surprise custody examination by an independent accounting firm each year to ensure that the information we report matches the information maintained by the custodian. Surprise custody examination reports are available on the SEC’s website, at <http://www.adviserinfo.sec.gov>, by searching FNBIA’s CRD # 109515. Both FNTC and FNBIA undergo an examination in accordance with the Statement on Standards for Attestation Engagements (“SSAE-18”; similar standards were formerly known as “SSAE-16” or “SAS 70”). You may request a copy of the most recent SSAE-18 Report by contacting us.

Item 16 – Investment Discretion

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

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

Clients have the option to grant trading authority to us on a non-discretionary basis, which means that we will be required to contact the client prior to implementing changes in the client’s

account. In such cases, clients will be contacted by telephone or electronic mail and required to accept or reject our investment recommendations including: (1) the security being recommended, (2) the number of shares or units transacted, and (3) whether to buy or sell. Clients who authorize us to act on their behalf on a non-discretionary basis should be aware that if the client cannot be reached or is slow to respond to our request for approval, it can have an adverse impact on the timing of trade implementation and therefore we may not achieve the optimal trading price. Non-discretionary terms of engagement are specifically set forth in the Investment Management Agreement.

Item 17 – Voting Client Securities

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

FNBIA uses a proxy recommendation service to vote Approved List securities. FNBIA reviews the proxy voting service's conflict of interest statement as part of their review of the provider. If assets are not on our Approved List, FNBIA will vote those proxies consistent with the recommendations of that company's management. FNBIA has the authority to vote proxies in a manner that diverges from the proxy recommendation service or company management if we believe this is in the best interest of our clients. Most of the time, we vote client proxies the same way across all accounts. However, if you ask us in writing to vote your proxies differently, we will do so.

Should a conflict of interest exist between FNBIA and client(s) regarding the outcome of certain proxy votes, FNBIA is committed to resolving the conflict in the best interest of clients before it votes the proxy in question. We have the option of taking the following action(s) to resolve the conflict: (a) disclose the conflict to clients and obtain consent before voting; or (b) suggest that client(s) engage another party to determine how the proxy should be voted. FNBIA does not vote proxies on behalf of clients that hold positions in its parent company, F.N.B. Corporation, unless instruction on how to vote is received from a client holding the position. Proxy materials are sent to clients in these instances to seek their voting instructions.

FNBIA's custodian First National Trust Company contracts the processing of class actions through a third-party that has a partnership with the trust accounting provider. This service reviews class actions against the transactions that have occurred in all accounts of First National Trust Company. If any of those transactions correspond to a class action the third-party files a claim on behalf of First National Trust Company. Any proceeds that are received are charged a processing fee and the remainder of the funds are allocated to the appropriate client accounts. If the client is no longer utilizing First National Trust Company as a custodian a best effort is made to deliver those funds to the client.

FNBIA's custodian First National Trust Company receives and distributes voluntary Corporate Action notifications to the Relationship Adviser (RA) assigned to an account that is affected by the notice. The RA will contact any non-discretionary clients and the PA to determine what action the client or PA would like to take. Those instructions are sent to First National Trust

Company who communicates this information to their sub-custodians. If no response is received from the client or the PA, First National Trust Company will elect “to take no action” or if a cash or stock dividend election is required, First National Trust Company will elect a “cash dividend”. All mandatory corporate actions will be processed by First National Trust Company and posted to the appropriate client accounts.

As a matter of policy, we maintain detailed records of all client proxy votes, how class actions are allocated and how corporate actions are processed. Please contact us at (855) 688-0001 or millerbr@fnb-corp.com for a copy of our proxy voting, corporate action or class action policies and/or a history of how proxies have been voted, how class actions were allocated or how corporate actions were processed for your account.

Institutional Shareholder Services

FNBIA contracts with Institutional Shareholder Services (“ISS”) to provide guidance to vote proxies for securities on our Approved List. (Please see “Item 17 – Voting Client Securities” for additional details on our proxy voting practices.) ISS is owned by Genstar Capital who is also the owner of Cetera Financial Group, the parent company of Cetera Investment Services (“CIS”). FNBIS has a third-party networking agreement with Cetera Investment Services.

FNBIA does not receive any benefit from ISS for FNBIS having a third-party networking arrangement with Cetera Investment Services. The contracts for ISS and CIS are negotiated separately by each affiliate. To further mitigate any potential conflicts, ISS is subject to FNBIA’s service provider due diligence policies. The Trading and Research Group reviews ISS’ “Due Diligence Package”, which includes: Service Overview, Policy Development Process, Quality Control, and Conflict of Interest Statement on an annual basis to identify and mitigate any potential conflicts.

Item 18 – Financial Information

FNBIA does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. FNBIA has no financial obligation that impairs the firm’s capacity to meet contractual and fiduciary commitments to our clients, nor has the firm been the subject of a bankruptcy proceeding.

Addendum – Privacy Notice

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

Addendum – Federated Investment Counseling

The Federated Investment Counseling Program Sponsored by F.N.B. Investment Advisors, Inc., and Federated Investors

The Federated Investment Counseling (“FIC”) is a fee-based program that allows FNBIA to offer professional fixed income management of various individual bond strategies.

FNBIA utilizes their Fixed Income Fee schedule for FIC strategies (please see Item 5, Fees and Compensation, for more information). FNBIA conducts due diligence on Federated regularly to ensure that Federated is meeting our expectations.

FIC’s services are limited to managing your assets in accordance with one or more of their investment strategies. FNBIA is responsible for providing each client with investment advisory services that include:

- recommendations
- monitoring and review of client investment objectives
- account performance measurement
- portfolio manager selection
- custody
- other administrative services.

The client may pay fees and expenses that are higher or lower for Federated Investment Counseling services sold separately or provided by other sponsors.

Program Fee and Account Minimum

The client pays for Federated Investment Counseling based on a percentage of the market value of all managed assets (please see Item 5, Fees and Compensation, for more information). The FIC fee is payable monthly. The minimum sub-account size to participate in Federated Investment Counseling is \$300,000. Federated charges FNBIA 0.30% for them to serve as a sub-advisor to these assets. This 0.30% is part of the fee you are charged by FNBIA.

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

- FNBIA for investment advisory services
- Federated Investment Counseling for asset management of client accounts
- FNTC for clearing and custodial services

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

FIC trades are initiated by the manager at a rate negotiated between the manager and a broker dealer, who's mark-up may be higher or lower than the markup that FNBIA could obtain.

Managed Account Pools (MAPs)

Managed Account Pools (MAPs) are mutual fund pools of securities specifically designed to provide diversification to FIC's separate account portfolios. These pools are highly liquid and enhance the ability of the managed account portfolios to respond quickly and efficiently to changing market conditions.

Unlike typical mutual funds, each MAP has zero expense and adds no additional fees or costs to the managed account portfolio. MAPs are available only in conjunction with Federated Separately Managed Accounts.

Portfolio holdings for money market funds are available on the 5th business day of the month. Portfolio holdings for equity and fixed-income funds are available on the 30th of the month.

Brokerage, Clearing and Custody

All transactions for FIC accounts are executed through brokerage arrangements that Federated has established. FNTC provides settlement and custodial services for FIC accounts through Reliance Trust Company and Broadridge Matrix.

Investment Manager Due Diligence

FNBIA receives reporting from FIC, which provides information on the Separately Managed Accounts in which FNBIA invests. FNBIA monitors these reports to ensure that the manager is managing the portfolio in line with the product. FNBIA also conducts onsite meetings with Federated to monitor their capabilities

Industry Affiliations

Federated Investment Counseling is an SEC registered investment adviser principally located in Pittsburgh, PA. Registration of an investment adviser does not imply a certain level of skill or training. Clients receive FNBIA's Form ADV Part 2, which disclose industry affiliations for both companies.

Conflicts of Interest and Risk

FIC is wholly owned by Federated Investors, Inc. who FNBIA and FNTC utilize for certain money market and mutual fund products. FNBIA and FNTC, where allowable, do collect 12b-1 and shareholder servicing fees on these products. These fees are charged to the client whether FNBIA receives a portion of these fees or not. FIC invests your monies into Federated affiliated investment vehicles, which bear expenses above the advisory fee that you are charged.

While FNBIA monitors FIC, we rely to a great extent on information provided by FIC and may have limited access to other information regarding FIC's portfolios and operations. There is a risk that FIC may knowingly or unknowingly withhold or misrepresent information, including

the presence or effects of any fraudulent or similar activities. FNBIA's proper performance of its monitoring functions would generally not give us the opportunity to discover such situations prior to the time FIC discloses (or there is public disclosure of) the presence or effects of any fraudulent or similar activities.

Clients should be aware that they may be able to obtain services from FIC directly and/or through another party unrelated to FNBIA, with similar or lower fee structures. FNBIA and FIC have negotiated a fee that FIC charges FNBIA to access various models based on FNBIA's assets invested with FIC. FNBIA charges you one fee based on assets under management. FNBIA then independently pays FIC their fee while collecting our fee from the single fee that you pay. You may independently be able to negotiate a better fee directly with a particular manager or by utilizing another financial intermediary who has negotiated a better fee with the manager for similar services.

Glossary

Average Market Value – fees are calculated and billed monthly as a percentage of the average daily market value of your account throughout the prior monthly period. Equities and mutual funds are priced on a daily basis and bonds are priced on a weekly basis and the last day of the month. Cash balances are included in the market value for purposes of assessing fees.

Clean-Shares - were created to reduce conflicts of interest by eliminating, or at least leveling, payments from asset managers to the intermediaries that sell mutual funds. Intermediaries would then ensure their advisors' compensations did not depend on the fund they recommended, reducing conflicts of interest.

Investment Policy Committee (“IPC”) – is a committee made up of senior management charged with the oversight of FNBIA. This committee is charged with the oversight and execution of the policies that provide direction for FNBIA.

Portfolio Advisors (“PA”) – are individuals who are appropriately licensed to act as an investment advisory representative. These individuals are responsible for the investment decisions in your account.

Relationship (“RA”) – are individuals who are responsible for administrative items related to your account, such as: having checks issued, updating account records, serving as the day to day contact for an account. These individuals are not responsible for investment decisions in your account.

Separately Managed Account – (“SMA”) – is an investment account that is owned by an individual investor and looked after by a hired professional money manager. Managed accounts are personalized investment portfolios tailored to the specific needs of the account holder. The money manager is responsible for executing trades in the account. (Portions of the definition from Investopedia)

Wealth Advisors (“WA”) – are individuals who serve as the sales force for FNBIA. These individuals are responsible for developing new relationships and engaging the appropriate FNBIA staff to onboard accounts. Once an account is on-boarded with FNBIA the WA will typically hand the relationship over to the RA and PA. WAs generally receive a portion of the advisory fees paid by clients.