

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____
 IRC sections 354, 356, 358 and 1001.

18 Can any resulting loss be recognized? ▶ _____
 No loss can be recognized upon the exchange of the CBI common shares for shares of FNB common stock and cash.
 If a taxable loss is calculated on the deemed sale of a fractional share of FNB common stock deemed to have been received in the exchange, this loss can be recognized.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ _____
 The transaction was consummated on January 1, 2011. Consequently, the reportable tax year of the CBI shareholders for reporting the tax effect of the share exchange is the tax year that includes the January 1, 2011 date. This is the 2011 calendar year for those shareholders who report taxable income on the basis of a calendar year.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
 Signature ▶ *Timothy G. Rubrite* Date ▶ *1-10-2012*
 Print your name ▶ *Timothy G. Rubrite* Title ▶ *Corporate Controller*

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	David A. Thornton, CPA	<i>D.A. Thornton</i>	1/10/12		P00032537
	Firm's name ▶ Crowe Horwath LLP			Firm's EIN ▶	35-0921680
	Firm's address ▶ 488 Madison Avenue, Floor 3, New York, NY 10022			Phone no.	212-572-5500

F.N.B. Corporation
25-1255406
Attachment to Form 8937

REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES

Form 8937 Part I, Box 9:

The securities subject to reporting include all shares of F.N.B. Corporation ("FNB") common stock issued in exchange for the outstanding common stock of Comm Bancorp, Inc. ("CBI") as a result of the merger of CBI with and into FNB on January 1, 2011.

Form 8937 Part II, Box 14:

The reportable organizational action involves the merger of CBI with and into FNB on January 1, 2011. As a result of this merger, each share of CBI common stock was exchanged for 3.4545 shares of FNB common stock and \$10 in cash. To the extent that the exchange would have resulted in the issuance of a fractional share of FNB common stock to a CBI shareholder, a cash payment equal to the market value equivalent of the fractional share was paid in lieu of issuing a fractional share of FNB common stock.

Form 8937 Part II, Box 15:

The merger of CBI with and into FNB qualifies as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended. As a result, each CBI shareholder will recognize a taxable gain, but not a loss, equal to the lesser of:

- The amount of cash received in the exchange; or
- The amount, if any, by which the sum of the cash received plus the fair market value of the shares of FNB common stock received in the exchange (measured at the time of the exchange) exceeds the CBI shareholder's tax basis in the CBI shares surrendered in the exchange.

For purposes of calculating this taxable gain, the amount of cash received in the exchange does not include cash received in lieu of fractional shares of FNB common stock (see discussion of cash received in lieu of fractional shares below).

Gain or loss must be calculated separately for each identifiable block of CBI common shares surrendered in the exchange having a common tax basis. A loss realized on one block of CBI common shares may not be used to offset a gain realized on another block of CBI common shares. Each CBI shareholder is encouraged to consult their own personal tax advisor regarding the determination of this realized gain or loss on the exchange.

Each CBI shareholder is required to determine the tax basis of the shares of FNB stock received in the exchange by performing the following calculations separately for each identifiable block of CBI common shares surrendered in the exchange having a common tax basis:

- Begin with the aggregate tax basis of the CBI common shares surrendered in the exchange
- Add the amount of taxable gain, if any, determined from the above calculation (excluding any gain or loss resulting from the deemed receipt and sale of fractional shares described below)
- Subtract the total amount of cash received (excluding any cash received in lieu of fractional shares described below)
- Subtract the tax basis in any fractional shares of FNB common stock that were deemed to have been received in the exchange and immediately sold (see the treatment of fractional shares described below)

The resulting figure represents the aggregate tax basis of the shares of FNB common stock received in the exchange for that identifiable block of CBI common shares transferred. The tax basis of each individual share of FNB common stock within this identifiable block is determined by dividing this aggregate tax basis by the number of FNB common shares that comprise this identifiable block.

CBI shareholders who receive cash in lieu of a fractional share of FNB common stock are, for purposes of determining the taxability of that cash, deemed to have received the fractional share in the exchange and then as having sold the fractional share for cash. These CBI shareholders will generally recognize a taxable gain or loss equal to the difference between the tax basis of the CBI common shares deemed to have been exchanged for the fractional share and the amount of cash received.

Form 8937 Part II, Box 16:

Refer to the description of the basis calculation in Part II, Box 15 above. The December 31, 2010 closing price of a single share of FNB common stock on the New York Stock Exchange was \$9.82.