Form **8937**

(December 2011) Department of the Treasury Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-2224

Part I Reporting	Issuer			
1 Issuer's name		2 Issuer's employer identification number (EIN)		
F.N.B. Corporation 3 Name of contact for ac	delikiomot imformackiom T	25-1255406		
3 Name of Contact for ac	ditional information	5 Email address of contact		
Shareholder Services Co	ordinator	shareholderservices@fnb-corp.com		
Shareholder Services Coordinator (724) 983-4944 6 Number and street (or P.O. box if mail is not delivered to street address) of contact				7 City, town, or post office, state, and Zip code of contact
One FNB Boulevard		Hermitage, PA 16148		
8 Date of action		9 Class	sification and description	
laminami 4, 2042		6 40-	-1	
January 1, 2012 10 CUSIP number	11 Serial number(s	See Atta	12 Ticker symbol	13 Account number(s)
		-,	i i i i i i i i i i i i i i i i i i i	To resource manuscript
302520101			FNB	
				ee back of form for additional questions.
		pplicable, the	date of the action or the da	te against which shareholders' ownership is measured for
the action ► See At	tachment			
		-		
15 Describe the quantita	tive effect of the orga	nizational acti	on on the basis o f the secur	ity in the hands of a U.S. taxpayer as an adjustment per
share or as a percent	age of old basis ► Se	e Attachmer	it	,
			· · · · · · · · · · · · · · · · · · ·	
16 Describe the calculati	on of the change in ba	asis and the d	lata that supports the calcula	ation, such as the market values of securities and the
valuation dates ► <u>Sec</u>	Attachment			

		v. 12-2011)	Page 2
Part	П	Organizational Action (continued)	
		applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based	
IRC se	ctions	354, 356, 358 and 1001.	
40 0	`~~ ~~	v vaculting land ha vaccarized 2 h	
		y resulting loss be recognized? ▶	
		be recognized upon the exchange of the PFC common shares for shares of FNB common stock.	
		oss is calculated on the deemed sale of a fractional share of FNB common stock deemed to have	been
receive	ea in t	ne exchange, this loss can be recognized.	
			···
		2	
	-		
19 P	rovide	any other information necessary to implement the adjustment, such as the reportable tax year ▶	
		on was consummated on January 1, 2012. Consequently, the reportable tax year of the PFC share	eholders for reporting the
tax effe	ct of	he share exchange is the tax year that includes the January 1, 2012 date. This is the 2012 calendary	r year for those shareholders
		exable income on the basis of a calendar year.	year for those shareholders
	Unde	r 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 prepared	rer has any knowledge.
Sign		To be V by	_
Here	Signa	ture milly & . Mul	12012
	Oigilio	Date 1710	<i>,</i>
	Print	/our name ► Timothy G. Rubritz Title ► Corporate	Controller
Doid		Print/Type preparer's name Preparer's signature Date	DTINI
Paid		David A. Thornton, CPA \(\sqrt{a} \sqrt{\lambda} \sqrt{1/12/12}	Check II
Prepa		Firm's name Crowe Horwath LLP	
Use C	אוחע	Firm's address > 488 Madison Avenue, Floor 3, New York, NY 10022	Firm's EIN ▶ 35-0921680
Send Fo	rm 20	37 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogd	Phone no. 212-572-5500
JOHN FO	, iii 03	or this accompanying statements) to bepartment of the Treasury, internal Revenue Service, Ogd	GII, U 1 042U I-UU54

Form 8937 (Rev. 12-2011)

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 Parkvale Financial Corporation ("PFC") as a result of the merger of PFC with and into FNB on January 1, 2012.

Form 8937 Part II, Box 14:

The reportable organizational action involves the merger of PFC with and into FNB on January 1, 2012. As a result of this merger, each share of PFC common stock was exchanged for 2.178 shares of FNB common stock. To the extent that the exchange would have resulted in the issuance of a fractional share of FNB common stock to a PFC 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 PFC 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, no taxable gain or loss will be recognized by any PFC shareholder upon the exchange of their PFC shares for shares of FNB common stock.

For each identifiable block of PFC common shares surrendered in the exchange having a common tax basis, the aggregate tax basis of the shares of FNB common stock received in the exchange will be equal to the tax basis of the PFC shares surrendered in the exchange. 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 (including any fractional share deemed to have been distributed in the exchange – see below) that comprise this identifiable block.

PFC 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 PFC shareholders will generally recognize a taxable gain or loss equal to the difference between the tax basis of the PFC 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.