



**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 PFC common shares for shares of FNB common stock.  
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, 2012. Consequently, the reportable tax year of the PFC shareholders for reporting the tax effect of the share exchange is the tax year that includes the January 1, 2012 date. This is the 2012 calendar year for those shareholders who report taxable income on the basis of a calendar year.

**Sign Here**

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.

Signature ► *Timothy G. Rubritz* Date ► 1/12/2012

Print your name ► Timothy G. Rubritz Title ► Corporate Controller

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

**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.