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

8 Date of action 9 Classification and description April 6, 2013 10 CUSIP number 11 Serial number(s) 12 Ticker symbol 13 Account number(s) 302520101 Part II Organizational Action Attach additional statements if needed. See back of form for additional questions. 14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action > See Attachment 15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis > See Attachment	Part I Reporting	lssuer			
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Part II	Organizational Action (contin	ued)		
	e applicable Internal Revenue Code se	ction(s) and subsection(s) upon whi	ch the tax treatment is base	d ▶
IRC sections	354,356,358 and 1001.			
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18 Can an	v reculting lace be recognized?	. Lang can be recomined the	anahanan asaha asiato	
common sto	y resulting loss be recognized? ► <u>No</u> ck and cash	loss can be recognized upon the	exchange of the ANNE co	ommon snares for snares of FNB
	oss is calculated on the deemed sal	e of a fractional share of ENR con	amon stock deemed to ha	re been received in the exchange
	be recognized.	COLO HACKONIA STATE OF THE CON	illon stock deemed to tia	ve been received in the exchange,
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19 Provide	any other information necessary to in	nplement the adjustment, such as the	ne reportable tax year ▶ The	transaction was consummated
on April 6, 20	13. Consequently, the reportable ta	x year of the ANNB shareholders	for reporting the tax effec	t of the share exchange is the tax
	udes the April 6, 2013 date. This is	the 2013 calendar year for those s	hareholders who report ta	xable income on the basis of a
calendar yea	r			
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Unde belief	r penalties of perjury, i declare that i have , it is true, correct, and complete. Declar <u>a</u> ti	examined this return, including accompa	enying schedules and statemen	ts, and to the best of my knowledge and
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Send Form 89	37 (including accompanying statemer	its) to: Department of the Treasury	Internal Bevenue Service C	oden LIT 94201 0054

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 Annapolis Bancorp, Inc. ("ANNB") as a result of the merger of ANNB with and into FNB on April 6, 2013.

Form 8937 Part II, Box 14:

The reportable organizational action involves the merger of ANNB with and into FNB on April 6, 2013. As a result of this merger, each share of ANNB common stock was exchanged for 1.143 shares of FNB common stock and \$0.15 in cash. To the extent that the exchange would have resulted in the issuance of a fractional share of FNB common stock to an ANNB 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 ANNB 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 ANNB 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 ANNB shareholder's tax basis in the ANNB 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 ANNB common shares surrendered in the exchange having a common tax basis. A loss realized on one block of ANNB common shares may not be used to offset a gain realized on another block of ANNB common shares. Each ANNB shareholder is encouraged to consult their own personal tax advisor regarding the determination of this realized gain or loss on the exchange.

Each ANNB 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 ANNB common shares surrendered in the exchange having a common tax basis:

- Begin with the aggregate tax basis of the ANNB 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 ANNB 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.

ANNB 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 ANNB shareholders will generally recognize a taxable gain or loss equal to the difference between the tax basis of the ANNB 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 April 6, 2013 closing price of a single share of FNB common stock on the New York Stock Exchange was \$11.77.