(December 2011)

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-2224

Department of the Treasury Internal Revenue Service		► See separate instruction	115.		
Part I Reportin	g Issuer				
1 Issuer's name			2 Issuer's employer iden	tification number (EIN)	
F.N.B. Corporation				25-1255406	
3 Name of contact for a	additional information 4	Telephone No. of contact	5 Email address of contact		
Shareholder Services C	oordinator	(724) 092 4044	charabaldarsan isaa @fab	2050 0000	
Shareholder Services Coordinator (724) 983-4944 6 Number and street (or P.O. box if mail is not delivered to street address) of contact			shareholderservices@fnb-corp.com 7 City, town, or post office, state, and Zip code of contact		
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One FNB Boulevard			Hermitage, PA 16148	Hermitage, PA 16148	
8 Date of action		9 Classification and description			
January 1, 2011 10 CUSIP number	11 Serial number(s)	See Attachment	10. 00000000000000000000000000000000000		
10 COSII Hamber	TT Senai number(s)	12 Ticker symbol	13 Account number(s)		
302520101		FNB			
	tional Action Attach		See back of form for additional qu	estions.	
			date against which shareholders' owne		
the action ► See A					
	Transaction of the second				
			1700-1		
				V	
			curity in the hands of a U.S. taxpayer as	s an adjustment per	
snare or as a percer	ntage of old basis ► <u>See</u>	Attachment			
16 Describe the calcula	tion of the change in bas	is and the data that aupports the colo	culation, such as the market values of s	and the	
valuation dates ► Se		is and the data that supports the calc	culation, such as the market values of s	ecuniles and the	
	ee Attachment				
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17 List the applicable infamal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ 18 Can any resulting loss be recognized? ▶ 19 No loss can be recognized upon the acknowledge 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. ▶ 19 Provide any other information necessary to implement the adjustment, such as the reportable tax year of the CBI shareholders for responsing the tax effect of the share exchange is the tax ever that includes the January 1, 2011 date. This is the 2011 calendar year for those sharehold who report taxable income on the basis of a calendar year. 19 Provide any other information necessary to implement the adjustment, such as the reportable tax year of the CBI shareholders for responsing the tax effect of the share exchange is the tax ever that includes the January 1, 2011 date. This is the 2011 calendar year for those sharehold who report taxable income on the basis of a calendar year. 10 Date → 1 Deep Date →			
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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 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.