



**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 BCSB 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 February 15, 2014. Consequently, the reportable tax year of the BCSB shareholders for reporting the tax effect of the share exchange is the tax year that includes the February 15, 2014 date. This is the 2014 calendar year for those 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. Rubritz Date ▶ 2-27-2014

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
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

**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 BCSB Bancorp, Inc. ("BCSB") as a result of the merger of BCSB with and into FNB on February 15, 2014.

**Form 8937 Part II, Box 14:**

The reportable organizational action involves the merger of BCSB with and into FNB on February 15, 2014. As a result of this merger, each share of BCSB common stock was exchanged for 2.080 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 BCSB 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 BCSB 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 BCSB shareholder upon the exchange of their BCSB shares for shares of FNB common stock.

For each identifiable block of BCSB 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 BCSB 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.

BCSB 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 BCSB shareholders will generally recognize a taxable gain or loss equal to the difference between the tax basis of the BCSB 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 February 15, 2014 closing price of a single share of FNB common stock on the New York Stock Exchange was \$12.09.