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		25-1255406
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact
o Name of contact for additional information	4 Telephone No. of Contact	5 Email address of contact
Shareholder Services Coordinator	724-983-4944	shareholderservices@fnb-corp.com
6 Number and street (or P.O. box if mail is not	t delivered to street address) of contact	7 City, town, or post office, state, and Zip code of contact
One North Shore Center, 12 Federal Street		Pittsburgh, PA 15212
8 Date of action	9 Classification and description	
September 19, 2014	See Attachment	
10 CUSIP number 11 Serial number	(s) 12 Ticker symbol	13 Account number(s)
200500404		
302520101 Part II Organizational Action Attac	FNB	ee back of form for additional questions.
		ate against which shareholders' ownership is measured for
the action See Attachment	applicable, the date of the action of the da	·
-		
15 Describe the quantitative effect of the organishare or as a percentage of old basis ► <u>Section</u>	anizational action on the basis of the secur	rity in the hands of a U.S. taxpayer as an adjustment per
16 Describe the calculation of the change in b valuation dates ► <u>See Attachment</u>	asis and the data that supports the calcul	lation, such as the market values of securities and the

Form 8937	(Rev. 12-2011)		Page
Part II	Organizational Action (co	ntinued)	
		le section(s) and subsection(s) upon wh	nich the tax treatment is based ▶
IRC section	ons 354, 356, 358 and 1001		
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	1-2	A CONTRACTOR OF THE CONTRACTOR	
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	a ::-		
	72		
18 Can	any resulting loss be recognized?	No loss can be recognized upon th	ne exchange of the OBA common shares for shares of FNB
common		140 1033 can be recognized upon th	ie exchange of the OBA common shales for shales of FND
oommon	3.000.		
If a taxabl	le loss is calculated on the deeme	sale of a fractional share of FNB co	mmon stock deemed to have been received in the exchange,
1000	can be recognized.		
			23 2000
			2000 St. 1000 St. 100
	Section 2012		
	2002	41.00	
			- 1902 XXIII - 1902 XXIII
			the reportable tax year ▶ The transaction was consummated
			nolders for reporting the tax effect of the share exchange is
		2014 date. This is the 2014 calendar	year for those who report taxable income on the basis of a
calendar	year.	10000	The second secon
		2 40 400 400 400 600	
		520 37.00	
	- 10 m - 10 m		
		9 10 NM 10 70	
	- 11-20 PM	***	NAMES OF THE PARTY

Tu	Inder penalties of perjury, I declare that I	have examined this return, including accomp	panying schedules and statements, and to the best of my knowledge an
b	elief, it is true, correct, and complete. Dec	laration of preparer (other than officer) is bas	sed on all information of which preparer has any knowledge.
Sign	- LD	D IX	
Here s	signature ► / VmJ/4 //	King	Date > 9-29-2014
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Paid	Print/Type preparer's name	Preparer's signature	Date Check if PTIN
Prepare	ar		self-employed
Use On			Firm's EIN ▶
USE OII	Firm's address ▶		Phone no.
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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 OBA Financial Services, Inc. ("OBA") as a result of the merger of OBA with and into FNB on September 19, 2014.

Form 8937 Part II, Box 14:

The reportable organizational action involves the merger of OBA with and into FNB on September 19, 2014. As a result of this merger, each share of OBA common stock was exchanged for 1.781 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 an OBA 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 OBA 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 OBA shareholder upon the exchange of their OBA shares for shares of FNB common stock.

For each identifiable block of OBA 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 OBA 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.

OBA 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 OBA shareholders will generally recognize a taxable gain or loss equal to the difference between the tax basis of the OBA 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 September 19, 2014 closing price of a single share of FNB common stock on the New York Stock Exchange was \$12.71.