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

1 Issuer's name 2 Issuer's employer Identification number (EIN) F.N.B. Corporation 25-1255406 3 Name of contact for additional information 5 Email address of contact 5 Email address of contact 5 Shareholder Services Coordinator 6 Number and street (or P.O. box if mail is not delivered to street address) of contact 7 City, town, or post office, state, and Zip code of contact One FNB Boulevard 8 Date of action 9 Classification and description February 15, 2014 CUSIP number 11 Serial number(s) FNB 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							
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Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► See Attachment							
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Part II		Organizational Action (continued)			
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17 List	the	applicable Internal Revenue Code section	n(s) and subsection(s) upon which the tax	treatmen	t is based I	•
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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 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.