AMENDED

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 Issue	r				
1 Issuer's name					Issuer's employer identification number (EIN)
CNB FINANCIAL CORE	ORATION				25-1450605
3 Name of contact for addition	4 Telephone	4 Telephone No. of contact		Email address of contact	
BRIAN W. WINGARD	814-765 <i>-</i>	814-765-9621		BWINGARD@BANKCNB.COM	
6 Number and street (or P.O.	box if mail is not			7	City, town, or post office, state, and Zip code of contact
D.O. DOY 40					
P.O. BOX 42 8 Date of action		9 Class	ification and description		CLEARFIELD, PA 16830
			,		
10-11-2013 10 CUSIP number			TTACHMENT		
TO COSIP number	11 Serial num	ber(s)	12 Ticker symbol	13	Account number(s)
126128107	N/A		CCNE		N/A
Part Organizational	Action Attach a	additional state	ements if needed. See ba	ck of fo	orm for additional questions.
14 Describe the organizations the action ▶ ON OCTO CORPORATION.	l action and, if a BER 11, 20	pplicable, the da 13, FC BA	ate of the action or the date a NC CORP. MERGED W	against ITH A	which shareholders' ownership is measured for ND INTO CNB FINANCIAL
	·				
			· · · · · · · · · · · · · · · · · · ·		
		· · · · · · · · · · · · · · · · · · ·			
		<u></u>			
share or as a percentage of	fold basis ▶ <u>A</u>	S A RESUL	r of the foregoind	G MER	hands of a U.S. taxpayer as an adjustment per GER TRANSACTION, FC BANC
FCRC COMMON STOCK W	WITH AND	INTO CNB	FINANCIAL CORPORA	TION	"CNB" AND EACH SHARE OF
					4 SHARES OF CNB COMMON " WITHIN THE MEANING OF
					AREHOLDER'S AGGREGATE TAX
	STOCK REC	EIVED PUR	SUANT TO THE TRANS	SACTI	ON WILL EQUAL 57.0125% OF
THE AGGREGATE TAX B					
TRANSACTION, DECREA	SED BY THE	AMOUNT O	F CASH RECEIVED,	IF AN	Y, AND INCREASED BY THE
AMOUNT OF GAIN, IF	ANY, RECOG	NIZED.			

valuation dates ► <u>REFEI</u>	R TO THE B	ASIS DESCI	RIPTION OF THE BAS	SIS C	och as the market values of securities and the ALCULATION IN PART II, BOX
15 ABOVE. CNB STOCK	PRICE ON	THE DATE (DE MERGER, OCTOBER	₹ 11,	2013, WAS \$17.91.
					
711714					
	<u></u>				

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AMENDED

Part II	(Rev. 12-2011) Organizational Action (continued)	Page 2
Faiti	Organizational Action (continued)	<u>, </u>
17 Lis	the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based	TRC SECTIONS 354.
	358, AND 1001	22.01.0001
		10.00
		4-3,1-4,
		7-1
,		
18 Cai	any resulting loss be recognized? NO, PURSUANT TO IRC SECTION 354(a)(1).	GENERALLY, FCBC
SHARE	IOLDERS WILL NOT RECOGNIZE ANY GAIN OR LOSS IN THE TRANSACTION R	ELATED TO THE
	IGE OF FCBC COMMON STOCK FOR SHARES OF CNB COMMON STOCK AS LONG A	
RECEIV	ED IN LIEU OF ANY FRACTIONAL SHARE INTEREST IN CNB COMMON STOCK	•
	·	****
19 Pro	add any other information necessary to implement the adjustment, such as the reportable (ax year	TRANSACTION WAS
CONSUN	MATED ON OCTOBER 11, 2013. CONSEQUENTLY, THE REPORTABLE TAX YEAF OLDERS FOR REPORTING THE TAX EFFECT OF THE SHARE EXCHANGE IS THI	
	OLDERS FOR REPORTING THE TAX EFFECT OF THE SHARE EXCHANGE IS THE ES THE OCTOBER 11, 2013 DATE. THIS IS THE 2013 CALENDAR YEAR FOR	
	OLDERS WHO REPORT TAXABLE INCOME ON THE BASIS OF A CALENDAR YEAR	
<u>DIIII (DI</u>	OBBIRO WIG KEICKI IMMEDIE INCOME ON THE BASIS OF A CALENDAR TEAK	•
ANY II	FORMATION DISCLOSED IN THIS INFORMATIONAL RETURN SHOULD NOT BE	CONSIDERED, USED,
	IED UPON, AS TAX ADVICE ON THE TAX TREATMENT OF THE TRANSACTION.	***************************************
SHARE	OLDER SHOULD CONSULT THEIR TAX ADVISOR AS TO THE RESULTING TAX	CONSEQUENCES OF
THE T	RANSACTION.	
	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 prepare	r to the best of my knowledge and er has any knowledge.
Sign	a 1./14 >	
Here	3/12	12014
	Print your name - Brian W. Wingaro Title - SVP/C	C.P.o
	Print/Type preparer's name Preparer's signature Date	Check if PTIN
Paid	DOUGLAS E. BORN / Longs 10 3-13-14	self-employed P00137263
Prepare Use On	Firm's name BKD, LLP	Firm's EIN ▶ 44-0160260
	Firm's address ▶201 N. ILLINOIS STREET, INDIANAPOLIS, IN 46204	Phone no. 317-383-4000
Send Form	n 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogde	n, UT 84201-0054

AMENDED

CNB FINANCIAL CORPORATION 25-1450605 ATTACHMENT TO FORM 8937

REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES

FORM 8937 PART I, BOX 9:

COMMON STOCK OF CNB FINANCIAL CORPORATION "CNB" ISSUED IN EXCHANGE FOR THE OUTSTANDING COMMON STOCK OF FC BANC CORP. "FCBC" AS A RESULT OF THE MERGER OF FCBC WITH AND INTO CNB ON OCTOBER 11, 2013.

AS ORIGINALLY FILED

Form **8937** (December 2011)
Department of the Treasury Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-2224

➤ See separate Instructions.

Part I Reporting Issue	r			
1 Issuer's name		2 Issuer's employer identification number (EIN)		
CNB FINANCIAL CORP	ORATION			25-1450605
3 Name of contact for addition	4 Telephone N	lo. of contact	5 Email address of contact	
		014 765	0621	BWINGARD@BANKCNB.COM
BRIAN W. WINGARD 6 Number and street (or P.O. b	ox if mail is not	814-765- delivered to stree		7 City, town, or post office, state, and Zip code of contact
			•	
P.O. BOX 42		CLEARFIELD, PA 16830		
8 Date of action				
10-11-2013		SEE A	ТТАСНМЕНТ	
10 CUSIP number	11 Serial nun	nber(s)	12 Ticker symbol	13 Account number(s)
126128107	N/A	٠	CCNE	N/A
		additional state		ick of form for additional questions.
14 Describe the organizations	action and, if a	applicable, the da	ate of the action or the date	against which shareholders' ownership is measured for
the action ▶ ON OCTO	BER 11, 20	013, FC BA	NC CORP. MERGED	WITH AND INTO CNB FINANCIAL
CORPORATION.				
		· · · · · · · · · · · · · · · · · · ·		
		.,,,,,,,		
		·		
			the heate of the coorse	the in the hands of a H.S. toyngyar as an adjustment per
15 Describe the quantitative	errect or the org	anizational actio AS A RESUL	n on the basis of the secur T OF THE FOREGOI	ity in the hands of a U.S. taxpayer as an adjustment per NG MERGER TRANSACTION, FC BANC
CORP. "FCBC" MERGED	WITH AND	INTO CNB	FINANCIAL CORPOR	ATION "CNB" AND EACH SHARE OF
				E 1.754 SHARES OF CNB COMMON
				ZATION" WITHIN THE MEANING OF
				THE SHAREHOLDER'S AGGREGATE TAX
				NSACTION WILL EQUAL 57.0125% OF
				OCK SURRENDERED IN THE
			F CASH RECEIVED,	IF ANY, AND INCREASED BY THE
AMOUNT OF GAIN, IF	ANI, KECO	GNIZED.		
16 Describe the calculation of	of the change in	basis and the	data that supports the calc	ulation, such as the market values of securities and the
valuation dates ➤ REFE	R TO THE	DESCRIPTIO	N OF THE BASIS C	ALCULATION IN PART II, BOX 15
ABOVE.				
	•			
			· · · · · · · · · · · · · · · · · · ·	

AS ORIGINALLY FILED

8937 (Rev. 12-2011)	Page 2
organizational Action (continued)	
List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is b	ased IRC SECTIONS 354,
6, 358, AND 1001	
Con any resulting loss be recognized? NO, PURSUANT TO IRC SECTION 354 (a) (1). GENERALLY, FCBC
TABLE OF DEED WILL NOT RECOGNIZE ANY GAIN OR LOSS IN THE TRANSACT	TION RELATED TO THE
CUANCE OF ECRC COMMON STOCK FOR SHARES OF CNB COMMON STOCK AS	LONG AS NO CASH IS
CEIVED IN LIEU OF ANY FRACTIONAL SHARE INTEREST IN CNB COMMON	STOCK.
I work and the reportable toy year t	THE TRANSACTION WAS
Provide any other information necessary to implement the adjustment, such as the reportable tax year on summated on october 11, 2013. Consequently, the Reportable to	AN ILLAN OL THE LOSS
HARRIOT DEDGE EOR DERORTING THE TAX EFFECT OF THE SHARE EXCHANGE	19 IUR IWY IRWY ITHII
NCLUDES THE OCTOBER 11, 2013 DATE. THIS IS THE 2013 CALENDAR Y	EAR FOR THOSE
HAREHOLDERS WHO REPORT TAXABLE INCOME ON THE BASIS OF A CALENDA	R TEAR.
NY INFORMATION DISCLOSED IN THIS INFORMATIONAL RETURN SHOULD N	OT BE CONSIDERED, USED,
R RELIED UPON, AS TAX ADVICE ON THE TAX TREATMENT OF THE TRANS	ACTION. EACH
HAREHOLDER SHOULD CONSULT THEIR TAX ADVISOR AS TO THE RESULTIN	G TAX CONSEQUENCES OF
HE TRANSACTION.	
	the and to the heat of my knowledge and
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and stabelief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of	which preparer has any knowledge.
sign (1) (1) (1)	
lere Date	3-17-14
Signature Date	
Print your name Brian W. Winsano Title	SVP/CFO
Print/Type preparer's name Preparer's signature	Check if PIIN self-employed P00137263
Paid DOUGLAS E. BORN DOWN DE DOUGLAS E. BORN	, , , , , , , , , , , , , , , , , , ,
Preparer DVD LLD	Firm's EIN ▶ 44-0160260
Preparer Use Only Firm's name	Firm's EIN ▶ 44-0160260 Phone no. 317-383-4000

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