# (December 2011) Department of the Treasury

# **Report of Organizational Actions Affecting Basis of Securities**

► See separate instructions.

OMB No. 1545-2224

Internal Revenue Service Reporting Issuer Part I 2 Issuer's employer identification number (EIN) Issuer's name **First Financial Bancorp** 31-1042001 3 Name of contact for additional information Telephone No. of contact 5 Email address of contact Investor Relations - John Gavigan 513-979-5813 john.gavigan@bankatfirst.com 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 255 E. 5th Street Suite 2900 Cincinnati, OH 45202 8 Date of action 9 Classification and description August 7, 2014 See Attachment 10 CUSIP number 11 Serial number(s) 12 Ticker symbol 13 Account number(s) 3202091098 **FFBC** Part II Organizational Action Attach additional statements if needed. See back of form for additional questions. 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 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 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

Part II	0	rganizational Action (continued)					
List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ►  RC Sections 354, 356, 358 and 1001							
100 Occions 654, 656, 656 and 1001							
18 Ca	n any	resulting loss be recognized? ▶					
No loss and cas		oe recognized upon the exchange of	of the Insight common shares for sh	ares o	f FFBC co	ommon stock	
If a taxable loss is calculated on the deemed sale of a fractional share of FFBC common stock deemed to have been							
received in the exchange, this loss can be recognized.							
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Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶  The transaction was consummated on August 7, 2014. Consequently, the reportable tax year of the Insight shareholders							
for repo	orting	the tax effect of the share exchange	ge is the tax year that includes the A	unust	7 2014 d	ate This is the 2014	
			rt taxable income on the basis of a			ate. This is the 2014	
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	Under	penalties of perjury, I declare that I have examit is true, correct, and complete. Declaration of	nined this return, including accompanying sched	ules and	statements,	and to the best of my knowledge and	
Sian	DCIICI,	lief, 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 ▶ Pate ▶ 9/12/2014						12	
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Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0						ACTION AND AND AND AND AND AND AND AND AND AN	

# First Financial Bancorp 31-1042001

### 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 First Financial Bancorp ("FFBC") common stock issued in exchange for the outstanding common stock of Insight Bank ("Insight") as a result of the merger of Insight with and into First Financial Bank, N.A. ("Bank") on August 7, 2014.

### Form 8937 Part II, Box 14:

The reportable organizational action involves the merger of Insight with and into Bank on August 7, 2014. As a result of this merger, each share of Insight common stock was exchanged for 0.993 shares of FFBC common stock and \$4.10 in cash. To the extent that the exchange would have resulted in the issuance of a fractional share of FFBC common stock to an Insight shareholder, a cash payment equal to the market value equivalent of the fractional share was paid in lieu of issuing a fractional share of FFBC common stock.

#### Form 8937 Part II, Box 15:

The merger of Insight with and into Bank 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 Insight 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 FFBC common stock received in the exchange (measured at the time of the exchange) exceeds the Insight shareholder's tax basis in the Insight 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 FFBC 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 Insight common shares surrendered in the exchange having a common tax basis. A loss realized on one block of Insight common shares may not be used to offset a gain realized on another block of Insight common shares. Each Insight shareholder is encouraged to consult their own personal tax advisor regarding the determination of this realized gain or loss on the exchange.

Each Insight shareholder is required to determine the tax basis of the shares of FFBC stock received in the exchange by performing the following calculations separately for each identifiable block of Insight common shares surrendered in the exchange having a common tax basis:

- · Begin with the aggregate tax basis of the Insight 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 FFBC 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 FFBC common stock received in the exchange for that identifiable block of Insight common shares transferred. The tax basis of each individual share of FFBC common stock within this identifiable block is determined by dividing this aggregate tax basis by the number of FFBC common shares that comprise this identifiable block.

Insight shareholders who receive cash in lieu of a fractional share of FFBC 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 Insight shareholders will generally recognize a taxable gain or loss equal to the difference between the tax basis of the Insight 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 August 6, 2014 closing price of a single share of FFBC common stock on the New York Stock Exchange was \$16.66.