

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

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Fidelity Bancorp, Inc.		2 Issuer's employer identification number (EIN) 25-1705405	
3 Name of contact for additional information Robert H. Young	4 Telephone No. of contact 304-234-9000	5 Email address of contact ryoung@wesbanco.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 1 Bank Plaza		7 City, town, or post office, state, and Zip code of contact Wheeling, WV 26003	
8 Date of action 11/30/2012	9 Classification and description Common Stock		
10 CUSIP number 315831107	11 Serial number(s)	12 Ticker symbol FSBI	13 Account number(s)

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 ▶ On November 30, 2012, Fidelity Bancorp, Inc. ("Fidelity") merged with and into Wesbanco, Inc. ("Wesbanco") with Wesbanco surviving. For U.S. Federal income tax purposes, the parties treated the merger as a reorganization described in Internal Revenue Code Section 368(a). Immediately prior to the merger, Fidelity had outstanding shares of common stock. Pursuant to the merger, each Fidelity common share was converted into the right to receive (i) 0.8275 shares of Wesbanco common stock and (ii) \$4.50 in cash, without interest. No fractional shares were issued in the merger, rather Wesbanco paid cash in lieu of fractional shares.

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 ▶ Each Fidelity shareholder's tax basis in the shares of Wesbanco common stock received equals the adjusted tax basis of the shares of the Fidelity stock exchanged thereof, increased by the holder's recognized gain, if any, and decreased by the amount of any cash such holder received in the exchange.

16 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 ▶ The calculations are based upon the exchange ratios agreed in the merger agreement, as described in paragraph 14 above.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Section 302, 354, 356, 358, and 368.

18 Can any resulting loss be recognized? ▶ Loss may be recognized only to the extent of cash received in lieu of a fractional share.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ Reportable year is 2012.

Sign Here

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.

Signature ▶ *Robert H. Young* Date ▶ 1/2/13
Print your name ▶ Robert H. Young Title ▶ EVP / CFO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	David L. Phillips	<u><i>David L. Phillips</i></u>	<u>12/24/12</u>		P01220686
	Firm's name ▶ Ernst & Young LLP	Firm's EIN ▶		34-6565596	
Firm's address ▶ 900 United Center 500 Virginia St East, Charleston, WV 25301				Phone no.	