



Comptroller of the Currency
Administrator of National Banks

Northeastern District Office
Licensing Division
340 Madison Avenue, 5th Floor
New York, New York 10017
Telephone: (212) 790-4055
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**Corporate Decision #2005-14
December 2005**

November 21, 2005

Mr. Randall E. Black
CEO & President
First Citizens National Bank
15 South Main Street
Mansfield, Pennsylvania 16933

Re: Business Combination - Reigle-Neal Application by First Citizens National Bank, Mansfield, Pennsylvania, to purchase certain assets and assume certain liabilities of the Hannibal Branch, located in Hannibal, New York, of Fulton Savings Bank, located in Fulton, New York and subsequently to relocate the acquired branch from Hannibal to Wellsville, New York.

Control No.: 2005-NE-02-0036/w
2005-NE-07-0027

Charter No.: 13618

Dear Mr. Black:

This is to inform you that on November 17, 2005, the Office of the Comptroller of the Currency (“OCC”) approved your proposal to purchase certain assets and assume certain liabilities of the Hannibal Branch, located in Hannibal, New York, of Fulton Savings Bank, (“FSB”), located in Fulton, New York and subsequently to relocate the acquired branch from Hannibal to Wellsville, New York.

This approval is granted based on a thorough review of all information available, including commitments and representations made in the application and the purchase and assumption agreement and those of your representatives.

This Office must be advised in writing 10 days in advance of the desired effective date for the purchase and assumption so that the OCC may issue the necessary certification letter. The effective date must follow the applicable Department of Justice injunction period and any other required regulatory approval.

The OCC will issue a letter certifying consummation of the transaction when we have received:

- 1) A Secretary's Certificate for each institution, certifying that a majority of the board of directors approved the transaction, if not previously provided.
- 2) An executed merger agreement with Articles of Association for the resulting bank attached, if not previously provided.
- 3) A Secretary's Certificate for each institution, certifying that the shareholder approvals have been obtained, if not previously provided.

If the purchase and assumption is not consummated within one year from the approval date, the approval shall automatically terminate, unless the OCC grants an extension of the time period.

This approval and the activities and communications by OCC employees in connection with the filing do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the United States (U.S.), any agency or entity of the United States, or any officer or employee of the U. S., and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable law and regulations. The foregoing may not be waived or modified by any employee or agent of the OCC or the U. S.

All correspondence regarding this application should reference the control number. If you have any questions, please contact Gabriel Butler, Licensing Analyst, at 212.790.4055.

Sincerely,

signed

Beverly Evans
Director for District Licensing