



Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

Conditional Approval #890
February 2009

January 16, 2009

Randall E. Black
CEO & President
First Citizens National Bank
15 South Main Street
Mansfield, Pennsylvania 16365

Re: Application by First Citizens National Bank, Mansfield, PA, to establish a branch at the block bounded by East Avenue and Walnut and Pearl Streets, Mansfield, PA
Application Control Number: 2008-NE-05-0146 (SHPO ER 08-1340-117-A)

Dear Mr. Black:

I hereby grant conditional approval to your application to establish a branch at block bounded by East Avenue and Walnut and Pearl Streets, Mansfield, PA ("Site"), to be known as Wellsboro Branch. This approval is based on a thorough review of the application, other materials you have supplied, and all information in the record and available to the Comptroller of the Currency (OCC), including the representations and commitments made in the application and by the bank's representatives during the application process. Based on this review, I have determined that approval is consistent with the relevant statutory factors set forth in 12 U.S.C. §36(c), state branching law, Section 106 of the National Historic Preservation Act and the applicant's record of compliance with the Community Reinvestment Act. If the branch is not opened within 18 months from this conditional approval date, the approval automatically terminates unless the OCC grants an extension.

Within 10 days after opening the branch, the Bank must advise this office of the branch's opening date, so the OCC may complete its records. Please reference the application control number in your letter.

If this branch is closed, a 90-day advance notice of proposed branch closing must be submitted to the OCC pursuant to 12 U.S.C. § 1831r-1. Following the closing of the branch office, a final closing notice should be submitted to this office.

In addition, the branch will be established on the site of buildings, while not listed or individually eligible for listing in the National Register of Historic Places, have been determined to be eligible for inclusion as significant contributors to the Wellsboro Historic District. The OCC and the Pennsylvania State Historic Preservation Officer determined that the bank's plans for

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establishing the branch would have an adverse effect on the Site. Accordingly, a Memorandum of Agreement was developed to mitigate the adverse effects of the proposal.

This branch approval is subject to the following condition:

In establishing a branch at the Site the Bank shall carry out the measures listed under the Stipulations section of the Memorandum of Agreement entered into by the Bank, the Pennsylvania State Historic Preservation Office and the OCC. This condition shall remain in effect until the OCC determines that documentation provided by the Bank meets the requirements as stated in the Stipulations of the Memorandum of Agreement.

This condition of the approval is a condition 'imposed in writing by a Federal banking agency in connection with any action on any application, notice or other request' within the meaning of 12 U.S.C. § 1818. As such, the condition is enforceable under 12 U.S.C. § 1818.

An executed original copy of the Memorandum of Agreement is attached.

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, any agency or entity of the United States, or any officer or employee of the United States, and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable law and regulations. Our conditional approval is based on the bank's representations, submissions, and information available to the OCC as of this date. Any material change in the information on which the OCC has relied, may result in modification, suspension or rescission of this approval. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

If you have any questions regarding this letter, please contact Thomas Santana, Licensing Applications Technician, in our Northeastern District Office at (212) 790-4055 or Crystal Maddox, NBE at (202) 874-5060. In any correspondence regarding this application, please reference the application control number.

Sincerely,

signed

Lawrence E. Beard
Deputy Comptroller
Licensing

Enclosures: Memorandum of Agreement
Survey