

SECURITIES AND EXCHANGE COMMISSION

FORM 10-K/A

Annual report pursuant to section 13 and 15(d) [amend]

Filing Date: **2005-05-02** | Period of Report: **2004-12-31**
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FILER

FIRST CITIZENS BANC CORP /OH

CIK: **944745** | IRS No.: **341558688** | State of Incorporation: **OH** | Fiscal Year End: **1231**
Type: **10-K/A** | Act: **34** | File No.: **000-25980** | Film No.: **05789362**
SIC: **6022** State commercial banks

Mailing Address
100 EAST WATER ST
P O BOX 5016
SANDUSKY OH 44870

Business Address
100 EAST WATER ST
P O BOX 5016
SANDUSKY OH 44870
4196254121

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 10-K/A

(Amendment No.1)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2004

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number 0 - 25980

First Citizens Banc Corp

(Exact name of registrant as specified in its charter)

Ohio

State or other jurisdiction of
incorporation or organization

34-1558688

(IRS Employer
Identification No.)

100 East Water Street, Sandusky, Ohio

(Address of principal executive offices)

44870

(Zip Code)

Registrant' s telephone number, including area code

(419) 625 - 4121

Securities registered pursuant to Section 12(b) of the Act: None
Securities registered pursuant to Section 12(g) of the Act:

Common Stock, No par value

(Title of Class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the voting stock held by non-affiliates of the registrant based upon the closing market price as of June 30, 2004 was \$85,860,360.

As of March 10, 2005 there were 5,807,402 shares of no par value common shares issued and outstanding.

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Exhibit 31.2 Certification 302-CFO

Exhibit 32.1 Certification 906-CEO

Exhibit 32.2 Certification 906-CFO

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Explanatory Note

First Citizens Banc Corp is filing this amendment on Form 10-K/A to its Form 10-K for the year ended December 31, 2004 to amend and restate Item 9A in its entirety to include Management's Report on Internal Control Over Financial Reporting and the Report of Independent Registered Public Accounting Firm on Management's Report on Internal Control Over Financial Reporting, which were excluded from its Form 10-K in reliance on a 45 day extension of time allowed by the SEC for companies of a certain size to file these reports.

Except as described above, no other changes were made to the original Form 10-K.

ITEM 9A. CONTROLS AND PROCEDURES (Amended)

Evaluation of Disclosure Controls and Procedures

The Corporation maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Corporation's reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

As of the end of the period covered by this report, the Corporation carried out an evaluation, with the participation of management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of the disclosure controls and procedures pursuant to the Exchange Act Rule 13a-15(b). Based upon this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of December 31, 2004, because of the material weaknesses disclosed below in "Management's Report on Internal Control over Financial Reporting".

A material weakness is a significant deficiency (as defined in Public Company Accounting Oversight Board Auditing Standard No. 2), or a combination of significant deficiencies, that results in there being more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis by management or employees in the normal course of performing their assigned functions.

Management's Report on Internal Control over Financial Reporting

As of December 31, 2004, the Corporation did not complete all of the documentation and testing required by section 404 of the Sarbanes-Oxley Act of 2002 as it pertains to one of its banking affiliates, First Citizens Bank. This affiliate was formed on October 8, 2004 as the result of a merger between an existing affiliate, The Farmers State Bank, and an acquired company, First National Bank of Shelby. Although the work was incomplete as of December 31, 2004, management is continuing to perform the work necessary to complete the process. Additionally, in the fourth quarter of 2004 the Corporation did not properly apply generally accepted accounting principles regarding certain transactions. Specifically, these transactions related to the discount rate used to calculate periodic pension expense, the reclassification of loans no longer intended to be held to maturity and the calculation of the fair value of identifiable intangible assets and related deferred tax amounts pertaining to a business combination. These transactions were identified after discussion with the Corporation's independent registered public accounting firm and were corrected prior to the release of the Corporation's earnings for the fourth quarter and year ended December 31, 2004.

In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework. Because of

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the material weaknesses described above, management believes that, as of December 31, 2004, the Corporation's internal control over financial reporting was not effective.

Changes in Internal Control over Financial Reporting in the Most Recent Fiscal Quarter

There was no change in the Corporation's internal control over financial reporting that occurred during the Corporation's fourth fiscal quarter of 2004 that has materially affected, or is reasonable likely to materially affect, the Corporation's internal control over financial reporting. Management's Report on Internal Control Over Financial Reporting Management of the Corporation is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. The Corporation's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Corporation's internal control over financial reporting includes those policies and procedures that:

Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Corporation;

Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Corporation are being made only in accordance with authorizations of management and directors of the Corporation; and

Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Corporation's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Corporation's independent registered public accounting firm has issued their report on management's assessment of the Corporation's internal control over financial reporting which follows.

Attestation Report of the Registered Public Accounting Firm.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM ON INTERNAL CONTROL OVER FINANCIAL REPORTING

We were engaged to audit management's assessment included in the accompanying Report on Management's Assessment of Internal Control Over Financial Reporting that First Citizens Banc Corp did not maintain effective internal control over financial reporting as of December 31, 2004 because of material weaknesses (as described below) based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). First Citizens Banc Corp's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting.

The Company has not completed its documentation and testing of financially significant applications related to its wholly-owned subsidiary, First Citizens Bank. On October 8, 2004, First Citizens Banc Corp. completed its acquisition of FNB Financial Corp. ("FNB") and merged FNB's wholly owned subsidiary, First National Bank of Shelby with First Citizens Bank Corp's wholly owned subsidiary, Farmers State Bank of New Washington. Effective upon the merger, the combined bank changed its name to First Citizens Bank.

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A material weakness is a control deficiency, or combination of control deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. The following material weaknesses have been identified and included in management's assessment. As noted above, the Company has not completed its documentation and testing of financially significant applications related to its wholly-owned subsidiary, First Citizens Bank. This effects management's ability to effectively monitor risks relating to applications that are significant to financial reporting. And, in the fourth quarter of 2004 management did not properly apply generally accepted accounting principles for certain transactions involving pension expense, loan sales and business combinations as follows:

As of December 31, 2004, the Company did not maintain effective controls over the recognition of pension expense. Specifically controls were not in place to monitor the discount rate used in the determination of periodic pension expense.

Additionally, as of December 31, 2004, the Company did not maintain effective controls over its accounting for loans held for sale. Specifically, controls were not in place to monitor the classification of loans that were no longer intended to be held for long-term investment or until maturity or repayment.

Additionally, as of December 31, 2004, the Company did not maintain effective controls over the recording of fair value adjustments in business combinations. Specifically, controls were not in place to monitor the assumptions used in deriving estimated fair values for identifiable intangible assets and related deferred tax amounts.

The financial statement errors resulting from these transactions were identified and corrected prior to the release of the Company's financial statements as of and for the year ended December 31, 2004 as a result of our intervention. However, these control deficiencies result in more than a remote likelihood that a material misstatement to the annual or interim financial statements will not be prevented or detected. Accordingly, management has determined that these conditions constitute material weaknesses. These material weaknesses were considered in determining the nature, timing, and extent of audit tests applied in our audit of the 2004 financial statements, and this report does not affect our report dated March 4, 2005 on those financial statements.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Since management was unable to complete their documentation and testing of internal control over financial reporting and we were unable to apply other procedures to satisfy ourselves as to the effectiveness of the

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company' s internal control over financial reporting, the scope of our work was not sufficient to enable us to express, and we do not express, an opinion on management' s assessment. Also, in our opinion, because of the effect of the material weakness described above on the achievement of the objectives of the control criteria, First Citizens Banc Corp. has not maintained effective internal control over financial reporting as of December 31, 2004, based on criteria established in Internal Control - Integrated Framework issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of First Citizens Banc Corp as of December 31, 2004 and 2003, and the related consolidated statements of income, changes in shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2004 and our report dated March 4, 2005 expressed an unqualified opinion on those consolidated financial statements.

Crowe Chizek and Company LLC

Cleveland, Ohio
April 29, 2005

PART IV

Item 15. Exhibits, Financial Statement Schedules, and Reports on Form 8-K

(a) Documents filed as a Part of the Report

1 Financial Statements. The following financial statements, together with the applicable report of independent auditors, is incorporated by reference to Item 8 of First Citizens Banc Corp' s Form 10-K, filed on March 16, 2005:

Report of Independent Registered Public Accounting Firm on Financial Statements

Consolidated Balance Sheets
December 31, 2004 and 2003

Consolidated Statements of Income
For the three years ended December 31, 2004

Consolidated Statements of Changes in Shareholder' s Equity
For the three years ended December 31, 2004

Consolidated Statements of Cash Flows
For the three years ended December 31, 2004

Notes to Consolidated Financial Statements

2 Financial Statement Schedules. All schedules are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

3 Exhibits

- 2.1 Agreement and Plan of Merger dated as of November 1, 2001 between First Citizens Banc Corp and Independent Community Banc Corp. (filed as Exhibit 2 to the Registration Statement on Form S-4 filed on December 14, 2001 and incorporated herein by reference.)
- 2.2 Agreement and Plan of Merger dated as of March 3, 2004 between First Citizens Banc Corp and FNB Financial Corporation (filed as Exhibit 9 to the Registration Statement on Form S-4 filed on July 19, 2004 and incorporated herein by reference.)
- 3.1 Articles of Incorporation, as amended, of First Citizens Banc Corp are incorporated by reference to Exhibit 3(i) First Citizens Banc Corp' s Form 10-K for the year ended December 31, 1999, filed on March 24, 2000.
- 3.2 Amended Code of Regulations of First Citizens Banc Corp is incorporated by reference to Exhibit 3(ii) of First Citizens Banc Corp' s Form 10-K for the year ended December 31, 1999, filed on March 24, 2000.
- 4.1 Certificate for Registrant' s Common Stock is incorporated by reference to Exhibit 4 of First Citizens Banc Corp' s Form 10-K for the year ended December 31, 1999, filed on March 24, 2000.
- 10.1 First Citizens Banc Corp Stock Option and Stock Appreciation Rights Plan dated April 18, 2000 is incorporated by reference to First Citizens Banc Corp 2000 DEF 14/A filed on March 24, 2000.

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- 10.2 Employment agreement with James E. McGookey, incorporated by reference to First Citizens Banc Corp' s Form 10-K, filed on March 16, 2005.
 - 10.3 Employment agreement with James L. Nabors II, incorporated by reference to First Citizens Banc Corp' s Form 10-K, filed on March 16, 2005.
 - 10.4 Employment agreement with George E. Steinemann, incorporated by reference to First Citizens Banc Corp' s Form 10-K, filed on March 16, 2005.
 - 10.5 Change in Control Agreement – David A. Voight, incorporated by reference to First Citizens Banc Corp' s Form 10-K, filed on March 16, 2005.
 - 10.6 Change in Control Agreement – James O. Miller, incorporated by reference to First Citizens Banc Corp' s Form 10-K, filed on March 16, 2005.
 - 10.7 Change in Control Agreement – Charles C. Riesterer, incorporated by reference to First Citizens Banc Corp' s Form 10-K, filed on March 16, 2005.
 - 10.8 Change in Control Agreement – Todd A. Michel, incorporated by reference to First Citizens Banc Corp' s Form 10-K, filed on March 16, 2005.
 - 10.9 Change in Control Agreement – Leroy C. Link, incorporated by reference to First Citizens Banc Corp' s Form 10-K, filed on March 16, 2005.
 - 11.1 Statement regarding earnings per share is included in Note 1 to the Consolidated Financial Statements incorporated by reference to First Citizens Banc Corp' s Form 10-K, filed on March 16, 2005.
 - 13.1 First Citizens Banc Corp 2004 Annual Report to Shareholders, incorporated by reference to First Citizens Banc Corp' s Form 10-K, filed on March 16, 2005.
 - 21.1 Subsidiaries of First Citizens Banc Corp, incorporated by reference to First Citizens Banc Corp' s Form 10-K, filed on March 16, 2005.
 - 23.1 Consent of Independent Registered Public Accounting Firm, incorporated by reference to First Citizens Banc Corp' s Form 10-K, filed on March 16, 2005.
 - 23.2 Consent of Independent Registered Public Accounting Firm
 - 31.1 Rule 13a-14(a)/15-d-14(a) Certification of Chief Executive Officer
 - 31.2 Rule 13a-14(a)/15-d-14(a) Certification of Chief Financial Officer
 - 32.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
 - 32.2 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) First Citizens Banc Corp

By /s/ David A. Voight
David A. Voight, President (Principal Executive Officer)

By /s/ Todd A. Michel
Todd A. Michel, Senior Vice President (Principal Financial Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed on April 29, 2005 by the following persons (including a majority of the Board of Directors of the Registrant) in the capacities indicated:

/s/ Robert L. Bordner
Robert L. Bordner
Director

/s/ George L. Mylander
George L. Mylander
Director

/s/ Ronald E. Dentinger
Ronald E. Dentinger
Director

/s/ Allen R. Nickles, CPA, CFE
Allen R. Nickles, CPA, CFE
Director

/s/ Blythe A. Friedley
Blythe A. Friedley
Director

/s/ Robert L. Ransom
Robert L. Ransom
Director

/s/ W. Patrick Murray
W. Patrick Murray
Director

/s/ Leslie D. Stoneham
Leslie D. Stoneham
Director

/s/ J. George Williams
J. George Williams
Director

/s/ Daniel J. White
Daniel J. White
Director

/s/ David A. Voight
David A. Voight
President and CEO, Director

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31.2	Rule 13a-14(a)/15-d-14(a) Certification of Chief Financial Officer
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Form S-8 Registration Statements Number 333-99089, of First Citizens Banc Corp, of our report dated April 29, 2005 with respect to the First Citizens Banc Corp management' s assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting, which report appears in this Amended Annual Report on Form 10-K/A of First Citizens Banc Corp for the year ended December 31, 2004.

/s/ Crowe Chizek and Company LLC

Cleveland, Ohio
May 2, 2005

Certification of Principal Executive Officer
CERTIFICATIONS FOR ANNUAL REPORT ON FORM 10-K/A

I, David A. Voight, certify that:

1. I have reviewed this annual report on Form 10-K of First Citizens Banc Corp;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Paragraph omitted pursuant to FAQ No. 1 published by the SEC on January 21, 2005;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Signature and Title: /s/ David A. Voight, President, Chief Executive Officer

Date: April 29, 2005

Certification of Principal Executive Officer
CERTIFICATIONS FOR ANNUAL REPORT ON FORM 10-K/A

I, Todd A. Michel, certify that:

1. I have reviewed this annual report on Form 10-K of First Citizens Banc Corp;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Paragraph omitted pursuant to FAQ No. 1 published by the SEC on January 21, 2005;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Signature and Title: /s/ Todd A. Michel, Senior Vice President, Contoller

Date: April 29, 2005

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of First Citizens Banc Corp (the "Corporation") on Form 10-K for the period ending December 31, 2004, as filed with the Securities and Exchange Commission on the date of this certification (the Report"), I, David A. Voight, Chief Executive Officer of the Corporation, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

/s/ David A. Voight

David A. Voight
Chief Executive Officer
April 29, 2005

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of First Citizens Banc Corp (the "Corporation") on Form 10-K for the period ending December 31, 2004, as filed with the Securities and Exchange Commission on the date of this certification (the Report"), I, Todd A. Michel, Chief Financial Officer of the Corporation, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

/s/ Todd A. Michel

Todd A. Michel
Senior Vice President, Controller
April 29, 2005