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Sandusky, Ohio 44870-2514  
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EBSA/PUBLIC DISCLOSURE

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**CERTIFIED MAIL  
RETURN RECEIPT REQUESTED**

Top Hat Plan Exemption  
Employee Benefits Security Administration  
Room N-5644  
U.S. Department of Labor  
200 Constitution Avenue NW  
Washington, DC 20210

RE: First Citizens Banc Corp.  
100 E. Water Street  
Sandusky, OH 44870  
EIN: 34-1558688

Gentlemen:

This statement is filed with you in compliance with Section 2520.104-23 of Title 29 of the Code of Federal Regulations. The undersigned employer, an Ohio corporation, hereby declares to you that it has established an unfunded nonqualified deferred compensation plan named the "First Citizens Banc Corp. Supplemental Nonqualified Executive Retirement Plan" primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees of First Citizens Banc Corp. and its subsidiaries. This plan was established on October 10, 2011, effective as of January 1, 2011, and currently has nine (9) executive employee participants.

Highly compensated or management employees who are selected by the Company are the only employees of First Citizens Banc Corp. who will participate in or receive benefits from this plan.

Very truly yours,

FIRST CITIZENS BANC CORP.

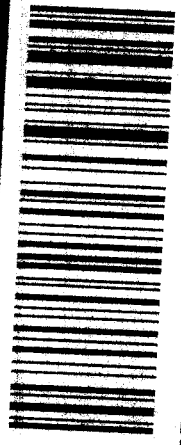
By: 

James E. McGookey  
Senior Vice President and General Counsel

Date: November 3, 2011

FIRST CITIZENS BANC CORP  
100 EAST WATER STREET  
SANDUSKY, OHIO 44870-2514

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