

William Statten

Sincerely,

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request. We further certify that the security described above has been approved by the Exchange for listing and registration upon official notice of issuance.

Depository Shares, each representing 1/40th of a 6.50% Noncumulative Redeemable Convertible Perpetual Preferred Share, Series B, no par value

This is to certify that on November 12, 2013 The Nasdaq Stock Market (the "Exchange") received from FIRST CITIZENS BANC CORP (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

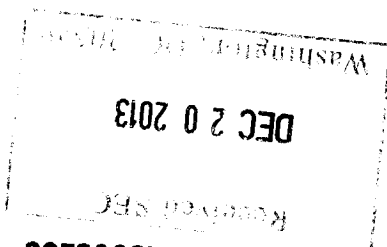
Dear Mr. Thomas:

Mr. Jeffrey Thomas
Chief, IT Services
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

December 20, 2013

By Electronic Mail

William Statten, CFA
Vice President
Listing Qualifications



13003283



NASDAQ
THE NASDAQ OMX GROUP

FILE # 1-30193

CBCT NAS