



Comptroller of the Currency
Administrator of National Banks

Northeastern District Office
340 Madison Avenue, 5th Floor
New York, New York 10017

Licensing Division
Telephone No.: (212) 790-4055
Fax No.: (301) 333-7015

December 13, 2006

**Corporate Decision #2007-03
January 2007**

Ms. Kimberly J. Decker
Barley Snyder LLC, Attorneys At Law
126 East King Street
Lancaster, PA 17602-2893

Re: Application by FNB Bank, National Association, Danville, Pennsylvania to establish,
FNB Services, LLC, Lancaster, Pennsylvania as an operating subsidiary

Control Number: 2006 NE 08 0026

Charter Number: 325

Dear Ms. Decker:

This is in response to your operating subsidiary application, filed on behalf of FNB Bank, National Association, ('Bank') on October 20, 2006. The bank proposes to establish an operating subsidiary, FNB Services, LLC ('FNBS') located at One Penn Square, Lancaster, Pennsylvania 17821, to engage in certain permissible activities as described in your letter, dated October 20, 2006.

Based on a thorough review of all information available, including the representations and commitments made in this application and by the Bank's representatives, the Office of the Comptroller of the Currency (OCC) hereby approved the Bank's application to establish FNBS to provide human resources services and operations services solely to FNB.

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. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

The Bank is reminded that the operating subsidiary is subject to and must be operated within the constraints of all national banking laws, rules, and regulations and OCC published guidance.

Ms. Kimberly J. Decker
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Please include the control number on any correspondence related to this filing. If you have any questions, please contact Gabriel Butler, Licensing Analyst, at (212) 790-4055.

Sincerely,

/s/

Sandya Reddy
Acting Director for District Licensing