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CITIZENS & NORTHERN CORP
Form 10-K/A
April 28, 2005

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 Commission file number: 0-16084

CITIZENS & NORTHERN CORPORATION
(Exact name of Registrant as specified in its charter)

PENNSYLVANIA

23-2451943

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

90-92 MAIN STREET, WELLSBORO, PA 16901

(Address of principal executive offices) (Zip code)

570-724-3411

(Registrant's telephone number including area code)

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

Securities registered pursuant to section 12(g) of the Act:

COMMON STOCK Par Value \$1.00

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 X No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K 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 Securities Exchange Act of 1934). Yes X No

The aggregate market value of the registrant's common stock held by non-affiliates at June 30, 2004 was \$204,103,368.

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The number of shares of common stock outstanding at March 9, 2005 was 8,190,990.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's proxy statement for the annual meeting of its shareholders held April 19, 2005 are incorporated by reference into Parts III and IV of this report.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A (Amendment No. 1) amends in their entirety Items 9A and 15 of the Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 2004, which was filed with the Securities and Exchange Commission on March 14, 2005. The purpose of this Amendment No. 1 is to include Management's Report on Internal Control Over Financial Reporting and the related Report of Independent Registered Public Accounting Firm. All information contained in this Amendment No. 1 is as of December 31, 2004 and does not reflect any subsequent information or events.

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ITEM 9A. CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Management of Citizens & Northern Corporation and subsidiaries (the "Corporation"), under the supervision of and with the participation of the Corporation's Chief Executive Officer and Chief Financial Officer, has carried out an evaluation of the design and effectiveness of the Corporation's disclosure controls and procedures as defined in Rule 13a-15(e) and Rule 15d-15(e) of the Securities Exchange Act of 1934 as of the end of period covered by this report. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Corporation's disclosure controls and procedures are effective to ensure that all material information required to be disclosed in reports the Corporation 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.

There were no significant changes in the Corporation's internal control over financial reporting that occurred during the period covered by this report that has materially affected, or that is reasonably likely to affect, our internal control over financial reporting.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The Corporation's management is responsible for establishing and maintaining adequate internal control over financial reporting, as that term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). The Corporation's system of internal control over financial reporting has been designed to provide reasonable assurance to the Corporation's management and board of directors regarding the reliability of financial reporting and the preparation and fair presentation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

Any system of internal control over financial reporting, no matter how well designed, has inherent limitations, including the possibility that a control can be circumvented or overridden and misstatements due to error or fraud may occur and not be detected. Also, because of changes in conditions, internal control effectiveness may vary over time. Accordingly, even an effective system of

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internal control will provide only reasonable assurance with respect to financial statement preparation and presentation.

The Corporation's management has assessed the effectiveness of the Corporation's internal control over financial reporting as of December 31, 2004. To make this assessment, we used the criteria for effective internal control over financial reporting described in Internal Control - Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our assessment and based on such criteria, we believe that, as of December 31, 2004, the Corporation's internal control over financial reporting was effective.

Parente Randolph, LLC, the independent registered public accounting firm that audited the Corporation's consolidated financial statements, has issued an audit report on management's assessment of internal control over financial reporting as of December 31, 2004. That report appears below.

APRIL 11, 2005

DATE

BY: CRAIG G. LITCHFIELD /S/

CHAIRMAN, PRESIDENT AND
CHIEF EXECUTIVE OFFICER

APRIL 11, 2005

DATE

BY: MARK A. HUGHES /S/

TREASURER AND CHIEF FINANCIAL
OFFICER

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and Board of Directors of Citizens & Northern Corporation:

We have audited management's assessment, included in the accompanying Management's Report on Internal Control Over Financial Reporting, that Citizens & Northern Corporation and subsidiaries maintained effective internal control over financial reporting as of December 31, 2004, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Citizens & Northern Corporation'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. Our responsibility is to express an opinion on management's assessment and an opinion on the effectiveness of the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to

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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.

In our opinion, management's assessment that Citizens & Northern Corporation and subsidiaries maintained effective internal control over financial reporting as of December 31, 2004, is fairly stated, in all material respects, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Also, in our opinion, Citizens & Northern Corporation and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2004, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Citizens & Northern Corporation and subsidiaries as of December 31, 2004 and 2003, and the related consolidated statements of income, changes in stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2004, and our report dated February 24, 2005 expressed an unqualified opinion.

Parente Randolph, LLC /s/

Williamsport, Pennsylvania
April 11, 2005

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PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) (1). The following consolidated financial statements are set forth in Part II, Item 8 of Form 10-K, filed with the Securities and Exchange Commission on March 14, 2005:

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Report of Independent Registered Public Accounting Firm	59
Financial Statements:	
Consolidated Balance Sheet - December 31, 2004 and 2003	29
Consolidated Statement of Income - Years Ended December 31, 2004, 2003 and 2002	30
Consolidated Statement of Changes in Stockholders' Equity - Years Ended December 31, 2004, 2003 and 2002	31
Consolidated Statement of Cash Flows - Years Ended December 31, 2004, 2003 and 2002	32
Notes to Consolidated Financial Statements	33-58
(a)(2) Financial statement schedules are not applicable or included in the financial statements or related notes.	
(a)(3) Exhibits (numbered as in Item 601 of Regulation S-K):	
2. Plan of acquisition, reorganization, arrangement, liquidation or succession	Not applicable
3. (i) Articles of Incorporation	Incorporated by reference filed with the Corporation's Form S-4 statement on Form S-4
3. (ii) By-laws	Incorporated by reference of the Corporation's Form S-4 filed August 25, 2004
4. Instruments defining the rights of security holders, including indentures	Not applicable
9. Voting trust agreement	Not applicable
10. Material contracts:	
10.1 Form of Indemnification Agreements dated May 2004 between the Corporation and the Directors and certain officers	Filed with Form 10-K on
10.2 Change in Control Agreement dated December 31, 2003 between the Corporation and Thomas L. Rudy, Jr.	Filed with Form 10-K on
Change in Control Agreement dated December 31, 2003 between the Corporation and Craig G. Litchfield	Incorporated by reference filed with the Corporation's Form S-4 on March 10, 2004
Change in Control Agreement dated December 31, 2003 between the Corporation and Mark A. Hughes	Incorporated by reference filed with the Corporation's Form S-4 on March 10, 2004

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Change in Control Agreement dated December 31, 2003 between the Corporation and Matthew P. Prosseda	Incorporated by reference filed with the Corporation on March 10, 2004
Change in Control Agreement dated December 31, 2003 between the Corporation and Deborah E. Scott	Incorporated by reference filed with the Corporation on March 10, 2004
Second Amendment to Citizens & Northern Corporation Stock Incentive Plan	Incorporated by reference filed with the Corporation on March 10, 2004
First Amendment to Citizens & Northern Corporation Stock Incentive Plan	Incorporated by reference filed with the Corporation on March 10, 2004
Citizens & Northern Corporation Stock Incentive Plan	Incorporated by reference filed with the Corporation on March 10, 2004
Citizens & Northern Corporation Independent Directors Stock Incentive Plan	Incorporated by reference filed with the Corporation dated March 19, 2001 f of stockholders held o
11. Statement re: computation of per share earnings	Information concerning earnings per share is to the Consolidated Fi which is included in P Form 10-K.
12. Statements re: computation of ratios	Not applicable
13. Annual report to security holders, Form 10-Q or quarterly report to security holders	Not applicable
14. Code of ethics	The Code of Ethics is Corporation's website To access the Code of "Shareholder News & In "Corporate Governance"
16. Letter re: change in certifying accountant	Not applicable
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18. Letter re: change in accounting principles	Not applicable
21. Subsidiaries of the registrant	Filed with Form 10-K o
22. Published report regarding matters submitted to vote of security holders	Not applicable
23. Consents of experts and counsel	Not applicable
24. Power of attorney	Not applicable
31. Rule 13a-14(a)/15d-14(a) certifications:	

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31.1 Certification of Chief Executive Officer Filed with this Form 10-K/A

31.2 Certification of Chief Financial Officer Filed with this Form 10-K/A

32. Section 1350 certifications Filed with this Form 10-K/A

99. Additional exhibits:

99.1 Additional information mailed to stockholders
with proxy statement and Form 10-K on March 22, 2005 Filed with Form 10-K/A

(b) Exhibits - The required exhibits are listed under Part IV, Item 15(a)(3) of Form 10-K/A.

(c) Financial statement schedules are omitted because the required information is not applicable or is included elsewhere in Form 10-K, as filed with the Securities and Exchange Commission on March 14, 2005.

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SIGNATURES

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

By: Craig G. Litchfield /s/

Craig G. Litchfield
Chairman, President and Chief Executive Officer

Date: April 27, 2005

By: Mark A. Hughes /s/

Treasurer and Principal Accounting Officer

Date: April 27, 2005

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

BOARD OF DIRECTORS

/s/ Dennis F. Beardslee
Dennis F. Beardslee
Date: April 27, 2005

/s/ Edward L. Learn
Edward L. Learn
Date: April 27, 2005

/s/ R. Robert DeCamp

/s/ Craig G. Litchfield

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R. Robert DeCamp Date: April 27, 2005	Craig G. Litchfield Date: April 27, 2005
/s/ Jan E. Fisher Jan E. Fisher Date: April 27, 2005	/s/ Edward H. Owlett, III Edward H. Owlett, III Date: April 27, 2005
/s/ R. Bruce Haner R. Bruce Haner Date: April 27, 2005	/s/ Leonard Simpson Leonard Simpson Date: April 27, 2005
/s/ Susan E. Hartley Susan E. Hartley Date: April 27, 2005	/s/ James E. Towner James E. Towner Date: April 27, 2005
/s/ Karl W. Kroeck Karl W. Kroeck Date: April 27, 2005	/s/ Ann M. Tyler Ann M. Tyler Date: April 27, 2005
/s/ Leo F. Lambert Leo F. Lambert Date: April 27, 2005	