Commercial National Financial Corporation and Capital Directions, Inc. Announce Signing of Merger Agreement

Ithaca, Michigan, June 16, 2016 (GLOBE NEWSWIRE) -- Commercial National Financial Corporation (Pink Sheets: CEFC), the parent company of Commercial Bank, and Capital Directions, Inc., (Pink Sheets: CTDN), the parent company of Mason State Bank, announced that they have entered into a definitive merger agreement. Under the terms of the definitive merger agreement, CEFC will acquire all of the outstanding shares of CTDN's common stock for cash and CEFC common stock in a transaction valued at approximately \$14.03 million, or \$36.07 per share, based on a CEFC stock price of \$9.75 per share. CTDN shareholders will have the option of electing consideration in cash or CEFC common stock, subject to 50% of the CTDN common shares being exchanged for cash. Following completion of the transaction, Mason State Bank will be merged into Commercial Bank. Timothy Gaylord, President, CEO and director of CTDN and Mason State Bank, will join the CEFC and Commercial Bank boards upon completion of the transaction.

The transaction is expected to be accretive to the earnings per share of CEFC in the first full year of operations. On a pro forma basis, the combined company will have over \$525 million in assets and 15 branches and lending offices in central and western Michigan. The transaction is anticipated to close in the fourth quarter of 2016 subject to receipt of regulatory approval and satisfaction of other customary closing conditions, including approval of CTDN's shareholders.

Kevin Collison, President and CEO of CEFC and Commercial Bank commented, "We are very excited to expand into Mason and the greater Lansing area along with the opportunity to partner with an organization that has demonstrated a true commitment to community banking for 130 years. We take great pride in understanding the needs of our customers in all of our markets. With our combined operations and increased assets, we intend to expand product offerings to our customers while continuing to provide outstanding service and retaining the community focus that is at the core of our two banks." Collison continued, "We are pleased to welcome such a fine team to our ranks at Commercial Bank and look forward to working together with the extended family we will gain as a result of this merger. The Mason State Bank team members have done an exceptional job serving Ingham County, and we will support them as they continue to focus on putting customers' needs first."

Timothy Gaylord, President and CEO of CTDN and Mason State Bank stated, "This transaction offers greater opportunities to our shareholders, employees, customers and the communities we serve. We are extremely pleased to join with a partner like Commercial Bank that shares our commitment to community banking. With larger lending limits and additional products and services, Commercial Bank will further enhance our community banking model and serve our new and existing customers extremely well."

CEFC is being advised in the transaction by Boenning & Scattergood, Inc. and the law firm of Foster Swift Collins & Smith PC. CTDN is being advised by Donnelly Penman & Partners and the law firm of Howard & Howard.

About Commercial National Financial Corporation

Headquartered in Ithaca, Michigan, Commercial National Financial Corporation is the holding company for Commercial Bank. Commercial Bank was founded in 1893 as Ithaca Savings Bank. The bank operates through 11 branches and lending offices in central and western Michigan.

About Capital Directions, Inc.

Headquartered in Mason, Michigan, Capital Directions, Inc. is the holding company for Mason State Bank and Lakeside Insurance Services, Inc. Mason State Bank was founded in 1886 as The Farmer's Bank of Mason. The bank operates through four branch offices in Ingham County and provides a full range of deposit and loan products to individuals, businesses, institutional, state and federal government clients.

Forward-Looking Information

Some of the statements in this joint press release of Commercial National Financial Corporation and Capital Directions, Inc. are forward-looking statements, including, but not limited to, statements relating to the expected timing, completion and other effects, including the transition of services, and the intent, belief or current expectations of the companies, regarding the proposed merger. These forward looking statements are subject to risks, uncertainties and other factors, such as the inability to obtain the requisite regulatory approvals for the proposed transaction and meet other closing terms and conditions, the reaction to the transaction of the banks' customers, employees and counterparties or difficulties related to the transition of services, any of which could cause actual results to differ materially from future results expressed or implied by those forward-looking statements. All forward-looking statements are based on management's expectations or forecasts of future events and speak only as of the date of this press release. Neither Commercial National Financial Corporation nor Capital Directions, Inc. undertakes any duty to update any forward-looking statement made herein.

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