

UNITED STATES OF AMERICA
DEPARTMENT OF THE TREASURY
COMPTROLLER OF THE CURRENCY

In the Matter of:) AA-CE-12-77
The Farmers National Bank of Cynthiana,)
Cynthiana, Kentucky)

CONSENT ORDER

The Comptroller of the Currency of the United States of America (“Comptroller”), through his National Bank Examiner, has supervisory authority over The Farmers National Bank of Cynthiana, Cynthiana, Kentucky (“Bank”).

The Bank, by and through its duly elected and acting Board of Directors (“Board”), has executed a “Stipulation and Consent to the Issuance of a Consent Order,” dated August 22, 2012, that is accepted by the Comptroller. By this Stipulation and Consent, which is incorporated by reference, the Bank has consented to the issuance of this Consent Order (“Order”) by the Comptroller.

Pursuant to the authority vested in it by the Federal Deposit Insurance Act, as amended, 12 U.S.C. § 1818, the Comptroller hereby orders that:

ARTICLE I

CAPITAL MINIMUMS AND PLAN

- (1) Effective immediately, the Bank shall maintain the following capital ratios as defined in 12 C.F.R. Parts 3 and 6:
- (a) Total risk-based capital ratio at least equal to twelve percent (12%);
 - (b) Tier 1 capital to adjusted total assets ratio at least equal to eight and a half percent (8.5%).

(2) The requirement in this Order to maintain a specific capital level means that the Bank may not be deemed to be “well capitalized” for purposes of 12 U.S.C. § 1831o and 12 C.F.R. Part 6, pursuant to 12 C.F.R. § 6.4(b)(1)(iv).¹

(3) Within one hundred twenty (120) days of the date of this Order, the Board shall develop and implement an effective internal capital planning process to assess the Bank’s capital adequacy in relation to its overall risks and to ensure maintenance of appropriate capital levels, which shall in no event be less than the requirements of paragraph one (1) of this Article. The capital planning process shall be consistent with OCC Bulletin 2012-16 (Guidance for Evaluating Capital Planning and Adequacy, dated June 7, 2012), and shall ensure the integrity, objectivity, and consistency of the process through adequate governance. The Board shall document the initial capital planning process and thereafter review and document the capital planning process at least annually or more frequently if requested by the Assistant Deputy Comptroller in writing.

(4) Within one hundred twenty (120) days of the date of this Order, the Board shall forward to the Assistant Deputy Comptroller for his review, pursuant to paragraph seven (7) of this Article, a written Capital Plan for the Bank covering at least a two-year period. Except as provided in paragraph five (5) of this Article, the written Capital Plan shall, at a minimum:

- (a) include specific plans for the maintenance of adequate capital, which shall in no event be less than the requirements of paragraph one (1) of this Article;
- (b) identify and evaluate all material risks;

¹ The Bank may not solicit, accept, renew, or roll over any brokered deposit (as defined in 12 C.F.R. § 337.6(a)(2)) except in compliance with the applicable restrictions of 12 U.S.C. § 1831f and 12 C.F.R. § 337.6.

- (c) determine the Bank's capital needs in relation to material risks and strategic direction;
- (d) identify and establish a strategy to strengthen capital if necessary and establish a contingency or back-up capital plan commensurate with the Bank's overall risk and complexity;
- (e) include detailed quarterly financial projections; and
- (f) include specific plans detailing how the Bank will comply with restrictions or requirements set forth in this Order that will have an impact on the Bank's capital.

(5) If the Bank's written Capital Plan outlines a sale or merger of the Bank, including a transaction pursuant to 12 U.S.C. § 215a-3, the written Capital Plan shall only address the steps that will be taken and the associated timeline to ensure that within ninety (90) days after the receipt of the Assistant Deputy Comptroller's written determination of no supervisory objection to the written Capital Plan, a definitive agreement for the sale or merger is executed.

- (6) The Bank may declare or pay a dividend or make a capital distribution only:
- (a) when the Bank is in compliance with its approved written Capital Plan and would remain in compliance with its approved written Capital Plan immediately following the declaration or payment of any dividend or the capital distribution;
 - (b) when the Bank is in compliance with 12 U.S.C. §§ 56 and 60; and
 - (c) following the prior written determination of supervisory no objection by the Assistant Deputy Comptroller.

(7) Prior to adoption by the Board, a copy of the Bank's written Capital Plan shall be submitted to the Assistant Deputy Comptroller for prior written determination of no supervisory objection. The Board shall review and update the Bank's written Capital Plan at least annually and more frequently if required by the Assistant Deputy Comptroller in writing. Revisions to the Bank's written Capital Plan shall be submitted to the Assistant Deputy Comptroller for a prior written determination of no supervisory objection. At the next Board meeting following receipt of the Assistant Deputy Comptroller's written determination of no supervisory objection, the Board shall adopt and the Bank (subject to Board review and ongoing monitoring) shall implement and thereafter ensure adherence to the written Capital Plan and any amendments or revisions thereto.

(8) At least quarterly, the Board shall:

- (a) review financial reports and earnings analyses that evaluate the Bank's performance against the goals and objectives established in the Capital Plan, as well as the Bank's written explanation of significant differences between the actual and projected balance sheet, income statement, and expense accounts, including descriptions of extraordinary or nonrecurring items; and
- (b) prepare a written evaluation of the Bank's performance against the written Capital Plan, which shall include a description of the actions the Board will require the Bank to take to address any deficiencies.

The Board's review and preparation of the written evaluation shall be documented in the Board meeting minutes. The Board shall include a copy of these quarterly written evaluations and Board meeting minutes in the progress reports required by Article IX.

(9) If the Bank fails to maintain capital ratios required by paragraph one (1) of this Article, or fails to develop or implement a written Capital Plan to which the Assistant Deputy Comptroller has provided a written determination of no supervisory objection, then the Bank may, in the Assistant Deputy Comptroller's sole discretion, be deemed undercapitalized for purposes of this Order. The Bank shall take such corrective measures as the OCC may direct in writing from among the provisions applicable to undercapitalized depository institutions under 12 U.S.C. § 1831o(e) and 12 C.F.R. Part 6. For purposes of this requirement, an action "necessary to carry out the purpose of this section" under 12 U.S.C. § 1831o(e)(5) shall include restoration of the Bank's capital to the minimum ratios required by paragraph one (1) of this Article, and any other action deemed necessary by the OCC to address the Bank's capital deficiency or the safety and soundness of its operations.

ARTICLE II

APPOINTMENT OF NEW DIRECTORS

- (1) The Board shall immediately take action to add, at a minimum, two (2) new independent directors. The term "independent director" means a person who is not:
- (a) an officer or employee of the Bank;
 - (b) a director, officer or employee of any affiliate of the Bank;
 - (c) a director, officer or employee of any related interest (as that term is defined in 12 C.F.R. Part 215) of any current director; or
 - (d) a relative of any current director, defined as any child, parent, spouse, sibling, aunt, uncle, or grandparent, whether related by blood, marriage, or adoption.

(2) Prior to appointing any new director, the Bank must provide the Comptroller with written notice as required by 12 C.F.R. § 5.51 (notice forms and instructions are in the “Changes in Directors and Senior Executive Officers” booklet of the *Comptroller’s Licensing Manual*).

(3) If the Board is unable to identify any qualified director candidates within ninety (90) days, the Board shall document its efforts to locate such candidates, and notify the Assistant Deputy Comptroller in writing. Thereafter, the Board shall describe its continuing efforts to locate such candidates in the progress reports required by Article IX.

ARTICLE III

COMPETENT MANAGEMENT AND LENDING PERSONNEL

(1) The Board shall immediately take action to ensure the Bank has competent management in place on a full-time basis to cover the scope of duties traditionally assigned to the Chief Executive Officer, Senior Lending Officer, and Chief Operations Officer positions to implement and adhere to the Board’s policies; ensure compliance with this Order, applicable laws, rules, and regulations; and manage the day-to-day operations of the Bank in a safe and sound manner.

(2) The Board shall ensure the Bank has sufficient and competent credit underwriting, administration, and problem-credit resolution personnel or other support to implement and adhere to the Board’s policies, ensure compliance with this Order, applicable laws, rules, and regulations; and support the day-to-day operations of the Bank in a safe and sound manner.

(3) Prior to appointing any new senior executive officer, the Bank must provide the Comptroller with written notice as required by 12 C.F.R. § 5.51 (notice forms and instructions are in the “Changes in Directors and Senior Executive Officers” booklet of the Comptroller’s Licensing Manual).

(4) If the Board is unable to identify any qualified senior executive officer candidates pursuant to Paragraph (1) within ninety (90) days, the Board shall document its efforts to locate such candidates, and notify the Assistant Deputy Comptroller in writing. Thereafter, the Board shall describe its continuing efforts to locate such candidates in the progress reports required by Article IX.

ARTICLE IV

CREDIT AND COLLATERAL EXCEPTIONS

(1) Within ninety (90) days, the Board shall ensure that the Bank obtains current and satisfactory credit information on all loans lacking such information that equal or exceed two hundred and fifty thousand dollars (\$250,000), including those listed in the Report of Examination dated as of December 31, 2011 (“ROE”), in any subsequent Report of Examination, in any internal or external loan review, or in any listings of loans lacking such information provided to management by the OCC.

(2) If the Bank is unable to obtain the credit information required by paragraph (1) of this Article within ninety (90) days, the Bank shall document its efforts to obtain such information and shall maintain the documentation of its efforts in the loan file and in a central file for review by the OCC.

(3) Effective immediately, the Bank may grant, extend, renew, alter, or restructure any loan, participation or other extension of credit only after:

- (a) documenting the specific reason or purpose for the extension of credit;
- (b) identifying the expected source of repayment in writing;
- (c) structuring the repayment terms to coincide with the expected source of repayment;

- (d) obtaining and analyzing current and satisfactory credit information, including cash flow analysis where loans are to be repaid from operations;
 - (i) Failure to obtain the information in (4)(d) shall require a majority of the full Board (or a delegated committee thereof) to certify in writing the specific reasons why obtaining and analyzing the information in (4)(d) would be detrimental to the best interests of the Bank.
 - (ii) A copy of the Board certification shall be maintained in the credit file of the affected borrower(s) and in a central file. The certification will be reviewed by the OCC in subsequent examinations of the Bank;
- (e) documenting, with adequate supporting material, the value of collateral and properly perfecting the Bank's lien on it where applicable; and
- (f) determining and documenting whether the loan terms comply with the Bank's lending policies and if it does not comply, providing identification of the exception.

(4) The certification exception granted by paragraph (4)(d)(i) of this Article shall not be available to any loan or other extension of credit to an Insider as defined by 12 C.F.R. § 215.2(h).

ARTICLE V

CRITICIZED ASSETS

(1) The Bank shall take immediate and continuing action to protect its interest in those assets criticized² in the ROE, in any subsequent Report of Examination, by internal or external loan review, or in any list provided to management by the OCC.

(2) Within sixty (60) days, the Board shall adopt, implement, and thereafter ensure Bank adherence to written individual workout plans designed to protect the Bank's interest in or eliminate the basis of criticism of assets equal to or exceeding two hundred and fifty thousand dollars (\$250,000) criticized in the ROE or identified by the Bank as criticized as of the effective date of this Order.

(3) On an ongoing basis, when any asset equal to or exceeding two hundred and fifty thousand dollars (\$250,000) is criticized in a subsequent Report of Examination, or by any internal or external loan review, or in any list provided to management by the OCC, the Board shall adopt, implement, and thereafter ensure Bank adherence to individual workout plans for the criticized assets within thirty (30) days.

(4) Each individual workout plan shall include at a minimum:

- (a) the name of the borrower(s) and, if applicable, the guarantor(s);
- (b) the risk rating;
- (c) a description of the basis of criticism for each asset;
- (d) if applicable, the past due status and accrual designation;
- (e) the amount of the asset charged off to date;
- (f) an identification of the expected sources of repayment;

² The term "criticized" as used in this Article refers to assets rated the equivalent of "doubtful," "substandard," or "special mention" as defined in the "Rating Credit Risk" booklet of the *Comptroller's Handbook*.

- (g) the current value of supporting collateral and the position of the Bank's lien on such collateral where applicable;
- (h) an analysis of current and satisfactory credit information, including a global cash flow analysis of the guarantor's repayment ability where repayment is dependent, in whole or in part, on the guarantor;
- (i) actions designed to protect the Bank's interest in the asset, including timeframes for implementing and evaluating the effectiveness of those actions; and
- (j) a historical record of the action(s) taken to protect the Bank's interest in the asset that, at a minimum, includes the date of the action, the identity of the party who took the action(s), and the rationale for any departure from approved proposed action(s).

(5) Upon adoption, a copy of the individual workout plans shall be forwarded to the Assistant Deputy Comptroller in the next progress report required by Article IX.

(6) The Board shall conduct a review, on at least a quarterly basis, to:

- (a) determine management's adherence to each individual workout plan;
- (b) evaluate the effectiveness of each individual workout plan; and
- (c) approve revisions to the plans or alternative action.

(7) A copy of each review shall be forwarded to the Assistant Deputy Comptroller on a quarterly basis.

(8) Effective immediately, the Bank may extend credit, directly or indirectly, including renewals or extensions, to a borrower whose loans or other extensions of credit are criticized in the ROE, in any subsequent Report of Examination, in any internal or external loan

review, or in any list provided to management by the OCC whose aggregate loans or other extensions exceed two hundred and fifty thousand dollars (\$250,000) only if prior to renewing, modifying, or extending any additional credit, a majority of the full Board approves and records in writing the reason(s) the extension promotes the best interests of the Bank.

(9) A copy of the approval of the Board shall be maintained in the file of the affected borrower.

ARTICLE VI

INTERNAL AUDIT

(1) Effective immediately, the Board shall ensure the Bank's audit program is sufficient to:

- (a) detect irregularities and weak practices in the Bank's operations;
- (b) determine the Bank's level of compliance with all applicable laws, rules, and regulations;
- (c) assess and report the effectiveness of policies, procedures, controls, and management oversight relating to accounting and financial reporting;
- (d) evaluate the Bank's adherence to established policies and procedures, with particular emphasis directed to the Bank's adherence to its loan policies concerning underwriting standards and problem loan identification and classification;
- (e) adequately cover all areas; and
- (f) establish an annual audit plan using a risk-based approach sufficient to achieve these objectives.

(2) As part of this audit program, the Board shall evaluate the audit reports of any party providing services to the Bank, and shall assess the impact on the Bank of any audit deficiencies cited in such reports.

(3) The Board shall ensure that the audit function is supported by an adequately staffed department or outside firm, with respect to both the experience level and number of the individuals employed.

(4) The Board shall ensure that the audit program is independent. The persons responsible for implementing the internal audit program described above shall report directly to the Board or a committee thereof, which shall have the sole power to direct their activities. All reports prepared by the audit staff shall be filed directly with the Board and not through any intervening party.

(5) All audit reports shall be in writing. The Board shall ensure that immediate actions are undertaken to remedy deficiencies cited in audit reports, and that the Bank maintains a written record describing those actions that includes, at a minimum, the responsible party for the remedial action, the date when the remedial action will be implemented, and the date when the effectiveness of the action will be verified.

(6) The audit staff shall have access to any records necessary for the proper conduct of its activities. Examiners shall have access to all reports and work papers of the audit staff and any other parties working on its behalf.

(7) Within fifteen (15) days of adoption, a copy of any changes to the internal audit program shall be submitted to the Assistant Deputy Comptroller for review and prior written determination of no supervisory objection. Upon receiving a determination of no supervisory

objection from the Assistant Deputy Comptroller, the Board shall immediately implement the changes and ensure Bank adherence to the audit program.

ARTICLE VII

ASSET/LIABILITY MANAGEMENT STRATEGY

- (1) Effective immediately, the Board shall ensure adherence to the Bank's coordinated asset/liability management strategy.
- (2) The Board shall ensure the asset/liability management strategy remains consistent with the "Liquidity" booklet of the *Comptroller's Handbook* and continues to, at a minimum, include:
 - (a) adequate management reports that enable the Board and management to monitor the Bank's liquidity position and maintain liquidity at an adequate level;
 - (b) the liquidity, maturity, and pledging requirements of the investment portfolio;
 - (c) liquidity contingency plans;
 - (d) guidelines concerning the nature, extent, and purpose of the Bank's use of brokered deposits consistent with the Bank's overall funds management strategies;
 - (e) the nature, extent, and purpose of Bank borrowings;
 - (f) limits on concentrations of funding sources; and
 - (g) periodic review of the Bank's adherence to the strategy.
- (3) Within fifteen (15) days of adoption, a copy of any changes to the asset/liability management strategy shall be submitted to the Assistant Deputy Comptroller for review and

prior written determination of no supervisory objection. Upon receiving a determination of no supervisory objection from the Assistant Deputy Comptroller, the Board shall immediately implement the changes and ensure Bank adherence to the asset/liability management strategy.

ARTICLE VIII

INTEREST RATE RISK POLICY

(1) Effective immediately, the Board shall ensure adherence to the Bank's written interest rate risk policy.

(2) The Board shall ensure the interest rate risk policy remains consistent with the "Interest Rate Risk" booklet of the *Comptroller's Handbook* and continues to, at a minimum, include:

- (a) adequate management reports on which to base sound interest rate risk management decisions;
- (b) guidance of the Bank's strategic direction and tolerance for interest rate risk;
- (c) tools to measure and monitor the Bank's performance and overall interest rate risk profile;
- (d) prudent limits on the nature and amount of interest rate risk that can be taken; and
- (e) periodic review of the Bank's adherence to the policy.

(3) Within fifteen (15) days of adoption, a copy of any changes to the interest rate risk policy shall be submitted to the Assistant Deputy Comptroller for review and prior written determination of no supervisory objection. Upon receiving a determination of no supervisory

objection from the Assistant Deputy Comptroller, the Board shall immediately implement the changes and ensure Bank adherence to the interest rate risk policy.

ARTICLE IX

PROGRESS REPORTING

- (1) The Board shall submit quarterly progress reports to the Assistant Deputy Comptroller. These reports shall set forth in detail:
 - (a) actions taken to comply with each Article of the Order;
 - (b) results of those actions; and
 - (c) a description of the actions needed to achieve full compliance with each Article of this Order.
- (2) The progress reports shall also include any actions initiated by the Board and the Bank pursuant to the criticisms and comments in the ROE or in any subsequent Report of Examination.
- (3) The first progress report shall be submitted for the period ending September 30, 2012 and will be due within thirty (30) days of that date. Thereafter, progress reports will be due within thirty (30) days after the quarter end.

ARTICLE X

OTHER PROVISIONS

- (1) Although the Board is required by this Order to submit certain reports and programs to the Assistant Deputy Comptroller, the Board has the ultimate responsibility for proper and sound management of the Bank.

(2) It is expressly and clearly understood that if, at any time, the Comptroller deems it appropriate in fulfilling the responsibilities placed upon him by the several laws of the United States of America to undertake any action affecting the Bank, nothing in this Order shall in any way inhibit, estop, bar or otherwise prevent the Comptroller from so doing.

(3) Any time limitations imposed by this Order shall begin to run from the effective date of this Order. If the Bank requires a suspension or waiver of any provision or an extension of any timeframe within this Order, the Board shall submit a written request to the Assistant Deputy Comptroller asking for relief. Any written requests submitted pursuant to this Article shall include a statement setting forth in detail, with relevant supporting documentation, the special facts and circumstances that support the Bank's request for a suspension or waiver of any provision or an extension of a timeframe within this Order.

(4) The provisions of this Order are effective upon issuance of this Order by the Comptroller, through his authorized representative whose signature appears below, and shall remain effective and enforceable, except to the extent that, and until such time as, any provisions of this Order shall have been amended, suspended, waived, or terminated in writing by the Comptroller.

(5) In each instance in this Order in which the Board is required to ensure adherence to and undertake to perform certain obligations of the Bank, it is intended to mean that the Board shall:

- (a) authorize and adopt such actions on behalf of the Bank as may be necessary for the Bank to perform its obligations and undertakings under the terms of this Order;

- (b) require the timely reporting, at least quarterly, by Bank management of such actions directed by the Board to be taken under the terms of this Order;
- (c) follow-up on any non-compliance with such actions in a timely and appropriate manner; and
- (d) require corrective action be taken in a timely manner of any non-compliance with such actions.

(6) Each citation or referenced guidance included in this Order includes any subsequent guidance that replaces, supersedes, amends, or revises the cited law, regulation, or guidance.

(7) This Order is intended to be, and shall be construed to be, a final order issued pursuant to 12 U.S.C. § 1818(b), and expressly does not form, and may not be construed to form, a contract binding on the Comptroller or the United States. The Bank also expressly acknowledges that no officer or employee of the OCC has statutory or other authority to bind the United States, the U.S. Treasury Department, the Comptroller, or any other federal bank regulatory agency or entity, or any officer or employee of any of those entities to a contract affecting the Comptroller's exercise of his supervisory responsibilities.

(8) The terms of this Order, including this paragraph, are not subject to amendment or modification by any extraneous expression, prior agreements, or prior arrangements between the parties, whether oral or written.

IT IS SO ORDERED, this 22nd day of August, 2012.

/s/

Curtis D. Schuman
Assistant Deputy Comptroller
Louisville Field Office

**UNITED STATES OF AMERICA
DEPARTMENT OF THE TREASURY
COMPTROLLER OF THE CURRENCY**

In the Matter of:)	AA-CE-12-77
The Farmers National Bank of Cynthiana,)	
Cynthiana, Kentucky)	

**STIPULATION AND CONSENT TO THE ISSUANCE
OF A CONSENT ORDER**

The Comptroller of the Currency of the United States of America (“Comptroller”) has initiated cease and desist proceedings against The Farmers National Bank of Cynthiana, Cynthiana, Kentucky (“Bank”) pursuant to 12 U.S.C. § 1818(b).

The Bank, in the interest of compliance and cooperation, consents to the issuance of a Consent Order, dated August 22, 2012 (“Order”);

In consideration of the above premises, the Comptroller, through his authorized representative, and the Bank, through its duly elected and acting Board of Directors, hereby stipulate and agree to the following:

ARTICLE I

JURISDICTION

(1) The Bank is a national banking association chartered and examined by the Comptroller pursuant to the National Bank Act of 1864, as amended, 12 U.S.C. § 1 *et seq.*

(2) The Comptroller is “the appropriate Federal banking agency” regarding the Bank, pursuant to 12 U.S.C. §§ 1813(q) and 1818(b).

(3) The Bank is an “insured depository institution” within the meaning of 12 U.S.C. § 1818(b)(1).

ARTICLE II

AGREEMENT

(1) The Bank, without admitting or denying any wrongdoing, hereby consents and agrees to the issuance of the Order by the Comptroller.

(2) The Bank further agrees that said Order shall be deemed an “order issued with the consent of the depository institution” as defined in 12 U.S.C. § 1818(h)(2), and consents and agrees that said Order shall become effective upon its issuance and shall be fully enforceable by the Comptroller under the provisions of 12 U.S.C. § 1818(i). Notwithstanding the absence of mutuality of obligation, or of consideration, or of a contract, the Comptroller may enforce any of the commitments or obligations herein undertaken by the Bank under his supervisory powers, including 12 U.S.C. § 1818(i), and not as a matter of contract law. The Bank expressly acknowledges that neither the Bank nor the Comptroller has any intention to enter into a contract.

(3) The Bank also expressly acknowledges that no officer or employee of the Comptroller has statutory or other authority to bind the United States, the U.S. Treasury Department, the Comptroller, or any other federal bank regulatory agency or entity, or any officer or employee of any of those entities to a contract affecting the Comptroller’s exercise of his supervisory responsibilities.

ARTICLE III

WAIVERS

(1) The Bank, by signing this Stipulation and Consent, hereby waives:

(a) the issuance of a Notice of Charges pursuant to 12 U.S.C. § 1818(b);

- (b) any and all procedural rights available in connection with the issuance of the Order;
- (c) all rights to a hearing and a final agency decision pursuant to 12 U.S.C. § 1818(i), 12 C.F.R. Part 19;
- (d) all rights to seek any type of administrative or judicial review of the Order; and
- (e) any and all rights to challenge or contest the validity of the Order.

ARTICLE IV

OTHER PROVISIONS

(1) The Bank agrees that the provisions of this Stipulation and Consent shall not inhibit, estop, bar, or otherwise prevent the Comptroller from taking any other action affecting the Bank if, at any time, it deems it appropriate to do so to fulfill the responsibilities placed upon it by the several laws of the United States of America.

IN TESTIMONY WHEREOF, the undersigned, authorized by the Comptroller as his representative, has hereunto set his hand on behalf of the Comptroller.

/s/
Curtis D. Schuman
Assistant Deputy Comptroller
Louisville Field Office

8/22/12
Date

IN TESTIMONY WHEREOF, the undersigned, as the duly elected and acting Board of Directors of the Bank, have hereunto set their hands on behalf of the Bank.

/s/

Charles S. Brunker

8/22/12

Date

/s/

John M. Keith, Jr.

8/22/12

Date

/s/

Robert S. Lake

8/22/12

Date

/s/

Paul E. Patton

8/22/12

Date

Jay Slaton

Date

/s/

William Strohm

8/22/12

Date

/s/

Greg Wills

8/22/12

Date