

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

IN THE MATTER OF)
Michael F. Gibson, Director)
The First National Bank of Keystone, Keystone, WV)

STIPULATION AND CONSENT ORDER

WHEREAS, the Comptroller of the Currency of the United States of America (“Comptroller”) intends to initiate a CMP proceeding against Michael F. Gibson (“Respondent”) pursuant to 12 U.S.C. § 1818(i)(2) (as amended) through the issuance of a Notice of Assessment of a Civil Money Penalty (“Notice”), for activities detailed in a letter dated May 8, 1998; and

WHEREAS, in the interest of cooperation and to avoid the costs associated with future administrative and judicial proceedings with respect to the above matter, the Comptroller and Respondent desire to enter into this Stipulation and Consent Order;

NOW, THEREFORE, in consideration of the above premises, it is stipulated by and between the Comptroller, through his duly authorized representative, and Respondent that:

ARTICLE I

(1) The First National Bank of Keystone, Keystone, WV (“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. Accordingly, the Bank is an “insured depository institution” as that term is defined in 12 U.S.C. § 1813(c)(2).

(2) Respondent is a Sr. Vice President and Director of the Bank and is an “institution-affiliated party” of the Bank as that term is defined in 12 U.S.C. § 1813(u).

(3) Pursuant to 12 U.S.C. § 1813(q), the Comptroller is the “appropriate Federal banking agency” to maintain an enforcement proceeding against institution-affiliated parties. Therefore, Respondent is subject to the authority of the Comptroller to initiate and maintain a CMP proceeding against him pursuant to 12 U.S.C. § 1818(i)(2).

ARTICLE II

(1) Without admitting or denying any wrongdoing, and solely for the purpose of amicably resolving this matter and avoiding the cost of litigation, Respondent hereby consents to the payment of a civil money penalty (CMP) in the amount of two thousand dollars (\$2,000), which shall be paid upon execution of this Stipulation. Respondent shall make payment in full by check made payable to the Treasurer of the United States and shall be delivered to: Comptroller of the Currency, P.O. Box 73150, Chicago, Illinois 60673-7150. The words “Keystone CMP” should be noted on the check.

(2) This Stipulation and Consent Order shall be enforceable to the same extent and in the same manner as an effective and outstanding order that has been issued and has become

final pursuant to 12 U.S.C. §§ 1818(h) and (i) (as amended).

ARTICLE III

- (1) By executing this Stipulation and Consent Order, Respondent waives:
 - (a) the right to the issuance of a Notice of Assessment under 12 U.S.C. § 1818(i)(2);
 - (b) all rights to a hearing and a final agency decision pursuant to 12 U.S.C. § 1818(i) and 12 C.F.R. Part 19;
 - (c) all rights to seek judicial review of this Order;
 - (d) all rights in any way to contest the validity of this Order;
 - (e) any and all claims for fees, costs or expenses against the Comptroller, or any of his agents or employees, related in any way to this enforcement matter and/or the Order, whether arising under common law or under the terms of any statute, including but not limited to, the Equal Access to Justice Act, 5 U.S.C. § 504 and 28 U.S.C. § 2412; and
 - (f) all rights to assert a "double jeopardy" claim in the event of a criminal prosecution brought by the Department of Justice for the acts which form the basis for issuance of this Order.

- (2) Respondent shall not cause, participate in or authorize the Bank (or any subsidiary or affiliate thereof) to incur, directly or indirectly, any expense for the payment of the CMP agreed to under this Order, or any legal (or other professional) expense relative to the negotiation and issuance of this Order; and, in accordance with 12 C.F.R. § 7.2014, Respondent shall not, directly or indirectly, obtain or accept any indemnification (or other

reimbursement) from the Bank (or any subsidiary or affiliate thereof) with respect to such amounts.

(3) Respondent acknowledges that he has read and understands the premises and obligations of this Stipulation and Consent Order and declares that no separate promise or inducement of any kind has been made by the Comptroller, his agents or employees to cause or induce the Respondent to agree to consent to the issuance of this Order and/or to execute this Stipulation.

ARTICLE VI

(1) It is hereby agreed that the provisions of this Stipulation and Consent constitute a settlement of this CMP action contemplated by the Comptroller. The Comptroller agrees not to institute proceedings for the specific violations contained in the letter to Respondent dated May 8, 1998, unless such violations reoccur with respect to factual matters subsequent to those referred to in the letter of May 8, 1998.

(2) It is further agreed that the provisions of this Stipulation and Consent shall not be construed as an adjudication on the merits and, except as set forth above, shall not inhibit, estop, bar, or otherwise prevent the Comptroller from taking any action affecting the Respondent if, at any time, he deems it appropriate to do so to fulfill the responsibilities placed upon him by the several laws of the United States of America.

(3) Respondent understands that nothing herein shall preclude any proceedings brought by the Comptroller to enforce the terms of this Stipulation and Consent, and that nothing herein constitutes, nor shall Respondent contend that it constitutes, a waiver of any

right, power, or authority of any other representatives of the United States or agencies thereof, including the Department of Justice, to bring other actions deemed appropriate.

IN TESTIMONY WHEREOF, the undersigned have hereunto set their hands.

/s/ - Dennis Vealitzek for
Leann G. Britton
Senior Deputy Comptroller
for Bank Supervision Operations

12-08-98
Date

-SIGNED-
Michael F. Gibson

11-29-98
Date