

UNITED STATES OF AMERICA
Before the
OFFICE OF THRIFT SUPERVISION

_____)	
In the Matter of)	Order No.: CN 09-02
)	
RIPLEY FEDERAL SAVINGS BANK)	Effective Date: January 21, 2009
)	
Ripley, Ohio)	
OTS Docket No. 03280)	
_____)	

ORDER TO CEASE AND DESIST

WHEREAS, RIPLEY FEDERAL SAVINGS BANK, Ripley, Ohio, OTS Docket No. 03280 (Association), by and through its Board of Directors (Board) has executed a Stipulation and Consent to the Issuance of an Order to Cease and Desist (Stipulation); and

WHEREAS, the Association, by executing the Stipulation, has consented and agreed to the issuance of this Order to Cease and Desist (Order) by the Office of Thrift Supervision (OTS) pursuant to 12 USC § 1818(b); and

WHEREAS, pursuant to delegated authority, the OTS Regional Director for the Central Region (Regional Director), is authorized to issue Orders to Cease and Desist where a savings association has consented to the issuance of an order.

NOW, THEREFORE, IT IS ORDERED that:

1. The Association and its directors, officers, and employees shall cease and desist from any action (alone or with others) for or toward causing, bringing about, participating in or counseling, or the aiding and abetting of any unsafe or unsound practice that precipitated the

high level of classified assets, diminished capital, poor earnings, violations of the Flood Insurance Act, 42 USC § 4012a(f), and in contravention of Appendix B to Part 570 of OTS Regulations, 12 CFR Part 570.

Asset Quality

2. a. Effective immediately, the Association shall not originate or acquire the following types of loans:

- i. construction loans,
- ii. land loans,
- iii. multi-family loans,
- iv. farm loans, and
- v. commercial loans, secured and unsecured

(collectively referred to herein as Nonhomogeneous Loans) until such time as the Association has complied with all requirements of subparagraph 2 c. and paragraph 3 below as determined by the Regional Director pursuant to paragraph 3(b) below.

b. The Association may fund Nonhomogeneous Loans-in-process and legally binding loan commitments outstanding as of the Effective Date of this Order and shall submit a list of such obligations and commitments to the Regional Director within thirty (30) days of the Effective Date of this Order.

c. Within thirty (30) days, the Board shall develop, approve, and implement a schedule of quarterly reduction targets for reducing the concentration level of Nonhomogeneous Loans at the Association to a level no greater than 275% of its Core Capital plus ALLL by March 31, 2009.

3. a. Within thirty (30) days, the Board shall revise the Association's loan underwriting procedures for Nonhomogeneous Loans to require loan documentation as prescribed in Sections 213 and 214 of the OTS Examination Handbook and address the comments and recommendations in the OTS Report of Examination dated August 4, 2008 (ROE), including at a minimum:
 - i. documentation of a cash flow analysis that includes debt service coverage ratio in each Nonhomogeneous Loan file; and
 - ii. inclusion of the following items in either the combination loan approval or loan summary worksheet for Nonhomogeneous Loans:
 - A. the loan's purpose,
 - B. an analysis of the borrower's industry, including the industry's current economic conditions, if the loan is in an industry in which the Association has a concentration. For purposes of this subparagraph, a concentration is a group of similar types of assets or liabilities that, when aggregated, exceed 25 percent of the Association's core capital plus allowances for loan and lease losses (ALLL), and
 - C. borrower's related experience in the industry.
- b. Within forty-five (45) days, the Board shall forward a copy of the revised loan underwriting policies required in subparagraph 2.a to the Regional Director for review and comment. The Board shall revise the policies within ten (10) days of receiving the Regional Director's comments, if any, and implement the revised policies within thirty (30) days thereafter. The Board shall send a copy of the final loan underwriting policies approved by the Board to the Regional Director within five (5) days of Board approval.

4. a. Within thirty (30) days, the Board shall approve a schedule of quarterly reduction targets for reducing the level of adversely classified assets at the Association. Within five (5) days of Board approval, the Board shall send a copy of the quarterly reduction targets to the Regional Director for review and approval. The Board shall revise the reduction targets within ten (10) days of receiving the Regional Director's written comments, if any, and implement the quarterly reduction targets immediately thereafter. The Board shall send a copy of the revised quarterly reduction targets approved by the Board to the Regional Director within five (5) days of Board approval.
 - b. On a quarterly basis beginning with the quarter ending March 31, 2009, the Board shall compare scheduled reduction targets to actual results. Additionally, as part of the variance analysis required pursuant to this subparagraph, the Board shall determine any material deviations between the scheduled reduction targets and actual results. The Board shall prepare a written report describing any material deviations between the projections and actual results (Quarterly Classified Assets Variance Report).
 - c. Within thirty (30) days of the close of each quarter, the Board shall provide the Regional Director with a copy of the Quarterly Classified Assets Variance Report required by this paragraph.
5. a. Within forty-five (45) days, the Board shall review and approve revisions to the Association's Classification of Assets Policy to conform to the Interagency Policy Statement on ALLL (OTS CEO Memo dated December 13, 2006). Within five (5) days of Board approval, the Board shall forward a copy of the revised Classification of Assets Policy to the Regional Director for review and comment. The Board shall revise the Classification of Assets Policy within ten (10) days of receiving the Regional Director's

comments, if any, and implement the revised policies immediately thereafter. The Board shall send a copy of the Classification of Assets Policy implemented by the Board to the Regional Director within five (5) days of Board approval of any revisions.

- b. On a quarterly basis beginning with the quarter ending December 31, 2008, within sixty (60) days after each quarter end, the Board shall review the adequacy of the Association's ALLL, including a review of the then current market conditions and the reasonableness of the Association's inputs and assumptions in relation to current economic data and trends. The Board's review, including the factors considered and the conclusions reached in determining the adequacy of the ALLL, shall be fully documented in the appropriate Board meeting minutes.

Loss Mitigation

6. Effective immediately, the Board shall monitor the Association's compliance with its loss mitigation procedures on no less than a quarterly basis. Specifically, the Board shall:
 - a. monitor the Association's compliance with its internal collections and foreclosure policies to ensure that loans are charged off according to the policy and that foreclosures are initiated on all loans ninety (90) days or more contractually past due where the borrower's ability to repay cannot be documented, and
 - b. to ensure that the Association's written workout analysis for each refinanced or modified loan includes:
 - i. the reason for the delinquency,
 - ii. the borrower's current financial condition,
 - iii. the temporary nature of the financial difficulties,
 - iv. the likelihood of the return of financial difficulties, and

- v. the borrower's renewed ability and willingness to honor the terms of the modified agreement.
7. The Association shall ensure that modified Nonhomogeneous Loans:
- a. remain adversely classified for at least twelve (12) months, and
 - b. are properly accounted for under troubled debt restructuring accounting and OTS regulatory guidelines.

Capital

8. As of the Effective Date and at all times thereafter, the Association shall have and maintain:
- (a) a Tier 1 (Core) Capital Ratio of at least nine percent (9%) and (b) a Total Risk-Based Capital Ratio of at least thirteen percent (13 %).
9. Effective immediately, the Board shall (a) review the Association's capital levels at each regular monthly Board meeting, and (b) ensure that the Association continually assesses the sufficiency of the Association's capital levels relative to its risk profile, including but not limited to, such risks as: classified asset levels; ALLL and special valuation allowance amounts; dollar volume and portfolio percentage of Nonhomogeneous Loans; and core earnings. The trends in such risks shall also be reviewed and monitored by the Board. The Board's review of capital adequacy shall be fully detailed in the Board meeting minutes.

Business Plan

10. a. The Board shall revise its current business plan (Business Plan), to include the requirements contained within this Order and the comments contained within the ROE, as well as ensuring, at a minimum, inclusion of the following:

- i. Defined strategies for capital preservation and enhancement commensurate with the risk profile of the Bank and the capital maintenance requirement of paragraph 8 above;
 - ii. Defined portfolio limits on all Nonhomogeneous Loan categories expressed as a percentage of Core Capital plus ALLL;
 - iii. Detailed strategies designed to achieve and sustain profitability;
 - iv. Detailed strategies to enhance both primary and secondary sources of liquidity consistent with OTS Thrift Bulletin 77;
 - v. Detailed strategies to stress-test and adjust earnings forecasts based on continuing operating results, economic conditions and credit quality of the loan portfolio; and
 - vi. Detailed pro forma balance sheets and income statements for a rolling three-year period on a quarterly basis beginning with January 1, 2009.
- b. By February 15, 2009, the Board shall forward a copy of the revised Business Plan to the Regional Director for review and approval. The Board shall revise the Business Plan within ten (10) days of receiving the Regional Director's written comments, if any, and implement the Business Plan immediately thereafter. The Board shall send a copy of the revised Business Plan approved by the Board to the Regional Director within five (5) days of Board approval.
- c. On a quarterly basis, beginning with the first quarter following the receipt of the Regional Director's approval of the Business Plan, the Board shall compare projected operating results contained within the Business Plan to actual results (Quarterly Business Plan Variance Report). As part of the variance analysis required pursuant to this subparagraph, the Board shall determine if there are any material deviations between the

projections contained in the Business Plan and the actual results and prepare a written report describing any material deviations between the projections contained in the Business Plan and the actual results.

- d. Within forty-five (45) days after the end of each quarter, the Board shall provide the Regional Director with a copy of the Quarterly Business Plan Variance Report required by this paragraph.

Correction of Identified Violations

11. a. Within sixty (60) days, the Board shall develop, adopt, and implement specific actions to ensure that the Association addresses all violations noted in the ROE and to prevent recurrence of such violations. The minutes of Board meetings shall document such actions and measures adopted and implemented.
- b. By February 15, 2009, the Board shall adopt and implement a written policy to minimize the Association's credit exposure to individual correspondent banks as required by 12 CFR Part 206.

Management and Board Supervision

12. Within thirty (30) days, the Board shall submit to the Regional Director for written non-objection the name, qualifications, and terms of engagement of at least one independent outside management consultant (Consultant) to conduct a management study as outlined in paragraph 13 below.
13. Within sixty (60) days of the receipt of the written non-objection of the Regional Director to the Consultant, the Consultant shall complete a study of the Board's oversight of the Association and the Association's current management, organizational structure, and staffing in light of the revised Business Plan (as required by paragraph 10 above) and current

financial statements. The findings and recommendations of the Consultant shall be set forth in a written report (Management Study) that is sent to the Board upon completion. At a minimum, the Management Study shall contain:

- a. The identification of present and future management and staffing requirements for each area of the Association, with particular emphasis on Board oversight and senior management;
- b. Detailed written job descriptions for all executive officers;
- c. An evaluation of each director's and officer's knowledge, skills, abilities and a determination of whether each of these individuals possesses the experience and other qualifications required to perform present and anticipated duties of the director's and officer's position;
- d. Recommendations as to whether management or staffing changes should be made, including the need for additions to, or changes to, the current Board and management team;
- e. Objectives by which management's and the Board's effectiveness will be measured;
- f. An evaluation of current lines of authority, reporting responsibilities and delegation of duties for all officers, including identification of any overlapping duties or responsibilities;
- g. An assessment of the Board's strengths and weaknesses in connection with the Association's risk profile along with a director education program designed to strengthen identified weaknesses;

- h. An assessment of whether Board members are receiving adequate information on the operation of the Association to enable them to fulfill their fiduciary duties and other responsibilities under law and regulations;
 - i. Recommendations whether to expand the scope, frequency and sufficiency of information provided to the Board by management; and
 - j. Recommendations to correct or eliminate any other deficiencies in the supervision or organizational structure of the Association.
14. Within three (3) days of receipt of the written results of the Management Study by the Association, two (2) copies of the Management Study shall be forwarded to the Regional Director for review and comment. The Regional Director will accept the Management Study or identify any deficiencies in the Management Study within fourteen (14) days of its receipt in written correspondence to the Board.
15. If the Regional Director identifies deficiencies in the Management Study in a letter to the Board, the Board shall resolve the deficiencies in the Management Study in consultation with the Consultant in the manner and time frame provided by the Regional Director in his letter to the Board.
16. Within thirty (30) days of receipt of the Regional Director's written approval of the Management Study, the Board shall prepare a Management Plan to address any identified management weaknesses noted in the Management Study and implement recommendations contained in the Management Study. The Board's Management Plan shall be submitted to the Regional Director for written non-objection within thirty-five (35) days of receipt of the Regional Director's approval of the Management Study.

17. Within five (5) days of receipt of the Regional Director's written non-objection to the Management Plan, the Board shall adopt, implement and thereafter adhere to the Management Plan.

Liquidity Management Policy

18. By February 15, 2009, the Board shall review and revise the Association's Liquidity Management Policy to address estimates for net funding requirements over short- and long-term funding horizons and contingency funding plans as recommended in the ROE.

Information Security Risk Assessment

19. Within fifteen (15) days of receipt of written non-objection from the Regional Director pursuant to paragraph 27 below, the Board shall retain an independent, qualified information security consultant to complete an enterprise wide risk assessment of the Association's information security program to safeguard customer information in compliance with the standards set forth under Part 570, Appendix B, including Supplement A thereto, of the OTS regulations at 12 CFR Part 570 (Information Security Risk Assessment). The Information Security Risk Assessment shall be conducted after completion of the upcoming data service provider conversion and adequately address the following:

- a. Identify reasonably foreseeable internal and external threats that could result in unauthorized disclosure, misuse, alteration, or destruction of customer information or customer information systems;
- b. Assess the likelihood and potential damage of these threats, taking into consideration the sensitivity of customer information; and
- c. Assess the sufficiency of policy, procedures, and customer information systems in place to protect the security and confidentiality of customer information.

The completed Information Security Risk Assessment shall be forwarded to the Board for review. The Association's response to the Information Security Risk Assessment and any changes implemented should be reviewed by the Board and documented in the minutes of the Board meetings no later than 150 days after the Effective Date.

Information Technology Audit

20. Within fifteen (15) days of receipt of written non-objection from the Regional Director pursuant to paragraph 27 below, the Audit Committee of the Board shall retain a Certified Public Accountant (CPA) or independent, qualified information technology consultant to conduct a comprehensive audit of the Association's information system operations (IT Audit). The IT Audit shall be conducted after completion of the upcoming data service provider conversion and completion of the Information Security Risk Assessment performed in paragraph 19 above. The scope of the IT Audit should detect technology-related risks, ensure a proper control environment, and be based, in part, on the results of the Information Security Risk Assessment. The completed IT Audit shall be forwarded to the Board for review. The Association's response to the IT Audit and any configuration changes implemented should be reviewed by the Board and documented in the minutes of the Board meetings no later than 180 days after the Effective Date.

Compliance with Flood Insurance Requirements

21. Within forty-five (45) days after the end of each quarter, the Association shall prepare a written report identifying all loans originated during the quarter by the Association that trigger requirements under the National Flood Insurance Act of 1968 and the Flood Disaster Protection Act of 1973 (42 USC §§ 4001 et seq.) as implemented by Part 572 of the OTS Regulations, 12 CFR Part 572 (Flood Act Laws and Regulations). Quarterly, the Board shall

review such report of originated loans triggering requirements under the Flood Act Laws and Regulations and ensure that the Association complies with the Flood Act Laws and Regulations.

Restriction on Asset Growth

22. Without the prior written approval of the Regional Director and consistent with the requirements and provisions of OTS Regulatory Bulletin 3b, the Association may not increase its total assets during any quarter in excess of an amount equal to net interest credited on deposit liabilities during the quarter.

Notice of Change of Director or Senior Executive Officer

23. Effective immediately, the Association shall comply with the prior notification requirements for changes in directors and Senior Executive Officers set forth in 12 CFR Part 563, Subpart H. Specifically, (a) the Association must notify OTS at least thirty (30) days before adding or replacing any member of its Board, employing any person as a Senior Executive Officer, or changing the responsibilities of any Senior Executive Officer so that the person would assume a different senior executive officer position, and (b) any proposed director or Senior Executive Officer may not begin service except as permitted by 12 CFR § 563.585 and 12 USC § 1831i.

Brokered Deposits and Interest Rate Restrictions

24. Effective immediately, the Association shall comply with the requirements of 12 CFR § 337.6(b)(2) and shall not, without obtaining the prior written approval of the Federal Deposit Insurance Corporation (FDIC) pursuant to 12 CFR § 337.6(c): (a) accept, renew or roll over any brokered deposit, as that term is defined at 12 CFR § 337.6(a)(2); or (b) act as a deposit broker, as that term is defined at 12 CFR § 337.6(a)(5), by offering interest rates more than

75 basis points over the local rate in the Association's normal market area,. The Association shall provide the OTS Regional Director with: (a) a copy of any waiver request from the Association to the FDIC and (b) a copy of the response received from the FDIC's to any request for such a waiver by the Association.

Golden Parachute Restrictions

25. Effective immediately, the Association shall be subject to the restrictions set forth in 12 CFR Part 359. Such restrictions govern the making of agreements, including employment agreements with severance provisions, "golden parachute payments," and "prohibited indemnification payments". The Association shall not make or agree to make any "golden parachute payment," as that term is defined in 12 USC §1828(k) and in 12 CFR Part 359, unless permitted by the referenced statutory provision and regulations, 12 CFR §359.2 and §359.4.

Notice of Contractual Arrangements Involving Compensation

26. Effective immediately, the Association shall not enter into, renew, extend or revise any contractual arrangement related to compensation or benefits with any director or Senior Executive Officer of the Association, unless it: (a) provides a minimum of thirty (30) days advance notice of the proposed transaction to the Regional Director; and (b) receives a notice of written non-objection from OTS pursuant to OTS Regulatory Bulletin 27b and OTS Examination Handbook § 310.

Contracts Outside of the Ordinary Course of Business

27. Effective immediately, the Association and its subsidiaries shall not enter into any third-party contracts outside of the normal course of business without prior written non-objection of OTS. To seek such written non-objection, the Association shall provide thirty (30) days

advance written notice to the Regional Director of any such proposed contract. At a minimum, such notice shall set forth the Association's reasons for seeking the contract and shall transmit a copy of the proposed contract to the Regional Director pursuant to OTS Thrift Bulletin 82a and OTS Examination Handbook § 310.

Effective Date, Incorporation of Stipulation

28. This Order is effective on the Effective Date as shown on the first page. The Stipulation is made a part hereof and is incorporated herein by this reference.

Duration

29. This Order shall remain in effect until terminated, modified or suspended, by written notice of such action by OTS, acting by and through its authorized representatives.

Time Calculations

30. Calculation of time limitations for compliance with the terms of this Order run from the Effective Date and shall be based on calendar days, unless otherwise noted.

31. The Regional Director may extend any of the deadlines set forth in the provisions of this Order upon written request by the Association that includes reasons in support for any such extension. Any OTS extension shall be made in writing.

Submissions and Notices

32. All submissions, including progress reports, to OTS that are required by or contemplated by this Order shall be submitted within the specified timeframes.

33. Except as otherwise provided herein, all submissions, requests, communications, consents or other documents relating to this Order shall be in writing and sent by first class U.S. mail (or by reputable overnight carrier, electronic facsimile transmission or hand delivery by messenger) addressed as follows:

a. **To OTS:**

Thomas A. Barnes, Regional Director
Office of Thrift Supervision
One South Wacker Drive, Suite 2000
Chicago, Illinois 60606
Facsimile: (312) 917-5002

b. **To the Association:**

William R. Geschwind, Chairman of the Board
Ripley Federal Savings Bank
1006 South Second Street
Ripley, Ohio 45167
Facsimile: (937) 392-1163

No Violations Authorized

34. Nothing in this Order or the Stipulation shall be construed as allowing the Association, its Board, officers or employees to violate any law, rule, or regulation.

IT IS SO ORDERED.

OFFICE OF THRIFT SUPERVISION

/s/
By: _____
Thomas A. Barnes
Regional Director, Central Region

Date: See Effective Date on page 1

UNITED STATES OF AMERICA
Before the
OFFICE OF THRIFT SUPERVISION

_____)	
In the Matter of)	Order No.: CN 09-02
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)	
RIPLEY FEDERAL SAVINGS BANK)	Effective Date: January 21, 2009
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Ripley, Ohio)	
OTS Docket No. 03280)	
_____)	

STIPULATION AND CONSENT TO ISSUANCE OF ORDER TO CEASE AND DESIST

WHEREAS, the Office of Thrift Supervision (OTS), acting by and through its Regional Director for the Central Region (Regional Director), and based upon information derived from the exercise of its regulatory and supervisory responsibilities, has informed **RIPLEY FEDERAL SAVINGS BANK**, Ripley, Ohio, OTS Docket No. 03280 (Association) that OTS is of the opinion that grounds exist to initiate an administrative proceeding against the Association pursuant to 12 USC § 1818(b);

WHEREAS, the Regional Director, pursuant to delegated authority, is authorized to issue Orders to Cease and Desist where a savings association has consented to the issuance of an order; and

WHEREAS, the Association desires to cooperate with OTS to avoid the time and expense of such administrative cease and desist proceeding by entering into this Stipulation and Consent to the Issuance of Order to Cease and Desist (Stipulation) and, without admitting or denying that such grounds exist, but only admitting the statements and conclusions in Paragraph 1 below concerning Jurisdiction, hereby stipulates and agrees to the following terms:

1. Jurisdiction

- a. The Association is a “savings association” within the meaning of 12 USC § 1813(b) and 12 USC § 1462(4). Accordingly, the Association is “an insured depository institution” as that term is defined in 12 USC § 1813(c); and
- b. Pursuant to 12 USC § 1813(q), the Director of OTS is the “appropriate Federal banking agency” with jurisdiction to maintain an administrative enforcement proceeding against a savings association. Therefore, the Association is subject to the authority of OTS to initiate and maintain an administrative cease and desist proceeding against it pursuant to 12 USC § 1818(b).

2. OTS Findings of Fact

Based on an August 4, 2008 comprehensive examination of the Association, OTS finds that the Association has engaged in unsafe and unsound banking practices, including operating with a deteriorating level of adversely classified assets, diminished capital, poor earnings, violations of the Flood Insurance Act, 42 USC § 4012a(f), and in contravention of Appendix B to Part 570 of OTS Regulations, 12 CFR Part 570.

3. Consent

The Association consents to the issuance by OTS of the accompanying Order to Cease and Desist (Order). The Association further agrees to comply with the terms of the Order upon the Effective Date of the Order and stipulates that the Order complies with all requirements of law.

4. Finality

The Order is issued by OTS under 12 USC § 1818(b) and upon the Effective Date it shall be a final order, effective and fully enforceable by OTS under the provisions of 12 USC § 1818(i).

5. Waivers

The Association waives the following:

- a. The right to be served with a written notice of OTS's charges against it as provided by 12 USC § 1818(b) and 12 CFR Part 509;
- b. The right to an administrative hearing of OTS's charges as provided by 12 USC § 1818(b) and 12 CFR Part 509;
- c. The right to seek judicial review of the Order, including, without limitation, any such right provided by 12 USC § 1818(h), or otherwise to challenge the validity of the Order; and
- d. Any and all claims against OTS, including its employees and agents, and any other governmental entity for the award of fees, costs, or expenses related to this OTS enforcement matter and/or the Order, whether arising under common law, federal statutes or otherwise.

6. OTS Authority Not Affected

Nothing in this Stipulation or accompanying Order shall inhibit, estop, bar or otherwise prevent OTS from taking any other action affecting the Association if at any time OTS deems it appropriate to do so to fulfill the responsibilities placed upon OTS by law.

7. Other Governmental Actions Not Affected

The Association acknowledges and agrees that its consent to the issuance of the Order is solely for the purpose of resolving the matters addressed herein, consistent with Paragraph 6 above, and does not otherwise release, discharge, compromise, settle, dismiss, resolve, or in any way affect any actions, charges against, or liability of the Association that arise pursuant to this action or otherwise, and that may be or have been brought by any governmental entity other than OTS.

8. Miscellaneous

- a. The laws of the United States of America shall govern the construction and validity of this Stipulation and of the Order;
- b. If any provision of this Stipulation and/or the Order is ruled to be invalid, illegal, or unenforceable by the decision of any Court of competent jurisdiction, the validity, legality, and enforceability of the remaining provisions hereof shall not in any way be affected or impaired thereby, unless the Regional Director in his or her sole discretion determines otherwise;
- c. All references to OTS in this Stipulation and the Order shall also mean any of the OTS's predecessors, successors, and assigns;
- d. The section and paragraph headings in this Stipulation and the Order are for convenience only and shall not affect the interpretation of this Stipulation or the Order;
- e. The terms of this Stipulation and of the Order represent the final agreement of the parties with respect to the subject matters thereof, and constitute the sole agreement of the parties with respect to such subject matters; and
- f. The Stipulation and Order shall remain in effect until terminated, modified, or suspended in writing by OTS, acting through its Regional Director or other authorized representative.

9. Signature of Directors/Board Resolution

Each Director signing this Stipulation attests that he or she voted in favor of a Board Resolution authorizing the consent of the Association to the issuance of the Order and the execution of the Stipulation.

WHEREFORE, the Association, by its directors, executes this Stipulation.

Accepted by:

RIPLEY FEDERAL SAVINGS BANK
Ripley, Ohio

OFFICE OF THRIFT SUPERVISION

By: _____ /s/
William R. Geschwind
Chairman

By: _____ /s/
Thomas A. Barnes
Regional Director, Central Region

_____/s/
John P. Cropper, Director

Date: See Effective Date on page 1

_____/s/
Danny R. Grooms, Director

_____/s/
Kenneth D. Morrison, Director

_____/s/
David E. Poole, Director