

Credit Union Act (“FCUA”), 12 U.S.C. § 1786(g). Hall, without admitting or denying that said grounds exist (except those set forth as to Jurisdiction in paragraph 2), desires to avoid the time, cost and expense of administrative litigation. Accordingly, Hall consents to the issuance by NCUAB of an Order of Prohibition (“Order”) in consideration of the settlement, compromise and resolution of all potential administrative claims and charges that have been or might be asserted by NCUAB against Hall arising out of her position with Campbell Soup.

2. Jurisdiction. Pursuant to its authority under Section 206 of the FCUA, 12 U.S.C. § 1786, the NCUAB is the appropriate Federal agency to maintain an administrative action against an “institution-affiliated party.” Hall is an “institution-affiliated party” within the meaning of Section 206(r) of the FCUA, 12 U.S.C. § 1786(r). Accordingly, Hall admits the jurisdiction of the NCUAB over her and over the subject matter of this action

3. Finality. Hall consents to the issuance of the Order, and agrees to comply with all of its terms. The Order complies with all requirements of law, and issues pursuant to Section 206 of the FCUA, 12 U.S.C. § 1786. Upon its issuance, the Order is final, effective and fully enforceable by the NCUAB. The laws of the United States of America govern the construction and validity of this Stipulation and the Order, and the section and paragraph headings do not affect the interpretation of this Stipulation or the Order.

4. Waivers. Hall waives her right to an administrative hearing provided by Section 206(g)(4) of the FCUA, 12 U.S.C. § 1786(g)(4). Hall further waives her right to seek judicial review of the Order, or otherwise challenge the validity or legality of the Order.

5. Other Actions. Pursuant to this Stipulation, Hall hereby agrees that the Order is solely for the purpose of settling and resolving NCUAB’s claims against her, as provided by paragraph 1 of this Stipulation, and does not release, discharge, compromise, settle, dismiss, resolve, or in any way affect any actions, claims, charges against, or liabilities that

arise in connection with her former or current affiliations with Campbell Soup, or any affiliate thereof, and that may be or have been brought by any other Federal or state government agency or entity other than the NCUAB.

WHEREFORE, in consideration of the foregoing, Susan E. Hall and the National Credit Union Administration Board execute this Stipulation and Consent to the Issuance of an Order of Prohibition.

/s/

March 29, 2000

Susan E. Hall

Date

NATIONAL CREDIT UNION ADMINISTRATION BOARD

/s/

April 4, 2000

Gerard S. Poliquin
Office of General Counsel

Date