

**UNITED STATES OF AMERICA
BEFORE THE BOARD OF GOVERNORS OF THE
FEDERAL RESERVE SYSTEM
WASHINGTON, D.C.**

ON CERTIFICATION OF THE DEPARTMENT)
OF THE TREASURY-- OFFICE OF THE)
COMPTROLLER OF THE CURRENCY)

In the Matter of a Notice to)
Prohibit Further Participation)
Against MARIAN L. BUTLER,)

DOCKET NO. OCC-AA-
EC-02-07

Former Employee,)
CoreStates Financial (now First Union))
PHILADELPHIA, PENNSYLVANIA)

ORDER OF PROHIBITION

WHEREAS, pursuant to section 8(e) of the Federal Deposit Insurance Act, as amended (the "Act")(12 U.S.C. § 1818(e)), the Board of Governors of the Federal Reserve System ("the Board") is of the opinion, for the reasons set forth in the accompanying Final Decision, that a final Order of Prohibition should issue against MARIAN L. BUTLER ("Butler"), a former employee and institution-affiliated party, as defined in Section 3(u) of the Act (12 U.S.C § 1813(u)), of CoreStates Financial (now First Union), Philadelphia, Pennsylvania, a national banking association.

NOW, THEREFORE, IT IS HEREBY ORDERED, pursuant to section 8(e) of the Act, 12 U.S.C. § 1818(e), that:

1. In the absence of prior written approval by the Board, and by any other Federal financial institution regulatory agency where necessary pursuant to section 8(e)(7)(B) of the Act (12 U.S.C. § 1818(e)(7)(B)), Butler is hereby prohibited:

(a) from participating in the conduct of the affairs of any bank holding company, any insured depository institution or any other institution specified in subsection 8(e)(7)(A) of the Act (12 U.S.C. § 1818(e)(7)(A));

(b) from soliciting, procuring, transferring, attempting to transfer, voting or attempting to vote any proxy, consent, or authorization with respect to any voting rights in any institution described in subsection 8(e)(7)(A) of the Act (12 U.S.C. § 1818(e)(7)(A));

(c) from violating any voting agreement previously approved by any Federal banking agency; or

(d) from voting for a director, or from serving or acting as an institution-affiliated party as defined in section 3(u) of the Act (12 U.S.C. § 1813(u)), such as an officer, director, or employee.

2. This Order, and each provision hereof, is and shall remain fully effective and enforceable until expressly stayed, modified, terminated or suspended in writing by the Board.

This Order shall become effective at the expiration of thirty days after service is made.

By Order of the Board of Governors, this 13 day of February, 2003.

BOARD OF GOVERNORS OF THE
FEDERAL RESERVE SYSTEM

(signed) Jennifer J. Johnson

Jennifer J. Johnson
Secretary of the Board