

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 66312 / February 2, 2012

ACCOUNTING AND AUDITING ENFORCEMENT
Release No. 3362 / February 2, 2012

ADMINISTRATIVE PROCEEDING
File No. 3-14737

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In the Matter of	:	ORDER INSTITUTING ADMINISTRATIVE
	:	PROCEEDINGS PURSUANT TO RULE
DALE SHAFER, CPA,	:	102(e) OF THE COMMISSION’S RULES OF
	:	PRACTICE, MAKING FINDINGS, AND
Respondent.	:	IMPOSING REMEDIAL SANCTIONS
	:	
	:	
	:	

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted against Dale Shafer (“Respondent” or “Shafer”) pursuant to Rule 102(e)(3)(i) of the Commission’s Rules of Practice.¹

II.

¹ Rule 102(e)(3)(i) provides, in relevant part, that:

The Commission, with due regard to the public interest and without preliminary hearing, may, by order, . . . suspend from appearing or practicing before it any . . . accountant . . . who has been by name . . . permanently enjoined by any court of competent jurisdiction, by reason of his or her misconduct in an action brought by the Commission, from violating or aiding and abetting the violation of any provision of the Federal securities laws or of the rules and regulations thereunder.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over him and the subject matter of these proceedings, and the findings contained in Section 4 below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Rule 102(e) of the Commission’s Rules of Practice, Making Findings, and Imposing Remedial Sanctions (“Order”), as set forth below.

III.

On the basis of this Order and Respondent’s Offer, the Commission finds that:

1. Dale Bruce Shafer, age 42, is and has been a certified public accountant licensed since 1996 to practice in the State of Ohio. He served as interim Chief Financial Officer and Senior Vice President of Oak Hill Financial, Inc. (“Oak Hill”) from December 2006 until May 2008.

2. Oak Hill was, at all relevant times, an Ohio corporation with its principal place of business in Jackson, Ohio. Oak Hill was a bank. At all relevant times, Oak Hill’s common stock was registered with the Commission pursuant to Section 12(b) of the Securities Exchange Act of 1934 (“Exchange Act”), and traded on the NASDAQ National Market under the symbol OAKF.

3. WesBanco Inc., is a holding company incorporated in West Virginia with its principal executive offices in Wheeling, West Virginia. Its common stock is registered with the Commission pursuant to Section 12(b) of the Exchange Act, and it trades on the Nasdaq under the ticker symbol WSBC.

4. On January 19, 2012, the Commission filed a complaint against Shafer in SEC v. Dale Shafer, et al. (Civil Action No. 1:12-CV-62 S.D. Ohio). On January 27, 2012, the court entered an order permanently enjoining Shafer, by consent, from future violations of Section 10(b) of the Exchange Act and Rule 10b-5 thereunder. Shafer was also ordered to pay \$33,484.08 jointly and severally in disgorgement of ill-gotten gains and \$5,473.73 in prejudgment interest; and a \$33,484.08 civil money penalty.

5. The Commission’s complaint alleged, among other things, that Shafer owed a fiduciary duty of trust and confidence to the shareholders of Oak Hill to maintain the confidentiality of the information entrusted to him about the merger with WesBanco. Shafer knowingly or recklessly breached his duty by communicating this information to his cousin and in doing so he thereby received a personal benefit.

IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanction agreed to in Respondent Shafer's Offer.

Accordingly, it is hereby ORDERED, effective immediately, that:

A. Shafer is suspended from appearing or practicing before the Commission as an accountant.

B. After five years from the date of this order, Shafer may request that the Commission consider his reinstatement by submitting an application (attention: Office of the Chief Accountant) to resume appearing or practicing before the Commission as:

1. a preparer or reviewer, or a person responsible for the preparation or review, of any public company's financial statements that are filed with the Commission. Such an application must satisfy the Commission that Respondent's work in his practice before the Commission will be reviewed either by the independent audit committee of the public company for which he works or in some other acceptable manner, as long as he practices before the Commission in this capacity; and/or

2. an independent accountant. Such an application must satisfy the Commission that:

(a) Respondent, or the public accounting firm with which he is associated, is registered with the Public Company Accounting Oversight Board ("Board") in accordance with the Sarbanes-Oxley Act of 2002, and such registration continues to be effective;

(b) Respondent, or the registered public accounting firm with which he is associated, has been inspected by the Board and that inspection did not identify any criticisms of or potential defects in the respondent's or the firm's quality control system that would indicate that the respondent will not receive appropriate supervision;

(c) Respondent has resolved all disciplinary issues with the Board, and has complied with all terms and conditions of any sanctions imposed by the Board (other than reinstatement by the Commission); and

(d) Respondent acknowledges his responsibility, as long as Respondent appears or practices before the Commission as an independent accountant, to comply with all requirements of the Commission and the Board, including, but not limited to, all requirements relating to registration, inspections, concurring partner reviews and quality control standards.

C. The Commission will consider an application by Respondent to resume appearing or practicing before the Commission provided that his state CPA license is

current and he has resolved all other disciplinary issues with the applicable state boards of accountancy. However, if state licensure is dependent on reinstatement by the Commission, the Commission will consider an application on its other merits. The Commission's review may include consideration of, in addition to the matters referenced above, any other matters relating to Respondent's character, integrity, professional conduct, or qualifications to appear or practice before the Commission.

By the Commission.

Elizabeth M. Murphy
Secretary