

FEDERAL RESERVE BANK OF DALLAS

DALLAS, TEXAS 75222

Notice 92-90
September 30, 1992

ELECTION OF DIRECTORS REPORT OF NOMINATIONS—VOTING PROCEDURES

To All Member Banks in the Eleventh Federal Reserve District:

In accordance with the provisions of Section 4 of the Federal Reserve Act, as amended by the Federal Reserve Reform Act of 1977, and my notice dated August 18, 1992, in regard to the election of directors of this Bank to succeed Robert G. Greer, Class A Director, and Gary E. Wood, Class B Director, whose terms expire December 31, 1992, there are given herein the names of the candidates nominated for such directors and the names of the banks which made the nominations.

Except in the case of any member banks that are subsidiaries of the same bank holding company, * there is sent herewith to each bank in Group 2 a ballot for use in voting for a Class A Director and to each bank in Group 3 a ballot for use in voting for a Class B Director. Also enclosed are an envelope bearing on its face the certificate in regard to the vote and a colored envelope marked "Ballot—Directors' Election," in which the ballot is to be sealed. When several banks are subsidiaries of a bank holding company, **the voting forms are being sent only to the bank designated to participate in this election;** therefore, banks in Groups 2 and 3 that will not participate in this election are being sent this notice, without forms, for their information.

The ballot and certificate on the envelope must be executed by an officer who has been authorized to cast the vote. A list of the designated officers, revised to date, forms a part of this notice. In order that the balloting may be secret, the name of the bank and the voting officer should not be written on the ballot but only on the certificate envelope. **If the official signature of the officer casting the ballot has not been filed with this Federal Reserve Bank, such official signature should be filed before the polls close.**

Please follow carefully the instructions which are printed on the ballot, on the envelopes, and on page 3 of this notice.

The following procedure is required in the case of both the Class A and Class B ballots:

- (1) The preferential ballot should be marked.**
- (2) It should be placed in the colored envelope marked "Ballot—Directors' Election" and that envelope sealed.**
- (3) Then after the certificate on the white certificate envelope is executed, the colored sealed envelope (containing the ballot) should be placed within the white certificate envelope and that envelope sealed.**
- (4) The sealed white certificate envelope containing the sealed ballot envelope should then be returned to me in the enclosed self-addressed envelope.**

***Section 4 of the Federal Reserve Act, as amended, reads in part as follows:**

"...That whenever any member banks within the same Federal Reserve district are subsidiaries of the same bank holding company within the meaning of the Bank Holding Company Act of 1956, participation in any such nomination or election by such member banks, including such bank holding company if it is also a member bank, shall be confined to one of such banks, which may be designated for the purpose by such holding company."

In this connection, the Board of Governors of the Federal Reserve System has ruled that a holding company affiliate, having one or more subsidiary banks in each of the three groups into which member banks of a Federal Reserve district are divided for the purpose of electing directors, may designate one such bank in each group to participate in the nomination and election of each Class A Director and each Class B Director chosen by the group of which such bank is a member, and such member bank so designated may validly participate in such nomination and election. **Accordingly, banks in Groups 2 and 3 affected by the foregoing provision of law are requested to take prompt action to have the appropriate bank holding company designate, if it has not already designated, one of such banks to participate in this election.**

Under the law, the ballot must be returned so as to reach me within 15 days after its receipt. The polls will open on October 7, 1992, and close at 2 p.m. on October 22, 1992. At that time, the ballot box will be opened at this Bank, the sealed envelopes containing the ballots will be opened, the votes counted, and the results of the election announced. The candidates are invited to be present or represented on that occasion.

While the banks in Group 1 will not vote in this election, this notice is sent to them, without forms, for their information. Group 1 consists of members banks with combined capital and surplus of \$6,000,000 and over.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Leo S. L..." followed by a long, sweeping flourish.

Chairman of the Board

Enclosures (4)

IMPORTANT

For your information, there is quoted below an extract from Section 4 of the Federal Reserve Act which sets forth the method of balloting:

“Within fifteen days after receipt of the list of candidates the duly authorized officer of a member bank shall certify to the chairman his first, second, and other choices for director of Class A or Class B, respectively, upon a preferential ballot upon a form furnished by the chairman of the board of directors of the Federal Reserve Bank of the district. Each such officer shall make a cross opposite the name of the first, second, and other choices for a director of Class A and for a director of Class B, but shall not vote more than one choice for any one candidate.”

In the case of the Class A ballots (Group 2), where there are three candidates involved, a member bank, in making its first and second choices, will be deemed to have indicated the other candidate as its third choice.

CANDIDATES FOR CLASS A DIRECTOR

(Listed Alphabetically)

JEFF AUSTIN, JR.

Chairman of the Board
Texas National Bank
Longview, Texas

Jeff Austin, Jr. was born in Frankston, Texas, in 1938. He grew up in a banking family in Frankston and graduated from Frankston High School in 1956. Mr. Austin received a B.B.A. degree from the University of Texas at Austin in 1960. He completed the Southwestern Graduate School of Banking at Southern Methodist University in 1968.

Mr. Austin began his banking career at First State Bank, Frankston, while a student in high school. He also worked part-time for the former American National Bank in Austin, but started full-time work in Jacksonville at First National Bank in 1960 after graduation from the University of Texas at Austin. He became associated with Texas National Bank, Longview, in July 1984, where he was elected Chairman of the Board, a position he holds today.

Mr. Austin has been active in banking affairs serving the Texas Bankers Association in many capacities, but most recently as president in 1988-89. He has also served on the Leadership Council, as well as the Government Relations Council, of the American Bankers Association.

Among civic activities, Mr. Austin is a former president of the East Texas Chamber of Commerce and the Jacksonville Chamber of Commerce; a former member of the Board of Regents of Texas Eastern University, Tyler; a director of Nan Travis Memorial Hospital in Jacksonville and of Southwestern Electric Service Company in Dallas. He served on the Board of Directors of the Houston Branch of the Federal Reserve Bank of Dallas from 1986 to 1992. He is also involved in various other civic organizations and is a member of the Rotary Club.

Mr. Austin and his wife, Sissy, have raised and educated three children, two daughters and one son. Two of their children are bankers. Their two grandchildren are their pride and joy.

Nominated by the Following Banks in Group 2:

TEXAS

Abilene First State Bank, National Association
Atlanta The Atlanta National Bank
Bellville The First National Bank of Bellville
Big Spring The State National Bank of Big Spring
Brenham Brenham National Bank
Brownwood Citizens National Bank at Brownwood
Corpus Christi Coastal Bend National Bank
Dallas First Lakewood National Bank
Gilmer The First National Bank of Gilmer
Hereford The First National Bank of Hereford
Houston Tanglewood Bank, National Association
Kerrville First National Bank of Kerrville
Longview Community National Bank
Longview Texas National Bank
McAllen Inter National Bank
Nacogdoches Commercial National Bank in Nacogdoches
Nacogdoches Security National Bank
Pecos The Security State Bank of Pecos
Richardson Canyon Creek National Bank
Sulphur Springs Sulphur Springs State Bank
Sweetwater First National Bank, Sweetwater, Texas
Waco First Waco National Bank
Winnsboro The First National Bank of Winnsboro

CANDIDATES FOR CLASS A DIRECTOR—Continued

LAWRENCE R. LEGLER

President and Chief Executive Officer
The Yoakum National Bank
Yoakum, Texas

Lawrence R. Legler was born on a farm near Fayetteville, Texas, started school in the small community of Live Oak Hill near Ellinger, Texas, and graduated from Santa Fe High School in 1944. He attended the University of Texas and received his B.B.A. degree in business and finance from the University of Houston in 1957. He also received a diploma for completion of The Commercial Lending School courses at Oklahoma University in 1981.

Prior to entering the University of Texas, he served in the United States Army in the Asiatic Pacific theatre during World War II and later with the occupation forces in Korea.

Mr. Legler started his banking career with South Texas National Bank which later merged with the Union National Bank to become the Texas National Bank of Houston, Texas. In 1961, he accepted a position with the Yoakum National Bank and held a number of titles before becoming President and Chief Executive Officer in 1985. He also has served as a director of the bank since 1972.

He has been active in banking and business affairs, having served as a director of the South Central Texas Bankers Association,

the Texas Agriculture Finance Authority, and the Development Board of Texas Lutheran College at Seguin, Texas. He also served as local director for the United Nations efforts for several years.

Among civic activities, Mr. Legler has served as a director and President of the Yoakum Rotary Club in 1977. He is past President of the local Sons of Hermann Lodge and the Yoakum Camera Club, is past Post Commander of the local V.F.W., and serves currently as a director of the Executive Dinner Club in Victoria, Texas. He is a member of various local civic clubs including the American Legion and Disabled American Veterans Association.

Mr. Legler has served as Secretary and Treasurer of the St. Paul Lutheran Church in Houston and is currently a member of Holy Cross Lutheran Church in Yoakum where he has taught Sunday School.

He and his wife, Alice, have two children who are married and live in Austin, Texas.

Nominated by the Following Bank in Group 2:

TEXAS

Yoakum.....The Yoakum National Bank

CHARLES M. NEFF, JR.

President
Houston National Bank
Houston, Texas

Charles M. "Mack" Neff, Jr. was born in Baton Rouge, Louisiana, and raised in St. Petersburg, Florida. He received his B.B.A. degree in Business Administration with a double major in Finance and Economics from the University of South Florida, Tampa, Florida, in 1973.

Mr. Neff has 20 years of experience in the banking industry, 13 as President and Chief Executive Officer. He has been President and Chief Executive Officer of Houston National Bank and First Houston Bancshares, Inc. since February 1988. Prior to that time, he served as President and Chief Executive Officer of American Bank, Houston, from January 1980 to January 1985, and at Texas Capital Bank, Houston, from January 1985 to February 1988.

Mr. Neff is active as a member of the Board of Directors of Independent Bankers Association of Texas (IBAT), President of IBAT Services, Secretary/Treasurer of IBAT, as well as an established member of local community and church organizations.

Mr. Neff has been married 20 years to his wife, Laura, and they have three children, Mack, Lisa, and Jessica.

Nominated by the Following Bank in Group 2:

TEXAS

Houston.....Houston National Bank

NOTE—A list of the banks in Group 2, showing the officers authorized to cast the vote of each bank, is given on pages 7 through 11 of this circular.

CANDIDATE FOR CLASS B DIRECTOR

MILTON CARROLL

Chairman and Chief Executive Officer
Instrument Products, Inc.
Houston, Texas

Milton Carroll was born and raised in Houston, Texas. He graduated from Texas Southern University in 1973 with a Bachelor of Science degree.

While attending Texas Southern University and after graduation, Mr. Carroll began and developed his professional career with Schlumberger Well Services from 1968 to 1974. From 1974 to 1977, he was Vice President of L.J. Machine Works, Inc.

In 1977, Mr. Carroll founded Instrument Products, Inc., a Houston-based company specializing in manufacturing oil field equipment and other high technology products.

Mr. Carroll plays an active role in business and community affairs. He currently serves as a Commissioner of the Port of Houston Authority and as a director of the Federal Reserve Bank

of Dallas-Houston Branch, the Houston Endowment Foundation, and Houston Industries, Inc.

He is a past Chairman of the Board of Regents of Texas Southern University, serving from 1985 to 1989.

Mr. Carroll enjoys hunting and is an avid golfer. He and his wife, Cynthia, have three children.

Nominated by the Following Banks in Group 3:

TEXAS

- Bridgeport The First National Bank of Bridgeport
- Claude The First National Bank of Claude
- Jacksonville The First National Bank of Jacksonville
- Paducah The First National Bank
- Panhandle The First National Bank of Panhandle
- Quanah First National Bank in Quanah
- Salado Salado National Bank
- Texas City Gulf National Bank

NOTE—A list of the banks in Group 3, showing the officers authorized to cast the vote of each bank, is given on pages 13 through 18 of this circular.

GROUP 2

Consists of all member banks having capital and surplus of over \$2,000,000, but under \$6,000,000.

Banks in this group elect one Class A Director.

LOUISIANA		
Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Bossier City	Citizens National Bank of Bossier City Louisiana	President
Homer	The Homer National Bank	Chairman, President, Vice President, Cashier
Mansfield	First National Bank in Mansfield	Cashier
Ruston	American Bank of Ruston, National Association	President, Vice President, Cashier
West Monroe	First National Bank of West Monroe	President, Vice President, Cashier

NEW MEXICO		
Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Artesia	The First National Bank of Artesia	Chairman, President, Vice President, Cashier
Carlsbad	The Carlsbad National Bank	President, Vice President, Cashier
Clovis	First National Bank of Clovis	President
Clovis	Sunwest Bank of Clovis, National Association	Chairman, President, Vice President, Cashier
Hobbs	Sunwest Bank of Hobbs, National Association	President
Las Cruces	Bank of the Rio Grande, National Association	President
Las Cruces	Sunwest Bank of Las Cruces, National Association	Chairman
Silver City	Sunwest Bank of Grant County	President, Cashier

TEXAS		
Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Abilene	First State Bank, National Association	President
Abilene	United Bank & Trust	President
Addison	Addison National Bank	President
Alice	Alice National Bank	Chairman, President, Vice President, Cashier
Alice	First Community Bank, National Association	Chairman
Alvin	First National Bank of Alvin	President, Executive Vice President
Andrews	The National Bank of Andrews	President, Cashier
Arlington	Arlington National Bank	President
Arlington	Equitable Bank, National Association	President
Arlington	Security Bank of Arlington	President
Athens	Bank of Athens, National Association	President
Athens	The First National Bank of Athens	President, Senior Vice President, Vice President, Cashier
Atlanta	The Atlanta National Bank	Chairman, President, Vice President, Cashier
Austin	Heartland Bank, National Association	President, Cashier
Austin	Union National Bank	Chairman, President
Bastrop	The First National Bank of Bastrop	Chairman, President, Vice President, Cashier
Bay City	The First National Bank of Bay City	Chairman, President, Vice President, Cashier
Bedford	Western American National Bank	James N. McMahon, Chairman and President
Beeville	The Commercial National Bank of Beeville	Chairman, President, Vice President, Cashier
Bellaire	Citizens National Bank of Texas	President
Bells	The First National Bank of Bells	President
Bellville	The First National Bank of Bellville	President, Vice President, Cashier
Big Spring	The First National Bank in Big Spring	Chairman, President, Vice President, Cashier
Big Spring	The State National Bank of Big Spring	Chairman, President, Vice President, Cashier
Borger	First National Bank of Borger	Chairman, President, Vice President
Bowie	The First National Bank of Bowie	President

GROUP 2 — Continued

TEXAS		
Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Brenham	The Brenham National Bank	Chairman, President, Vice President, Cashier
Brownsville	Brownsville National Bank	President
Brownsville	International Bank, National Association	President
Brownwood	Citizens National Bank at Brownwood	President
Burleson	First National Bank of Burleson	President
Canadian	The First National Bank of Canadian	President, Vice President, Cashier
Canton	The Bank of Van Zandt	Albert M. Coleman, President; Ottis R. Metzger, Cashier
Carrollton	City National Bank of Carrollton	President
Carthage	The First National Bank of Carthage	Chairman, President, Vice President, Cashier
Carthage	Panola National Bank	President
Cleburne	Community Bank	President
Cleburne	The First National Bank in Cleburne	President, Vice President
Conroe	National Bank of Conroe	*
Converse	Converse National Bank	President
Corpus Christi	Coastal Bend National Bank	Chairman, President, Vice President, Cashier
Corsicana	City National Bank	President
Crockett	Citizens National Bank	Chairman, President, Vice President, Cashier
Dallas	Abrams Centre National Bank	*
Dallas	American Bank, National Association	President
Dallas	Brookhollow National Bank	President
Dallas	Crown Charter National Bank	President
Dallas	EastPark National Bank	Chairman
Dallas	Fidelity Bank, National Association	William C. Murphy, Chairman and President; Edward D. Mahon, Executive Vice President; Virginia L. Anderson, Secretary
Dallas	First Lakewood National Bank	Chairman, President
Dallas	Founders National Bank-Skillman	President
Dallas	Gateway National Bank	President
Dallas	Interstate National Bank	*
Dallas	Inwood National Bank of Dallas	President
Dallas	Park Central Bank of Dallas	President
Dallas	Texas Central Bank, National Association	James C. Veirs, Chairman/President
Dallas	United National Bank	Chairman, President, Chief Operating Officer
Dayton	First National Bank of Dayton	Chairman, President, Vice President, Cashier
Decatur	The First National Bank in Decatur	Chairman, President, Vice President, Cashier
Denver City	First National Bank	President
Eastland	Eastland National Bank	Chairman, President, Vice President, Cashier
Edinburg	First National Bank in Edinburg	Chairman, President, Vice President, Cashier
El Campo	The First National Bank of El Campo	President, Cashier
El Paso	Bank of El Paso	President
El Paso	Cotinental National Bank	President
El Paso	Montwood National Bank	President
Eules	Landmark Bank-Mid Cities	President, Vice President, Cashier
Fort Sam Houston	Eisenhower National Bank	President, Vice President/Cashier
Fort Worth	Alta Mesa National Bank	President
Fort Worth	Camp Bowie National Bank	Chairman, President, Vice President, Cashier
Fort Worth	Citizens National Bank	President
Fort Worth	Riverbend Bank, National Association	President
Fort Worth	Summit National Bank	President
Fort Worth	Woodhaven National Bank	*
Galveston	The Moody National Bank of Galveston	Vice President
Galveston	University National Bank	Chairman, President
Garland	Central Bank	President
Garland	Northeast National Bank	*
Garland	Security Bank, National Association-Garland	President
Giddings	First National Bank of Giddings	President
Giddings	Lee County National Bank	President
Gilmer	The First National Bank of Gilmer	Chairman, President, Vice President, Cashier

GROUP 2 — Continued

TEXAS — Continued

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Gladewater	Gladewater National Bank	Chairman, President, Vice President, Cashier
Gonzales	American National Bank	J.L. Mills, President
Graham	First National Bank in Graham	Chairman, President, Vice President, Cashier
Granbury	Heritage National Bank	Frank B. Kimmell, President
Grand Prairie	First Continental Bank of Grand Prairie, National Association ...	President
Groesbeck	First National Bank	Cashier
Harlingen	The Harlingen National Bank	President, Vice President, Cashier
Hereford	The First National Bank of Hereford	Cashier
Highland Village	United Commerce Bank of Highland Village, National Association	President
Houston	Antoine National Bank	*
Houston	Asian American National Bank	Secretary of the Board
Houston	Champions Bank, N.A.	President
Houston	Charter National Bank - Colonial	Chairman, President, Vice President, Cashier
Houston	Clear Lake National Bank	President
Houston	Cypress National Bank	Chairman, President, Vice President, Cashier
Houston	Fidelity National Bank	President
Houston	First Northwestern Bank, National Association	President
Houston	Houston Community Bank, National Association	Chairman, President
Houston	Houston Independent Bank, National Association	President
Houston	Houston National Bank	President
Houston	Independence Bank, National Association	President
Houston	Langham Creek National Bank	President
Houston	Lone Star Bank, N.A.	President, Cashier
Houston	National Commerce Bank	President
Houston	Omnibank National Association	Chairman, President, Vice President, Cashier
Houston	Park National Bank of Houston	Chairman
Houston	Peoples Bank	Chairman, President, Executive Vice President
Houston	Security Bank, National Association	*
Houston	Southern National Bank of Texas	Harold Dodd, Chairman; Joseph Catania, President
Houston	Sunbelt National Bank	Chairman, President
Houston	Tanglewood Bank, National Association	Chairman, President, Cashier
Houston	Texas First National Bank	President
Houston	Texas Guaranty National Bank	*
Houston	Unity National Bank of Houston	Chairman (Co-Chairman)
Houston	Westheimer National Bank	Chairman, President
Houston	Woodforest National Bank	Chairman, President, Vice President, Cashier
Humble	Humble National Bank	President
Hurst	Mid-Cities National Bank	Chairman
Irving	First Bank/Las Colinas	President
Jefferson	The First National Bank of Jefferson	President
Katy	Community Bank	Chairman, Vice Chairman, President
Katy	Mayde Creek Bank, National Association	President or Executive Vice President
Katy	Queststar Bank, National Association	Chairman, President, Vice President, Cashier
Kerrville	First National Bank of Kerrville	Chairman, President, Vice President, Cashier
Kilgore	City National Bank of Kilgore	President
Killeen	First National Bank	Chairman, President, Vice President, Cashier
Kingsville	Kleberg First National Bank of Kingsville	Chairman, President, Vice President, Cashier
Kingwood	Kingwood Bank, National Association	President, Cashier
Kountze	First City, Texas - Kountze	President, Cashier
Lake Worth	Lake Worth National Bank	President
Lamesa	The First National Bank of Lamesa	Chairman, President, Vice President, Cashier
La Porte	Bayshore National Bank of La Porte	President
Laredo	Falcon National Bank	President, Cashier
Laredo	NBC Bank - Laredo, National Association	President, Cashier
Liberty	The First Liberty National Bank	Chairman, President
Lindale	Lindale National Bank	President
Llano	Llano National Bank	David Willmann, President

GROUP 2 — Continued

TEXAS — Continued		
Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Longview	Community National Bank	President
Longview	Texas Commerce Bank - Longview, National Association	Vice President, Cashier
Longview	Texas National Bank	President
Lubbock	Lubbock National Bank	Chairman, President, Executive Vice President
Lubbock	Shadow Hills National Bank	President, Vice President, Cashier
Lubbock	Western National Bank	President
Lubbock	Whisperwood National Bank	President
Lufkin	Texas Bank, National Association	President, Vice President, Cashier
Madisonville	First Madisonville National Bank	President
Mansfield	First National Bank Mansfield	President
Marshall	East Texas National Bank of Marshall	Cashier
Mauriceville	Mauriceville National Bank	President
McAllen	Inter National Bank	Chairman, President, Cashier
McAllen	McAllen National Bank	President
McAllen	Rio National Bank	Chairman/Chief Executive Officer
McKinney	Peoples National Bank	Chairman, President, Vice President, Cashier
Mesquite	Mesquite National Bank	President
Mexia	First National Bank of Mexia	President, Vice President, Cashier
Midland	Community National Bank	President
Midland	Midland American Bank	Chairman, President
Missouri City	First National Bank of Missouri City	President
Mount Pleasant	The American National Bank of Mount Pleasant	President
Muleshoe	First Bank of Muleshoe	President
Nacogdoches	Commercial National Bank in Nacogdoches	President
Nacogdoches	Security National Bank	President
New Braunfels	Citizens Bank	President
New Braunfels	Plaza Bank, N.A.	Chairman & Chief Executive Officer
New Braunfels	Texas Commerce Bank-New Braunfels, National Association	President
Odessa	Bank of the West, National Association	President, Vice President
Odessa	First State Bank, National Association	President
Odessa	Western National Bank	Chairman, President, Vice President, Cashier
Ozona	Crockett County National Bank	President, Vice President
Pampa	National Bank of Commerce	President, Vice President
Paris	Peoples National Bank	*
Pearland	West Side National Bank of Pearland	Chairman
Pearsall	Frio National Bank	*
Pecos	The Security State Bank of Pecos	President, Vice President, Cashier
Pharr	Lone Star National Bank	President, Vice President, Cashier
Plainview	First National Bank of Plainview	President, Cashier
Plano	Plano East National Bank	*
Port Lavaca	First National Bank in Port Lavaca	President
Quitman	Wood County National Bank	President
Refugio	The First National Bank of Refugio	Cashier
Richardson	Canyon Creek National Bank	President
Rockport	The First National Bank of Rockport	President
San Antonio	Kelly Field National Bank	Chairman, President, Vice President, Cashier
San Antonio	Stone Oak National Bank	President
San Antonio	Texas Bank, N.A.	Chairman, President & CEO
San Antonio	Valley-Hi National Bank of San Antonio	President, Vice President
San Marcos	State Bank and Trust Company	President, Executive Vice President
Seguin	First Commercial Bank, National Association	President
Seminole	Seminole National Bank	Chairman, President, Vice President, Cashier
Sherman	American Bank of Sherman, National Association	Chairman, President, Vice President, Cashier
Silsbee	First National Bank of Silsbee	Chairman, President, Vice President, Cashier
Silsbee	Silsbee State Bank	Chairman, President, Vice President, Cashier
Snyder	Snyder National Bank	Chairman, President, Executive Vice President, Vice President
Spring	Spring National Bank	*

GROUP 2 — Continued

TEXAS — Continued		
Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Sulphur Springs	First National Bank of Sulphur Springs	President
Sulphur Springs	Sulphur Springs State Bank	President, Cashier
Sweetwater	First National Bank, Sweetwater, Texas	President
The Woodlands	Probank, National Association	President, Executive Vice President
Tomball	Tomball National Bank	President
Tulia	The First National Bank of Tulia	Cashier
Vernon	The Waggoner National Bank of Vernon	President, Vice President
Victoria	Citizens National Bank	President
Waco	Central National Bank	President, Vice President, Cashier
Waco	First Waco National Bank	President
Weatherford	First National Bank and Trust Company of Weatherford	Cashier
Weslaco	City National Bank	Chairman
Wichita Falls	American National Bank	President
Wichita Falls	First National Bank	President
Wichita Falls	Parker Square Bank, N.A.	President, Cashier
Wills Point	Citizens National Bank of Wills Point	President
Winnsboro	The First National Bank of Winnsboro	Chairman, President, Vice President, Cashier
Yoakum	The Yoakum National Bank.....	President, Vice President, Cashier

GROUP 3

Consists of all member banks having capital and surplus of \$2,000,000 and under.

Banks in this group elect one Class B Director.

LOUISIANA		
Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Arcadia	First National Bank, Bienville Parish	President
Bastrop	Bastrop National Bank	President
Benton	First National Bank of Benton	President
Lake Providence	The First National Bank of Lake Providence	President
Mansfield	Progressive National Bank of DeSoto Parish	Chairman, President
Oak Grove	West Carroll National Bank of Oak Grove	President

NEW MEXICO		
Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Alamogordo	First National Bank in Alamogordo	Chairman, President, Executive Vice President, Vice President
Las Cruces	United New Mexico Bank at Las Cruces, National Association .	President
Logan	McFarland Brothers Bank	G.A. Poling, Jr., President
Lordsburg	Western Bank	President
Portales	The Portales National Bank	President, Cashier
Portales	United New Mexico Bank at Portales, National Association	President, Vice President, Cashier
Roswell	First National Bank of Chaves County	President, Executive Vice President, Cashier
Ruidoso	First National Bank of Ruidoso	*
Santa Rosa	The First National Bank of Santa Rosa	President, Executive Vice President, Vice President, Cashier
Silver City	The American National Bank of Silver City	Cashier
Socorro	United New Mexico Bank at Socorro, National Association	President
Truth or Consequences	First Sierra National Bank	Chairman, President, Vice President, Cashier
Tucumcari	The First National Bank in Tucumcari	Chairman, President, Vice President

TEXAS		
Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Albany	The First National Bank of Albany/Breckenridge	Chairman, President, Vice President
Allen	First National Bank of Allen	President, Vice President, Cashier
Alpine	First National Bank in Alpine	President
Amarillo	City National Bank	President, Cashier
Amarillo	Western National Bank	President, Vice President, Cashier
Amherst	The First National Bank of Amherst	President
Anahuac	Anahuac National Bank	President
Anderson	The First National Bank of Anderson	Chairman, President, Vice President, Cashier
Andrews	First National Bank of Andrews	President
Anna	The First National Bank of Anna	President, Cashier
Anson	The First National Bank of Anson	President, Vice President, Cashier
Arlington	Northwest National Bank of Arlington	President, Vice President, Cashier
Aspermont	The First National Bank of Aspermont	President, Vice President, Cashier
Atlanta	The First National Bank of Atlanta	President, Vice President
Austin	Austin National Bank	President
Azle	First National Bank of Azle	President, Cashier
Baird	The First National Bank of Baird	Chairman, President, Vice President, Cashier
Ballinger	The First National Bank of Ballinger	Chairman, President, Vice President
Baytown	Texas National Bank of Baytown	Executive Vice President
Beeville	The First National Bank of Beeville	Chairman, President, Vice President, Cashier

GROUP 3 — Continued

TEXAS		
Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Belton	The First National Bank in Belton	Chairman, President, Vice President, Cashier
Belton	Peoples National Bank	President, Vice President, Cashier
Big Lake	First National Bank - Big Lake	Cashier
Blanco	The Blanco National Bank	President, Vice President, Cashier
Brackettville	The First State Bank	Cashier
Brady	The Brady National Bank	Vice President
Brady	The Commercial National Bank of Brady	Chairman, President, Vice President, Cashier
Breckenridge	Citizens National Bank of Breckenridge	President, Vice President, Cashier
Brenham	Texas National Bank	Chairman, President
Bridgeport	The First National Bank of Bridgeport	Chairman, President, Vice President, Cashier
Bronte	First National Bank in Bronte	President
Brookshire	National Bank of Waller County	President
Brownfield	The First National Bank of Brownfield	Chairman, President, Vice President, Cashier
Bryan	The First National Bank of Bryan	Chairman, President, Vice President, Cashier
Buchanan Dam	Lake Buchanan State Bank	President
Bullard	First National Bank of Bullard	President
Burkburnett	First National Bank in Burkburnett	President
Byers	The First National Bank of Byers	President
Caddo Mills	The State National Bank of Caddo Mills	President
Caldwell	Caldwell National Bank	President, Vice President, Cashier
Cameron	The Citizens National Bank of Milam County	Chairman, President, Vice President, Cashier
Cameron	First National Bank in Cameron	Chairman, President, Vice President
Canton	The First National Bank of Canton	Chairman, President, Vice President, Cashier
Canyon	The First National Bank in Canyon	President, Vice President, Cashier
Carrizo Springs	First National Bank	Chairman, President, Vice President, Cashier
Chillicothe	The First National Bank of Chillicothe	President
Cisco	First National Bank in Cisco	Chairman, President, Vice President
Clarendon	First Bank & Trust of Clarendon	President
Claude	The First National Bank of Claude	Chairman, President, Vice President, Cashier
Cleveland	First National Bank of Cleveland	Chief Executive Officer
Coleman	First Coleman National Bank	Cashier
College Station	Commerce National Bank	President
Colorado City	The City National Bank of Colorado City	Chairman, President, Vice President, Cashier
Colorado City	First National Bank of Colorado City	Mark A. Waldrip, President
Comanche	The Comanche National Bank	President
Conroe	First Bank of Conroe, National Association	*
Cooper	The First National Bank in Cooper	Vice President
Copperas Cove	First National Bank	*
Corpus Christi	Nueces National Bank	President
Corsicana	Corsicana National Bank	President, Vice President, Cashier
Cotulla	Stockmens National Bank in Cotulla	Chairman, President, Vice President
Crockett	First National Bank	Chairman, President
Crosbyton	Citizens National Bank of Crosbyton	President, Vice President
Crowell	Crowell State Bank	Chairman, President, Vice President, Cashier
Daingerfield	The National Bank of Daingerfield	President
Dalhart	First National Bank in Dalhart	President
Dallas	Commercial National Bank of Dallas	President
Dallas	Park Forest National Bank	President, Executive Vice President
Dallas	Preston National Bank	Chairman, Vice Chairman, President
Dawson	First Bank & Trust Company	Chairman, President, Vice President
Del Rio	Del Rio National Bank	President
Deport	The First National Bank of Deport	Cashier
De Soto	Bank of De Soto, National Association	Chairman, President, Vice President, Cashier
Detroit	Community National Bank	*
Dublin	First National Bank of Dublin	Chairman
Dublin	Freedom Bank Dublin, N.A.	President
Duncanville	Duncanville National Bank	President
Eagle Lake	The First National Bank of Eagle Lake	President
Eagle Pass	NBC Bank - Eagle Pass, National Association	Cashier
Edgewood	The First National Bank of Edgewood	Chairman, President, Vice President, Cashier

GROUP 3 — Continued

TEXAS — Continued

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Eldorado	The First National Bank of Eldorado	President, Vice President, Cashier
Emory	The First National Bank of Emory	Vice President, Cashier
Ennis	First National Bank of Ennis	Chairman, President, Vice President, Cashier
Evant	The First National Bank of Evant	President, Vice President
Fabens	The First National Bank of Fabens	President
Fairfield	First National Bank	Chairman, President, Vice President, Cashier
Falfurrias	The First National Bank in Falfurrias	President
Falls City	The Falls City National Bank	Chairman, President, Vice President, Cashier
Farmers Branch	Town North National Bank	Chairman, President, Senior Vice President, Cashier
Floydada	The First National Bank of Floydada	President
Follett	The Follett National Bank	President
Forney	The Farmers National Bank of Forney	Vice President
Fort Hood	Fort Hood National Bank	Chairman, President, Vice President, Cashier
Fort Stockton	First National Bank of Fort Stockton	Chairman, President, Cashier
Fort Worth	Colonial National Bank	President
Fort Worth	The National Bank of Texas at Forth Worth	Chairman, President
Fort Worth	Shady Oaks National Bank	President
Franklin	The First National Bank of Franklin	President, Vice President, Cashier
Fredericksburg	Pioneer National Bank	President
Friendswood	Community National Bank	President, Senior Vice President, Cashier
Gainesville	North Texas Bank & Trust	President
Galveston	Bank of Galveston, National Association	Chairman, President, Vice President, Cashier
Garland	Texas Bank of Garland, National Association	President
Gatesville	National Bank	Chairman, President, Vice President, Cashier
George West	First National Bank in George West	Chairman, President, Vice President, Cashier
Gilmer	Gilmer National Bank	Vice President
Glen Rose	Freedom Bank Glen Rose, N.A.	President, Vice President
Goldthwaite	First National Bank	President
Goliad	The First National Bank of Goliad	Vice President, Cashier
Graford	First National Bank, Graford	President
Granbury	The First National Bank of Granbury	Vice President and Cashier
Grand Prairie	National Bank of Grand Prairie	President
Granger	The First State Bank	Chairman, President, Vice President, Cashier
Granger	The Granger National Bank	Chairman, President, Vice President, Cashier
Grapevine	First National Bank of Grapevine	Chairman, President, Vice President, Cashier
Groom	The State National Bank of Groom	Chairman, President, Vice President, Cashier
Hale Center	The First National Bank of Hale Center	President, Vice President
Hamilton	Freedom Bank, N.A.	Chairman, President
Hamilton	The Hamilton National Bank	President, Vice President, Cashier
Hamlin	Hamlin National Bank	Chairman, President, Vice President, Cashier
Haskell	First National Bank	President, Executive Vice President
Haskell	Haskell National Bank	Chairman, President, Vice President
Hebbronville	The First National Bank of Hebbronville	President
Henrietta	The First National Bank of Henrietta	President
Hico	The First National Bank of Hico	Vice President
Hillsboro	The Citizens National Bank of Hillsboro	Chairman, President, Vice President, Cashier
Holland	The First National Bank of Holland	*
Hondo	Community National Bank	President
Hondo	The Hondo National Bank	Cashier
Houston	Alief Alamo Bank	Executive Vice President
Houston	Citizens National Bank	Chairman, President
Houston	West University Bank, National Association	President, Vice President
Hughes Springs	The First National Bank of Hughes Springs	Chairman
Hutto	Hutto State Bank	President, Vice President, Cashier
Iowa Park	The State National Bank of Iowa Park	Chairman, President, Vice President, Cashier
Irving	Irving National Bank	President
Jacksboro	The First National Bank of Jacksboro	Chairman, President, Vice President, Cashier
Jacksboro	The Jacksboro National Bank	Chairman, Vice President, Cashier
Jacksonville	The First National Bank of Jacksonville	Chairman, President, Vice President, Cashier

GROUP 3 — Continued

TEXAS — Continued		
Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Jacksonville	Texas National Bank of Jacksonville	Chairman, President
Jasper	First National Bank of Jasper	President
Jefferson	Jefferson National Bank	President
Joshua	The First National Bank in Joshua	Chairman, President, Vice President
Junction	First State Bank	President
Junction	Junction National Bank	President, Vice President, Cashier
Karnes City	The Karnes County National Bank of Karnes City	Chairman, President, Vice President, Cashier
Kaufman	The Farmers and Merchants National Bank of Kaufman	Chairman, President, Vice President, Cashier
Kemp	The First National Bank of Kemp	President
Kenedy	First-Nichols National Bank	Chairman, President, Vice President, Cashier
Kilgore	Kilgore First National Bank	President, Cashier
Kress	Kress National Bank	President
La Coste	The La Coste National Bank	Cashier
La Feria	The First National Bank of La Feria	Chairman, President, Vice President
La Grange	The First National Bank of La Grange	Chairman, President, Vice President, Cashier
La Grange	La Grange National Bank	*
Lake Jackson	First National Bank of Lake Jackson	President
Lamesa	The Lamesa National Bank	Chairman, President, Vice President, Cashier
Lampasas	The First National Bank of Lampasas	President, Vice President
Lancaster	United Bank, National Association	Chairman, President, Vice President, Cashier
Leonard	The Leonard National Bank	President
Linden	The First National Bank of Linden	Cashier
Lipan	The First National Bank of Lipan	President
Littlefield	The First National Bank of Littlefield	Chairman, President, Vice President, Cashier
Livingston	The Bank of Livingston	Chairman, President, Vice President, Cashier
Livingston	The First National Bank of Livingston	Chairman, President, Vice President, Cashier
Lockhart	First-Lockhart National Bank	President
Lockney	First National Bank in Lockney	President
Lorena	Lorena State Bank	President
Luling	The First National Bank in Luling	Chairman, President, Vice President, Cashier
Mabank	First National Bank of Gun Barrel City	President
Marble Falls	Marble Falls National Bank	President
Marfa	The Marfa National Bank	Chairman, President, Vice President, Cashier, Assistant Cashier
Mart	The Farmers and Merchants National Bank of Mart	President
Mart	The First National Bank of Mart	President, Vice President, Cashier
Mason	The Mason National Bank	President, Vice President
Matador	First State Bank of Matador	Vice President
McAllen	The Valley National Bank	Chairman, President, Vice President, Cashier
McGregor	The First National Bank of McGregor	President, Vice President, Cashier
Menard	The Menard National Bank	President
Mercedes	Mercedes National Bank	Chairman, President, Vice President
Merkel	The Farmers and Merchants National Bank of Merkel	President
Mertzton	The First National Bank of Mertzton	President, Cashier
Midlothian	First National Bank in Midlothian	Chairman, President, Vice President, Cashier
Mineola	The First National Bank of Mineola	Chairman, President
Mineral Wells	The City National Bank of Mineral Wells	President
Mineral Wells	First State Bank of Mineral Wells	President
Monahans	First National Bank of Monahans	Executive Vice President, Vice President
Moody	The First National Bank of Moody	President
Mount Vernon	The First National Bank of Mount Vernon	President, Vice President
Mount Vernon	Franklin National Bank	President
Munday	First National Bank in Munday	President, Vice President, Cashier
Naples	Morris County National Bank	Chairman, President, Vice President, Cashier
Navasota	The Bank of Navasota, National Association	President
New Boston	The First National Bank of New Boston	Chairman, President, Vice President, Cashier
Newcastle	Farmers National Bank of Newcastle	President, Vice President
Newton	First National Bank of Newton	President, Executive Vice President, Vice President, Cashier

GROUP 3 — Continued

TEXAS — Continued

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
O'Donnell	The First National Bank of O'Donnell	President
Olmito	Rancho Viejo National Bank	President
Olney	First National Bank of Olney	President, Vice President, Cashier
Olton	Olton State Bank	Chairman
Ozona	The Ozona National Bank	President
Paducah	The First National Bank	President
Palestine	The East Texas National Bank of Palestine	President
Palestine	The First National Bank of Palestine	President, Vice President, Cashier
Palestine	The Royall National Bank of Palestine	President, Vice President, Cashier
Panhandle	The First National Bank of Panhandle	President
Paris	First National Bank of Paris	President, Executive Vice President, Cashier
Paris	Lamar National Bank	President
Paris	The Liberty National Bank in Paris	Chairman, President, Vice President, Cashier
Pasadena	Peoples National Bank	Chairman/President
Pasadena	Texas Coastal Bank	Chairman, President, Executive Vice President, Vice President, Cashier
Pearland	First National Bank of Pearland	President, Vice President, Cashier
Pecos	The First National Bank of Pecos	President, Cashier
Perryton	The First National Bank of Perryton	President
Perryton	The Perryton National Bank	Chairman, President, Vice President, Cashier
Pilot Point	The Pilot Point National Bank	President, Cashier
Pittsburg	The Pittsburg National Bank	President
Pleasanton	Atascosa National Bank	President, Vice President, Cashier
Port Neches	The First National Bank of Mid-County	Chairman, President, Cashier
Post	The First National Bank of Post	President
Pottsboro	American National Bank of Pottsboro	President
Quanah	First National Bank in Quanah	Chairman, President, Vice President, Cashier
Quanah	The Security National Bank of Quanah	President, Executive Vice President
Quitaque	The First National Bank of Quitaque	President, Vice President, Cashier
Quitman	The First National Bank of Quitman	President
Ralls	Security Bank	Chairman, President, Vice President, Cashier
Red Oak	First National Bank of Red Oak	Chairman
Richardson	Brookhollow National Bank	*
Richwood	Brazoswood National Bank	Vice President, Cashier
Rio Grande City	First National Bank of Rio Grande City	President
Rockwall	Lakeside National Bank	President
Rosebud	The Planters National Bank of Rosebud	President, Vice President, Cashier
Rosenberg	The First National Bank of Rosenberg	Chairman, President, Vice President, Cashier
Rotan	The First National Bank of Rotan	President
Round Mountain	Cattleman's National Bank	Chairman, President
Round Rock	First National Bank of Round Rock	President
Rowena	The First National Bank of Rowena	Cashier
Royse City	Citizens State Bank	President, Vice President
Rule	The Farmers National Bank of Rule, Texas	Cashier
Sachse	First National Bank of Sachse	President
Saint Jo	The First National Bank of Saint Jo	President, Cashier
Salado	Salado National Bank	Chairman, President, Vice President, Cashier
San Angelo	Tom Green National Bank	President
San Antonio	Plaza Bank, N.A.	President
San Antonio	Security National Bank East	President
San Antonio	Security National Bank of San Antonio	President
San Augustine	The First National Bank of San Augustine	Chairman, President, Vice President, Cashier
San Benito	First National Bank of San Benito	President
Sanger	Sanger Bank	Charles Fenoglio, Chairman/President
San Saba	The City National Bank of San Saba	President, Vice President, Cashier
Santa Anna	The Santa Anna National Bank	Vice President, Cashier
Santo	The First National Bank of Santo	Cashier
Seminole	First National Bank	President
Seymour	The Farmers National Bank of Seymour	Vice President
Seymour	The First National Bank of Seymour	Chairman, President, Vice President, Cashier

GROUP 3 — Continued

TEXAS — Continued		
Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Shamrock	The First National Bank of Shamrock	Chairman, President, Vice President, Cashier
Shiner	The First National Bank of Shiner	Chairman, President, Vice President, Cashier
Smithville	Lost Pines National Bank	President
Snook	First Bank of Snook	President
Somerset	Somerset National Bank	Chairman, President, Vice President, Cashier
Sonora	The First National Bank of Sonora	President, Cashier
Sonora	Sutton County National Bank	President, Vice President and Cashier
Southlake	Texas National Bank	Chairman, President, Vice President, Cashier
South Padre Island	First National Bank of South Padre Island	Chairman
Spearman	First National Bank	President
Stamford	The First National Bank in Stamford	President, Cashier
Stanton	The First National Bank of Stanton	President
Stanton	Stanton National Bank	President
Sterling City	The First National Bank of Sterling City	President, Vice President
Sudan	The First National Bank of Sudan	Chairman, President, Vice President, Cashier
Sugar Land	Sugar Creek National Bank	Chairman, President
Sulphur Springs	The City National Bank of Sulphur Springs	President, Vice President, Cashier
Sulphur Springs	First American Bank and Mortgage Sulphur Springs National Association	President, Vice President, Cashier
Taft	The First National Bank of Taft	President, Vice President
Tahoka	The First National Bank of Tahoka	Chairman, President, Vice President, Cashier
Taylor	The City National Bank of Taylor	Chairman, President, Vice President, Cashier
Teague	Citizens National Bank	President
Texarkana	American National Bank	Chairman, President, Vice President, Cashier
Texas City	Gulf National Bank	Chairman, President
Texas City	Texas City Bank, National Association	Chairman, President, Vice President
Throckmorton	The First National Bank of Throckmorton	President, Vice President, Cashier
Tom Bean	The First National Bank of Tom Bean	President
Trenton	The First National Bank of Trenton	President
Trinity	The First National Bank of Trinity	President, Vice President
Trinity	Lake Area National Bank	*
Troy	Bank of Troy	Chairman, President
Uvalde	First National Bank	President, Vice President, Cashier
Valley Mills	First National Bank of Bosque County	Chairman, President, Vice President, Cashier
Van Alstyne	The First National Bank of Van Alstyne	President
Van Horn	Van Horn State Bank	President
Vernon	The Herring National Bank of Vernon	President, Vice President, Cashier
Waco	The Texas National Bank of Waco	President, Vice President, Cashier
Watauga	Watauga State Bank	Chairman, President
Waxahachie	Citizens National Bank in Waxahachie	President
Weatherford	The Citizens National Bank of Weatherford	President
Weatherford	Weatherford National Bank	Vice President and Cashier
Wellington	Wellington State Bank	President
West	The State National Bank in West	President
West Columbia	West Columbia National Bank	Chairman, President, Vice President, Cashier
Wheeler	First National Bank in Wheeler	President
Whitehouse	City National Bank	President
Whitehouse	First National Bank of Whitehouse	President, Vice President and Cashier
Whitesboro	First National Bank	President
Whitewright	The First National Bank of Whitewright	President
Whitney	First National Bank in Whitney	Chairman, President, Vice President, Cashier
Wills Point	The First National Bank of Wills Point	*
Windthorst	Windthorst National Bank	President
Winters	Peoples National Bank	Mac Sayles, President
Wolfe City	The Wolfe City National Bank in Wolfe City	Chairman, President, Vice President
Woodsboro	The First National Bank of Woodsboro	Cashier
Zapata	Zapata National Bank	Chairman, President, Cashier

**Directors of the Federal Reserve Bank of Dallas
As of September 30, 1992**

Name	Occupation	Elected by Banks in Group	Class	Term Expires Dec. 31
T. C. Frost	Chairman of the Board, Frost National Bank, San Antonio, Texas	1	A	1993
Robert G. Greer	Chairman of the Board, Tanglewood Bank, N.A., Houston, Texas	2	A	1992
Eugene M. Phillips	Chairman of the Board and President, The First National Bank of Panhandle, Panhandle, Texas	3	A	1994
Peyton Yates	President, Yates Drilling Company, Artesia, New Mexico	1	B	1994
J. B. Cooper, Jr.	Farmer, Roscoe, Texas	2	B	1993
Gary E. Wood	President, Texas Research League, Austin, Texas	3	B	1992
Leo E. Linbeck, Jr. <i>Chairman</i>	Chairman of the Board and Chief Executive Officer, Linbeck Construction Corporation, Houston, Texas	Appointed by the Board of Governors of the Federal Reserve System		C 1992
VACANCY		Appointed by the Board of Governors of the Federal Reserve System		C 1993
Cece Smith	General Partner, Phillips-Smith Specialty Retail Group Dallas, Texas	Appointed by the Board of Governors of the Federal Reserve System		C 1994