FEDERAL RESERVE BANK OF DALLAS

DALLAS, TEXAS 75265-5906

Notice 96-39 April 23, 1996

SPECIAL ELECTION OF CLASS B DIRECTOR NOMINATION PROCEDURES

To All Member Banks in the Eleventh Federal Reserve District:

A special election will be held under the provisions of Section 4 of the Federal Reserve Act to choose a successor to Peyton Yates. Mr. Yates resigned as a Class B Director effective April 12, 1996, to pursue other interests. His successor will be elected to fill the unexpired portion of a three-year term ending December 31, 1997.

Mr. Yates was elected by the banks in Group 1 (consisting of banks having capital and surplus of \$10,000,000 and over), and his successor will be chosen by the banks in this group. The banks comprising Group 1 are listed on the following pages.

The group in which a member bank will be entitled to vote will be determined by its classification as of the date of this letter, even though its capital and surplus may subsequently change prior to the date of the election.

Except in the case of any member banks that are subsidiaries of the same bank holding company,* each bank in Group 1 is permitted to nominate one candidate for Class B Director. When several banks are subsidiaries of a bank holding company, the nomination form is being sent only to the bank designated to participate in this election; therefore, banks in Group 1 that will not participate in this election are being sent this notice, without forms, for their information. The nominations must be made by resolution of the Board of Directors, certified to me and received in my office on or before May 24, 1996. A form and return envelope for this purpose are enclosed. On June 5, a list of the candidates (indicating the nominating banks) and a preferential ballot will be mailed to each bank in the voting group. The ballot must be cast within 15 days after receipt. The polls will open at 9 a.m. on June 12, and close at 2 p.m. on June 27. At that time, the ballot box will be opened at this Bank, the votes counted, and the results of the election announced. The candidates are invited to be present or represented on that occasion.

In order to be counted, the ballot must be executed by an officer authorized to cast the vote. The officers so authorized by their bank are listed on the following pages. The authority conferred on these officers continues until revoked; they need not be redesignated. Each member bank which has not designated an officer, or officers, for the purpose of signing the ballot, or any bank that desires to change its designation, should do so by resolution of its Board of Directors and certify the designation to me before the polls close. A form for this purpose will be furnished upon request. If the official signature of the officers, authorized to cast the ballot has not been filed with this Federal Reserve Bank, that official signature should be filed before the polls close.

*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."

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 Group 1 affected by this 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 its banks to participate in this election.

While the banks in Group 2 (consisting of banks having capital and surplus of over \$2,500,000, but under \$10,000,000) and Group 3 (consisting of banks having capital and surplus of \$2,500,000 and under) will not vote in this election, this notice is sent to them, without forms, for their information.

Sincerely yours,

Chairman of the Board

Enclosures (2)

Information Concerning Eligibility for Class B Directorship of a Federal Reserve Bank

Section 4 of the Federal Reserve Act, as amended by the Federal Reserve Reform Act of 1977, contains the following provisions: "Class B shall consist of three members who shall represent the public and shall be elected without discrimination on the basis of race, creed, color, sex, or national origin, and with due but not exclusive consideration to the interests of agriculture, commerce, industry, services, labor, and consumers." "No director of Class B shall be an officer, director, or employee of any bank." "No Senator or Representative in Congress shall be a member of the Board of Governors of the Federal Reserve System or an officer or a director of a Federal Reserve Bank."

The Board of Governors of the Federal Reserve System has expressed the opinion "...that, to be consistent with the spirit and underlying principles of the Federal Reserve Act, it is inappropriate, as a general rule, for officers and directors of Federal Reserve Banks and Branches to hold partisan political or public office in the service of the United States, or of any state, territory, county, district, political subdivision, or municipality thereof, or to act as members of political party committees."

GROUP 1

Consists of all member banks having capital and surplus of \$10,000,000 and over.

Banks in this group elect one Class B Director.

| | LOUISIANA | | | | | |
|---|---|---|--|--|--|--|
| Location | Name of Bank or Trust Company | Officers Authorized to Cast Vote | | | | |
| Minden | W-1- B-1 6 T-10 | | | | | |
| Minden Monroe | Minden Bank & Trust Company | President | | | | |
| Shreveport | Central Bank | President, Vice President, Cashier | | | | |
| Shreveport | Commercial National Bank in Shreveport | Chairman, President, Vice President, Cashiel | | | | |
| | | | | | | |
| | NEW MEXICO | | | | | |
| Location | Name of Bank or Trust Company | Officers Authorized to Cast Vote | | | | |
| Las Cruces | First National Bank of Dona Ana County | President, Vice President, Cashier | | | | |
| | | | | | | |
| | TEXAS | | | | | |
| Location | TEXAS Name of Bank or Trust Company | Officers Authorized to Cast Vote | | | | |
| | Name of Bank or Trust Company | | | | | |
| Abilene | | Chairman, President, Vice President, Cashier | | | | |
| Abilene Amarillo | Name of Bank or Trust Company First National Bank of Abilene | Officers Authorized to Cast Vote Chairman, President, Vice President, Cashier Chairman, President, Vice President, Cashier President, Cashier | | | | |
| Abilene Amarillo Amarillo | Name of Bank or Trust Company First National Bank of Abilene | Chairman, President, Vice President, Cashier Chairman, President, Vice President, Cashier | | | | |
| Abilene Amarillo Amarillo Amarillo Bay City | Name of Bank or Trust Company First National Bank of Abilene | Chairman, President, Vice President, Cashier Chairman, President, Vice President, Cashier President, Cashier | | | | |
| Abilene Amarillo Amarillo Amarillo | Name of Bank or Trust Company First National Bank of Abilene | Chairman, President, Vice President, Cashier Chairman, President, Vice President, Cashier President, Cashier President | | | | |
| Abilene Amarillo Amarillo Amarillo Bay City | First National Bank of Abilene Amarillo National Bank Boatmen's First National Bank of Amarillo First Bank Southwest, N.A. Norwest Bank Texas, Bay City, N.A. | Chairman, President, Vice President, Cashier Chairman, President, Vice President, Cashier President, Cashier President Chairman, President, Vice President, Cashier | | | | |

GROUP 1 — Continued

TEXAS — Continued

| Location | Name of Bank or Trust Company | Officers Authorized to Cast Vote | |
|---------------|---|---|--|
| Dallas | Bank One, Texas, National Association | Chairman | |
| Dallas | Fidelity Bank, National Association | William C. Murphy, Chairman and President; Edward D. Mahon, Executive Vice President; Virginia L. Anderson, Secretary | |
| Dallas | NationsBank of Texas, N.A. | Chairman, President | |
| Dallas | Northern Trust Bank of Texas, N.A. | President | |
| Dallas | Texas Independent Bank | President, Chief Executive Officer | |
| Dallas | U.S. Trust Company of Texas, National Association | Chairman, President, Senior Vice President | |
| El Paso | Bank of the West | | |
| El Paso | Norwest Bank El Paso, N.A | President | |
| El Paso | Sun World, N.A. | * | |
| Fort Worth | Overton Bank and Trust, National Association | President | |
| Grand Prairie | Riverside National Bank | Vice Chairman, President | |
| Grapevine | First National Bank of Grapevine | Chairman, President, Vice President, Cashier | |
| Henderson | Citizens National Bank | Cashier | |
| Houston | BankTEXAS, National Association | Chairman, President, Vice President, Cashier | |
| Houston | Charter National Bank - Houston | President | |
| Houston | First Interstate Bank of Texas, N.A. | President, Chairman of the Executive Committee | |
| Houston | MetroBank, National Association | Chairman, President, Vice President, Cashier | |
| Houston | Northwest Bank, National Association | * | |
| Houston | Southwest Bank of Texas, N.A. | Chairman, President, Vice President, Cashier | |
| Houston | Texas Commerce Bank National Association | Chairman, President, Vice President, Cashier | |
| Huntsville | First National Bank of Huntsville | Chairman, President, Vice President, Cashier | |
| Irving | Bank of America Texas, N.A | Richard Levy, Vice President | |
| Kerrville | Norwest Bank Texas, Kerrville, N.A. | Chairman, President, Vice President, Cashier | |
| Kilgore | Kilgore First National Bank | President, Cashier | |
| Laredo | The Laredo National Bank | President, Vice President | |
| Laredo | Union National Bank of Texas | Chairman, President | |
| Longview | Longview National Bank | Vice President, Cashier | |
| Lubbock | Norwest Bank Texas, National Association | President, Vice President, Cashier | |
| Lubbock | The Plains National Bank of Lubbock | Alan White, Chairman; John C. Owens, President; DeWayne V. Pierce, Senior Executive Vice President | |
| Lufkin | Lufkin National Bank | Chairman, President, Vice President | |
| McAllen | Texas State Bank | Chairman, President, Cashier | |
| Midland | Norwest Bank Texas Midland National Association | * | |
| Midlothian | Surety Bank, National Association | Chairman, President, Vice President, Cashier | |
| Palestine | The First National Bank of Palestine | President, Vice President, Cashier | |
| San Angelo | Texas Commerce Bank - San Angelo, National Association | President, Cashier | |
| San Antonio | Broadway National Bank | Chairman, President, Vice President, Cashier | |
| San Antonio | Caminoreal Bank, N.A. | Chairman, President and Chief Executive Office | |
| San Antonio | The Frost National Bank | President, Vice President, Cashier | |
| San Antonio | Groos Bank, National Association | Chairman, President, Vice President, Cashier | |
| Tyler | Tyler Bank & Trust, National Association | Neil S. West, Chairman | |
| Victoria | First Victoria National Bank | Chairman, President, Vice President, Cashier | |
| Waco | Norwest Bank Texas, Waco, National Association | President | |
| Weatherford | Texas Bank | President | |
| Wichita Falls | Norwest Bank Texas, Wichita Falls, National Association | President, Cashier | |

Directors of the Federal Reserve Bank of Dallas As of April 23, 1996

| Name | Occupation | Elected by Banks in Group | Class | Term Expired Dec. 31 |
|---------------------------------------|---|--|-------|----------------------------|
| Gayle M. Earls | President and Chief Executive Officer, Texas Independent Bank, Dallas, Texas | 1 | A | 1996 |
| Dudley K. Montgomery | President and Chief Executive Officer, The Security State Bank of Pecos Pecos, Texas | 2 | A | 1998 |
| Kirk A. McLaughlin | President and Chief Executive Officer, Security Bank, Ralls, Texas | 3 | Α | 1997 |
| VACANCY | | 1 | В | 1997 |
| J. B. Cooper, Jr | Farmer, Roscoe, Texas | 2 | В | 1996 |
| Milton Carroll | Chairman of the Board and Chief Executive Officer, Instrument Products, Inc., Houston, Texas | 3 | В | 1998 |
| Cece Smith Chairman | General Partner, Phillips-Smith Specialty Retail Group, Dallas, Texas | Appointed by the Board of Governors of the Federal Reserve System | С | 1997 |
| Roger R. Hemminghaus Deputy Chairman | Chairman of the Board, President, and Chief Executive Officer, Diamond Shamrock, Inc., San Antonio, Texas | Appointed by the Board of Governors of the Federal Reserve System | С | 1998 |
| James A. Martin | Second General Vice President, International Association of Bridge, Structural & Ornamental Iron Workers, Austin, Texas | Appointed by the Board of Governors of the Federal Reserve System | С | 1996 |

District No. 11 Group No. 1

Certificate of Nomination for Class B Director FEDERAL RESERVE BANK OF DALLAS

| Chairman, Board of Directors | | |
|---------------------------------|-------------------------------|--|
| Federal Reserve Bank of Dalla | as | |
| | At a med | eting of the Board of Directors of the |
| (Name o | & Bank) | |
| | | |
| of | (City or Town) | (State) |
| duly called and held on the | day of | , 19, |
| on motion duly made and seconde | d it was | |
| "RESOLVED, That | | ., of, |
| whose occupation is | | , |
| be, and he is hereby nominate | ed as a candidate for directo | or of Class B of the Federal Reserve |
| Bank of Dallas and the Cashier | [or other authorized officer |] is hereby authorized, empowered, |
| and directed to certify his na | me to the Chairman of the | Board of Directors of the Federal |
| Reserve Bank of Dallas as th | e nominee of this bank in | accordance with the provisions of |
| Section 4 of the Federal Reser | rve Act." | |
| | I hereby certify | that the foregoing is a true and correct |
| (IMPRINT SEAL) | copy of a resolution | of the Board of Directors of this bank |
| | duly adopted on the | date specified. |
| | | |
| | | |
| | | |
| | | Cashier [or other authorized officer] |

