

FEDERAL RESERVE BANK OF DALLAS

DALLAS, TEXAS 75265-5906

Notice 96-94
October 2, 1996

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 and my notice dated August 20, 1996, regarding the election of directors of this Bank to succeed Gayle M. Earls, Class A Director, and J. B. Cooper, Jr., Class B Director, whose terms expire December 31, 1996, the names of the candidates nominated and the names of the banks that made the nominations are set out on pages 3, 4, and 5.

Except in the case of any member banks that are subsidiaries of the same bank holding company, * there is sent as an enclosure to each bank in Group 1 a ballot for use in voting for a Class A Director and to each bank in Group 2 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 1 and 2 that will not participate in this election are being sent this notice, without forms, only 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 that are printed on the ballot, on the envelopes, and on page 4 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:**

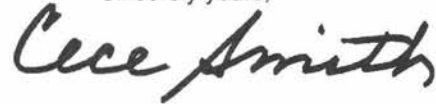
"...That whenever any member banks within the same Federal Reserve district are subsidiaries of the same bank holding company within the meaning of the Bank Holding Company Act of 1956, participation in any such nomination or election by such member banks, including such bank holding company if it is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

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 1 and 2 affected by the foregoing provision of law are requested to take prompt action to have the appropriate bank holding company designate one of such banks to participate in this election, if it has not already made that designation.**

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 9 and close at 2 p.m. on October 24. 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 3 will not vote in this election, this notice is sent to them, without forms, for their information. Group 3 consists of member banks with combined capital and surplus of \$2,500,000 and under.

Sincerely yours,

A handwritten signature in black ink that reads "Cece Smith". The signature is written in a cursive, flowing style.

Chairman of the Board

Enclosures (2)

CANDIDATE FOR CLASS A DIRECTOR

GAYLE M. EARLS

President and Chief Executive Officer
Texas Independent Bank
Dallas, Texas

Mr. Earls received his B.B.A. degree from Texas Tech University in 1959. He completed the Southwestern School of Banking, The National Commercial Lending Graduate School, and the Senior Banking Officers Seminar at Harvard University. Supplemental studies include the Advanced Personnel Management School at the University of Michigan.

In 1969, Mr. Earls began his banking career with the InterFirst organization in Houston, Texas. He served in many capacities which included Executive Vice President of both InterFirst-Houston and InterFirst-Dallas and Chairman of the Board and Chief Executive Officer of InterFirst-Odessa and InterFirst-Greenspoint in Houston. In 1986, he accepted his current position of President and Chief Executive Officer of Texas Independent Bank in Dallas. Texas Independent Bank is a bankers' bank owned by 408 Texas banks as shareholders and serves approximately 660 banks as customers in Texas and New Mexico.

Mr. Earls has been active in banking affairs and involved in several committees in both Texas banking associations. He is currently serving as an Advisory Director of the Independent Bankers Association of Texas, a Director of the Independent Bankers Association of America, District Chairman of the Conference of State Bank Supervisors, a member of the Commissioners Council that was established in 1995 by

Commissioner Catherine Ghiglieri, and a Director of the Federal Reserve Bank of Dallas representing the Class A, Group 1 banks in the Eleventh Federal Reserve District. He served two terms as Chairman of the Bankers Bank Council.

Mr. Earls has been very active for many years in banking education. While in Houston, he served as director of the American Institute of Banking Chapter. He was a member of the Texas Tech Banking School Advisory Council from 1977-1994 where he served as Chairman in 1977-1978. He also served on the East Texas State Bank Operations Institute Advisory Council for five years.

Mr. Earls has been involved in civic affairs in all of the communities in which he has lived.

In 1994, he received the Texas Tech Distinguished Alumnus Award.

Nominated by the Following Banks in Group 1:

NEW MEXICO

Las Cruces.....First National Bank of Dona Ana County

TEXAS

Abilene.....First National Bank of Abilene
Amarillo.....FirstBank Southwest, N.A.
Dallas.....Texas Independent Bank
Houston.....Southwest Bank of Texas
McAllen.....Texas State Bank
San Antonio.....Broadway National Bank
San Antonio.....The Frost National Bank
Victoria.....First Victoria National Bank

NOTE—A list of the banks in Group 1, showing the officers authorized to cast the vote of each bank, is given on pages 6 and 7 of this notice.

IMPORTANT

For your information, there is quoted below an extract from Section 4 of the Federal Reserve Act that 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 B 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 B DIRECTOR
(Listed Alphabetically)

Dr. Dan Angel

President
Stephen F. Austin State University
Nacogdoches, Texas

Dr. Dan Angel is a native of Detroit, Michigan, where he earned his B.S. in Education from Wayne State University in 1961 and was awarded an M.A. in Education in 1963. In 1965, he received his Ph.D. in Communications from Purdue University in Lafayette, Indiana. A former debate coach and Director of Continuing Education, Dr. Angel has taught at the University of Delaware, Queens College, Wayne State University, Purdue University, Albion College, and The University of Texas.

Dr. Angel became President of Stephen F. Austin State University, Nacogdoches, Texas, on August 16, 1992. Prior to this position, he served as president of three colleges in California and Texas. He currently serves on The Board of Directors of both the Association of Texas Colleges and Universities and the Texas Council of Public University Presidents and Chancellors. He also served as Special Assistant to U.S. Senator Robert P. Griffin in Washington, D.C.

Dr. Angel is a biographer of two Michigan governors; and he has written three books, edited two others, and published numerous articles.

The Austin Society for Public Administration named him "Public Administrator of the Year" in 1986, and the National Council for Marketing and Public Relations chose him as

"Pacesetter of the Year" in 1987. He was awarded a "Transformational Leadership" medal in San Francisco in 1989 and received an Exemplary Leadership/Award from the American Council of Education in 1995.

Dr. Angel is married to the former Patricia Ann Schuster of Dearborn, Michigan, and has a son, Scott, and a daughter, Shelby.

Nominated by the Following Banks in Group 2:

TEXAS

Jacksonville, Texas.....Austin Bank, Texas N.A.
Nacogdoches, Texas.....Commercial Bank of Texas, N.A.

Veronica Kastrin Callaghan

Vice-President and Principal
KASCO Ventures, Inc.
El Paso, Texas

Veronica Callaghan, as an owner/developer of industrial space on the U.S.-Mexico border, has been active in border development and trade issues. She is a fourth-generation member of an El Paso family business in real estate investment and construction related businesses. She is President of Southwestern Roofing, Inc.

Ms. Callaghan is currently on the Board of Directors of the El Paso Branch of the Federal Reserve Bank of Dallas;

NOTE—A list of the banks in Group 2, showing the officers authorized to cast the vote of each bank, is given on pages 8 through 11 of this notice.

CANDIDATES FOR CLASS B DIRECTOR—Continued

Chairman of the Board of Directors of the Border Trade Alliance, a national trade policy group that plays an active role in NAFTA and U.S.-Mexico border issues, where she is an appointee to the National Advisory Committee to the Environmental Protection Agency; and a Director on the Board of the El Paso Foreign Trade Association. She is a former Director on the Board of InterFirst Bank and the Executive Boards of the Greater El Paso Chamber of Commerce and WestPort Economic Development Corp.

Ms. Callaghan received a B.A. from Sophie Newcomb College at Tulane University in New Orleans, Louisiana, and went on to complete a Masters degree at Tulane in 1968, specializing in psychiatric social work. She was a clinical psychotherapist in private practice for over 12 years.

Nominated by the Following Banks in Group 2:

NEW MEXICO

Carlsbad.....The Carlsbad National Bank

TEXAS

El Paso.....Continental National Bank
 El Paso.....Montwood National Bank
 Laredo.....South Texas National Bank
 Pecos.....The Security State Bank of Pecos

Dan S. Wilford

President
 Memorial Healthcare System and
 Memorial Sisters of Charity Health Network
 Houston, Texas

Dan Wilford was born in Memphis, Tennessee, and spent his childhood in north Arkansas. He graduated

from the University of Mississippi in 1962 with a Bachelor of Arts degree and from Washington University in 1966 with a Master's degree in Hospital Administration. From 1962 to 1964, he served as an officer in the Medical Service Corp. of the United States Army.

Upon graduation from Washington University, Mr. Wilford completed his administrative residency at Hillcrest Medical Center in Tulsa, Oklahoma, and remained as assistant administrator for ten years. Following that, he was president of North Mississippi Health Services in Tupelo, Mississippi, from 1974 to 1984.

Mr. Wilford is a member of the board of directors of many professional organizations. He is active in Voluntary Hospitals of America, Texas Hospital Association, American Hospital Association, Hospital Research and Development Institute, American College of Healthcare Executives (Fellow), Houston Area and Fort Bend County Chambers of Commerce, United Way of the Texas Gulf Coast, and First United Methodist Church of Sugar Land.

In 1995, he was inducted into the University of Mississippi Alumni Hall of Fame, was the recipient of the Washington University Health Administration Program Distinguished Alumnus Award, received an honorary Doctorate of Laws degree from Houston Baptist University, and was named Business Leader of the Year in Fort Bend County, Texas.

Mr. Wilford retired as an official with the National Football League and has actively participated in sports throughout his life. He and his wife, Anne, have two grown children and three grandchildren.

Nominated by the Following Bank in Group 2:

TEXAS

Sugar Land, Texas.....Southern National Bank of Texas

NOTE—A list of the banks in Group 2, showing the officers authorized to cast the vote of each bank, is given on pages 8 through 11 of this notice.

GROUP 1

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

Banks in this group elect one Class A Director.

LOUISIANA		
Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Minden	Minden Bank & Trust Company	President
Monroe	Central Bank	President, Vice President, Cashier
Shreveport	Commercial National Bank in Shreveport	Chairman, President, Vice President, Cashier
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	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Abilene	First National Bank of Abilene	Chairman, President, Vice President, Cashier
Alice	Norwest Bank Texas, Alice	Chairman, President, Vice President, Cashier
Amarillo	Amarillo National Bank	Chairman, President, Vice President, Cashier
Amarillo	Boatmen's First National Bank of Amarillo	President, Cashier
Amarillo	First Bank Southwest, N.A.	President
Bay City	Norwest Bank Texas, Bay City, N.A.	Chairman, President, Vice President, Cashier
Bellaire	Citizens National Bank of Texas	President
Big Spring	Norwest Bank Texas, Big Spring, N.A.	Chairman, President, Vice President, Cashier
Brownsville	The Mercantile Bank, N.A.	Chairman, President, Cashier
Dallas	Alliance Trust Company, N.A.	*
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, National Association	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	Chairman
El Paso	Norwest Bank El Paso, N.A.	President
El Paso	Sun World, N.A.	President
Fort Worth	Overton Bank and Trust, National Association	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	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	Chairman, President
Houston	Southwest Bank of Texas, N.A.	Chairman, President, Vice President, Cashier
Houston	Texas Commerce Bank National Association	Chairman, President, Vice President, Cashier
Houston	Texas First National Bank	President
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

GROUP 1 — Continued

TEXAS — Continued

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Kilgore	Kilgore First National Bank	President, Cashier
Laredo	The Laredo National Bank	President, Vice 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 Officer
San Antonio	The Frost National Bank of San Antonio	President, Vice President, Cashier
San Antonio	Norwest Bank Texas, South, 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

GROUP 2

Consists of all member banks having capital and surplus of over \$2,500,000, but under \$10,000,000.

Banks in this group elect one Class B Director.

LOUISIANA		
Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Bossier City	Citizens National Bank of Bossier City Louisiana	President
Mansfield	First National Bank in Mansfield	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
Roswell	Sunwest Bank of Roswell, National Association	President
Silver City	Sunwest Bank of Grant County	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
Abilene	First State Bank, National Association	President
Abilene	United Bank & Trust	President
Addison	Bent Tree National Bank	Chairman, President
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	Northwest National Bank of Arlington	President, Vice President, Cashier
Arlington	Security Bank of Arlington	President
Athens	The First National Bank of Athens	President, Senior Vice President, Vice President, Cashier
Austin	Boatmen's National Bank of Austin	Chairman, President
Austin	Hartland Bank, National Association	President, Cashier
Bastrop	The First National Bank of Bastrop	Chairman, President, Vice President, Cashier
Baytown	Citizens Bank and Trust Company of Baytown, Texas	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	First National Bank of Bellaire	Chairman, President, Vice President, Cashier
Bellville	The First National Bank of Bellville	President, Vice President, Cashier
Bowie	The First National Bank of Bowie	President
Breckenridge	Citizens National Bank of Breckenridge	President, Vice President, Cashier
Brenham	The Brenham National Bank	Chairman, President, Vice President, Cashier
Brownsville	Brownsville National Bank	President
Burleson	First National Bank of Burleson	President
Cameron	The Citizens National Bank of Milam County	Chairman, President, Vice President, Cashier
Canton	The Bank of Van Zandt	Albert M. Coleman, President; Ottis R. Metzger, Cashier
Carthage	The First National Bank of Carthage	Chairman, President, Vice President, Cashier

GROUP 2 — Continued

TEXAS — Continued

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Carthage	Panola National Bank	President
Clarendon	First Bank & Trust of Clarendon	President
Cleburne	Cleburne State Bank	President
Cleburne	The First National Bank in Cleburne	President, Vice President
Coleman	First Coleman National Bank	Cashier
Corpus Christi	American Bank, N. A.	President
Dallas	Abrams Centre National Bank	*
Dallas	Brookhollow National Bank	President
Dallas	First Citizens Bank, National Association	President
Dallas	First National Bank of Park Cities	Tom E. Turner, Chairman; C. Thomas Abbott, President; Jane Colesar, Cashier & Senior Vice President
Dallas	Founders National Bank-Skillman	President
Dallas	Gateway National Bank	President
Dallas	Inwood National Bank of Dallas	President
Dallas	Texas Bank and Trust, National Association	Chairman, President
Dallas	Texas Central Bank, National Association	James C. Veirs, Chairman/President
Dallas	Texas Community Bank, N.A.	Chairman, President
Dallas	United Bank and Trust, National Association	Chairman, President
Dallas	United Texas Bank	President
Decatur	The First National Bank of Texas	Chairman, President, Vice President, Cashier
Denver City	First National Bank	President
Eagle Pass	NBC Bank - Eagle Pass, National Association	Cashier
Eastland	Eastland National Bank	Chairman, President, Vice President, Cashier
Edinburg	First National Bank in Edinburg	Chairman, President, Vice President, Cashier
El Paso	Continental National Bank	President
El Paso	Montwood National Bank	President
Eules	Landmark Bank - Mid Cities	President, Vice President, Cashier
Fabens	The First National Bank of Fabens	President
Fort Worth	Camp Bowie National Bank	Chairman, President, Vice President, Cashier
Fort Worth	Citizens National Bank	President
Fort Worth	Fidelity Bank & Trust, N.A.	*
Fort Worth	Riverbend Bank, National Association	President
Fort Worth	Shady Oaks National Bank	President
Fort Worth	Woodhaven National Bank	President
Freeport	Texas Gulf Bank, National Association	Chairman, President, Vice President, Cashier
Gainesville	Guaranty National Bank	President, Vice President
Galveston	The Moody National Bank of Galveston	Vice President
Galveston	United States National Bank of Galveston	Chairman, President, Vice President, Cashier
Garland	Security Bank, National Association-Garland	President
Garland	United Central Bank	President
Gatesville	National Bank	Chairman, President, Vice President, Cashier
Giddings	First National Bank of Giddings	Chief Executive Officer
Gilmer	The First National Bank of Gilmer	Chairman, President, Vice President, Cashier
Gladewater	Gladewater National Bank	Chairman, President, Vice President, Cashier
Gonzales	American National Bank	President
Graham	First National Bank in Graham	Chairman, President, Vice President, Cashier
Graham	Graham National Bank	Jeff Glazner, Chairman & Chief Executive Officer
Granbury	Heritage National Bank	Frank B. Kimmell, President
Harlingen	The Harlingen National Bank	President, Vice President, Cashier
Houston	Asian American National Bank	Secretary of the Board
Houston	Bank of Houston	President, Vice President, Cashier
Houston	Clear Lake National Bank	President
Houston	First Northwestern Bank, National Association	President
Houston	Houston National Bank	President
Houston	Langham Creek National Bank	President
Houston	Lone Star Bank, N.A.	President, Cashier
Houston	Omnibank National Association	Chairman, President, Vice President, Cashier
Houston	The State Bank of Texas	*

GROUP 2 — Continued

TEXAS — Continued

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Houston	Sunbelt National Bank	Chairman, President
Houston	Texas Guaranty National Bank	President
Houston	Woodforest National Bank	Chairman, President, Vice President, Cashier
Irving	Independent National Bank	President
Jacksonville	Austin Bank, Texas National Association	Chairman, President, Vice President, Cashier
Katy	Community Bank	Chairman, Vice Chairman, President
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
Lake Worth	Lake Worth National Bank	President
Lamesa	The First National Bank of Lamesa	Chairman, President, Vice President, Cashier
Lamesa	The Lamesa National Bank	Chairman, President, Vice President, Cashier
La Porte	Bayshore National Bank of La Porte	President
Laredo	Falcon National Bank	President, Cashier
Laredo	South Texas National Bank of Laredo	President, Vice President
Liberty	The First Liberty National Bank	Chairman, President
Livingston	The First National Bank of Livingston	Chairman, President, Vice President, Cashier
Livingston	First State Bank	*
Longview	Austin Bank, N. A.	President
Lubbock	Lubbock National Bank	Chairman, President, Executive Vice President
Lubbock	Western National Bank	President
Lubbock	Whisperwood National Bank	President
Marshall	East Texas National Bank of Marshall	Cashier
Marshall	First National Bank	President, Vice President and Cashier
McAllen	Inter National Bank	Chairman, President, Cashier
McAllen	McAllen National Bank	President
McKinney	Collin County National Bank	Chairman, President, Vice President, Cashier
Mesquite	Townbank, National Association	*
Mexia	First National Bank of Mexia	President, Vice President, Cashier
Midland	Midland American Bank	Chairman, President
Mineral Wells	First State Bank of Mineral Wells	President
Missouri City	First National Bank of Missouri City	President
Mount Pleasant	The American National Bank of Mount Pleasant	President
Nacogdoches	Commercial Bank of Texas, N.A.	President
Nacogdoches	The Stone Fort National Bank of Nacogdoches	Chairman, President, Vice President, Cashier
New Braunfels	Norwest Bank Texas, New Braunfels	President
New Waverly	Citizens Bank of Texas, National Association	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
Palestine	The East Texas National Bank of Palestine	President
Pampa	National Bank of Commerce	President, Vice President
Pearland	First Community Bank, N.A.	*
Pecos	The Security State Bank of Pecos	President, Vice President, Cashier
Pharr	Lone Star National Bank	President, Vice President, Cashier
Pittsburg	First Heritage Bank, National Association	President
Refugio	The First National Bank of Refugio	Cashier
Richardson	Canyon Creek National Bank	President
Robstown	Norwest Bank Texas, Robstown, National Association	Chairman, President, Executive Vice President
San Antonio	Intercontinental National Bank	President, Vice President, Cashier
San Antonio	Norwest Bank Texas, Kelly Field, National Association	Chairman, President, Vice President, Cashier
San Antonio	Norwest Bank Texas, San Antonio, N.A.	President, Vice President
San Antonio	Security National Bank of San Antonio	President
Seguin	First Commercial Bank, National Association	President
Seminole	Seminole National Bank	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
Sugar Land	Southern National Bank of Texas	Chairman, Chief Executive Officer, President

GROUP 2 — Continued

TEXAS — Continued		
Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Sweetwater	First National Bank, Sweetwater, Texas	President, Executive Vice President
Sweetwater	Texas National Bank	Chairman, President
Temple	First National Bank of Temple	President
Terrell	The American National Bank of Texas	Chairman, President, Vice President, Cashier
Texarkana	State First National Bank	Chairman, President, Vice President, Cashier
Texarkana	The Texarkana National Bank	Chairman, President, First Executive President
Universal City	Texstar National Bank	President
Waco	American Bank National Association	William C. Landiss, President and Chief Executive Officer
Waco	Central National Bank	President, Vice President, Cashier
Waco	First Waco National Bank	President
Weatherford	Weatherford National Bank	Vice President and Cashier
Wellington	Wellington State Bank	President
Whitehouse	Austin Bank, Whitehouse, Texas, National Association	President, Vice President and Cashier
Wichita Falls	American National Bank	President
Wichita Falls	First National Bank	Chairman, President, Cashier
Wills Point	Citizens National Bank of Wills Point	President
Winnsboro	The First National Bank of Winnsboro	Chairman, President, Vice President, Cashier

**Directors of the Federal Reserve Bank of Dallas
As of October 2, 1996**

Name	Occupation	Elected by Banks in Group	Class	Term Expires 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	A	1997
Robert C. McNair	Chairman and Chief Executive Officer, Cogen Technologies, Inc., Houston, Texas	1	B	1997
J. B. Cooper, Jr.	Farmer, Roscoe, Texas	2	B	1996
Milton Carroll	Chairman of the Board and Chief Executive Officer, Instrument Products, Inc., Houston, Texas	3	B	1998
Cece Smith	General Partner, Phillips-Smith Specialty Retail Group, Dallas, Texas	Appointed by the Board of Governors of the Federal Reserve System	C	1997
<i>Chairman</i>				
Roger R. Hemminghaus	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	C	1998
<i>Deputy Chairman</i>				
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	C	1996

GROUP 1

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

Banks in this group elect one Class A Director.

LOUISIANA		
Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Minden	Minden Bank & Trust Company	President
Monroe	Central Bank	President, Vice President, Cashier
Shreveport	Commercial National Bank in Shreveport	Chairman, President, Vice President, Cashier
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	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Abilene	First National Bank of Abilene	Chairman, President, Vice President, Cashier
Alice	Norwest Bank Texas, Alice	Chairman, President, Vice President, Cashier
Amarillo	Amarillo National Bank	Chairman, President, Vice President, Cashier
Amarillo	Boatmen's First National Bank of Amarillo	President, Cashier
Amarillo	First Bank Southwest, N.A.	President
Bay City	Norwest Bank Texas, Bay City, N.A.	Chairman, President, Vice President, Cashier
Bellaire	Citizens National Bank of Texas	President
Big Spring	Norwest Bank Texas, Big Spring, N.A.	Chairman, President, Vice President, Cashier
Brownsville	The Mercantile Bank, N.A.	Chairman, President, Cashier
Dallas	Alliance Trust Company, N.A.	*
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, National Association	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	Chairman
El Paso	Norwest Bank El Paso, N.A.	President
El Paso	Sun World, N.A.	President
Fort Worth	Overton Bank and Trust, National Association	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	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	Chairman, President
Houston	Southwest Bank of Texas, N.A.	Chairman, President, Vice President, Cashier
Houston	Texas Commerce Bank National Association	Chairman, President, Vice President, Cashier
Houston	Texas First National Bank	President
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

GROUP 1 — Continued

TEXAS — Continued		
Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Kilgore	Kilgore First National Bank	President, Cashier
Laredo	The Laredo National Bank	President, Vice 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 Officer
San Antonio	The Frost National Bank of San Antonio	President, Vice President, Cashier
San Antonio	Norwest Bank Texas, South, 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

GROUP 2

Consists of all member banks having capital and surplus of over \$2,500,000, but under \$10,000,000.

Banks in this group elect one Class B Director.

LOUISIANA		
Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Bossier City	Citizens National Bank of Bossier City Louisiana	President
Mansfield	First National Bank in Mansfield	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
Roswell	Sunwest Bank of Roswell, National Association	President
Silver City	Sunwest Bank of Grant County	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
Abilene	First State Bank, National Association	President
Abilene	United Bank & Trust	President
Addison	Bent Tree National Bank	Chairman, President
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	Northwest National Bank of Arlington	President, Vice President, Cashier
Arlington	Security Bank of Arlington	President
Athens	The First National Bank of Athens	President, Senior Vice President, Vice President, Cashier
Austin	Boatmen's National Bank of Austin	Chairman, President
Austin	Hartland Bank, National Association	President, Cashier
Bastrop	The First National Bank of Bastrop	Chairman, President, Vice President, Cashier
Baytown	Citizens Bank and Trust Company of Baytown, Texas	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	First National Bank of Bellaire	Chairman, President, Vice President, Cashier
Bellville	The First National Bank of Bellville	President, Vice President, Cashier
Bowie	The First National Bank of Bowie	President
Breckenridge	Citizens National Bank of Breckenridge	President, Vice President, Cashier
Brenham	The Brenham National Bank	Chairman, President, Vice President, Cashier
Brownsville	Brownsville National Bank	President
Burleson	First National Bank of Burleson	President
Cameron	The Citizens National Bank of Milam County	Chairman, President, Vice President, Cashier
Cantor	The Bank of Van Zandt	Albert M. Coleman, President; Ottis R. Metzger, Cashier
Carthage	The First National Bank of Carthage	Chairman, President, Vice President, Cashier

GROUP 2 — Continued

TEXAS — Continued		
Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Carthage	Panola National Bank	President
Clarendon	First Bank & Trust of Clarendon	President
Cleburne	Cleburne State Bank	President
Cleburne	The First National Bank in Cleburne	President, Vice President
Coleman	First Coleman National Bank	Cashier
Corpus Christi	American Bank, N. A.	President
Dallas	Abrams Centre National Bank	*
Dallas	Brookhollow National Bank	President
Dallas	First Citizens Bank, National Association	President
Dallas	First National Bank of Park Cities	Tom E. Turner, Chairman; C. Thomas Abbott, President; Jane Colesar, Cashier & Senior Vice President
Dallas	Founders National Bank-Skillman	President
Dallas	Gateway National Bank	President
Dallas	Inwood National Bank of Dallas	President
Dallas	Texas Bank and Trust, National Association	Chairman, President
Dallas	Texas Central Bank, National Association	James C. Veirs, Chairman/President
Dallas	Texas Community Bank, N.A.	Chairman, President
Dallas	United Bank and Trust, National Association	Chairman, President
Dallas	United Texas Bank	President
Decatur	The First National Bank of Texas	Chairman, President, Vice President, Cashier
Denver City	First National Bank	President
Eagle Pass	NBC Bank - Eagle Pass, National Association	Cashier
Eastland	Eastland National Bank	Chairman, President, Vice President, Cashier
Edinburg	First National Bank in Edinburg	Chairman, President, Vice President, Cashier
El Paso	Continental National Bank	President
El Paso	Montwood National Bank	President
Eules	Landmark Bank - Mid Cities	President, Vice President, Cashier
Fabens	The First National Bank of Fabens	President
Fort Worth	Camp Bowie National Bank	Chairman, President, Vice President, Cashier
Fort Worth	Citizens National Bank	President
Fort Worth	Fidelity Bank & Trust, N.A.	*
Fort Worth	Riverbend Bank, National Association	President
Fort Worth	Shady Oaks National Bank	President
Fort Worth	Woodhaven National Bank	President
Freeport	Texas Gulf Bank, National Association	Chairman, President, Vice President, Cashier
Gainesville	Guaranty National Bank	President, Vice President
Galveston	The Moody National Bank of Galveston	Vice President
Galveston	United States National Bank of Galveston	Chairman, President, Vice President, Cashier
Garland	Security Bank, National Association-Garland	President
Garland	United Central Bank	President
Gatesville	National Bank	Chairman, President, Vice President, Cashier
Giddings	First National Bank of Giddings	Chief Executive Officer
Gilmer	The First National Bank of Gilmer	Chairman, President, Vice President, Cashier
Gladewater	Gladewater National Bank	Chairman, President, Vice President, Cashier
Gonzales	American National Bank	President
Graham	First National Bank in Graham	Chairman, President, Vice President, Cashier
Graham	Graham National Bank	Jeff Glazner, Chairman & Chief Executive Officer
Granbury	Heritage National Bank	Frank B. Kimmell, President
Harlingen	The Harlingen National Bank	President, Vice President, Cashier
Houston	Asian American National Bank	Secretary of the Board
Houston	Bank of Houston	President, Vice President, Cashier
Houston	Clear Lake National Bank	President
Houston	First Northwestern Bank, National Association	President
Houston	Houston National Bank	President
Houston	Langham Creek National Bank	President
Houston	Lone Star Bank, N.A.	President, Cashier
Houston	Omnibank National Association	Chairman, President, Vice President, Cashier
Houston	The State Bank of Texas	*

GROUP 2 — Continued

TEXAS — Continued		
Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Houston	Sunbelt National Bank	Chairman, President
Houston	Texas Guaranty National Bank	President
Houston	Woodforest National Bank	Chairman, President, Vice President, Cashier
Irving	Independent National Bank	President
Jacksonville	Austin Bank, Texas National Association	Chairman, President, Vice President, Cashier
Katy	Community Bank	Chairman, Vice Chairman, President
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
Lake Worth	Lake Worth National Bank	President
Lamesa	The First National Bank of Lamesa	Chairman, President, Vice President, Cashier
Lamesa	The Lamesa National Bank	Chairman, President, Vice President, Cashier
La Porte	Bayshore National Bank of La Porte	President
Laredo	Falcon National Bank	President, Cashier
Laredo	South Texas National Bank of Laredo	President, Vice President
Liberty	The First Liberty National Bank	Chairman, President
Livingston	The First National Bank of Livingston	Chairman, President, Vice President, Cashier
Livingston	First State Bank	*
Longview	Austin Bank, N. A.	President
Lubbock	Lubbock National Bank	Chairman, President, Executive Vice President
Lubbock	Western National Bank	President
Lubbock	Whisperwood National Bank	President
Marshall	East Texas National Bank of Marshall	Cashier
Marshall	First National Bank	President, Vice President and Cashier
McAllen	Inter National Bank	Chairman, President, Cashier
McAllen	McAllen National Bank	President
McKinney	Collin County National Bank	Chairman, President, Vice President, Cashier
Mesquite	Townbank, National Association	*
Mexia	First National Bank of Mexia	President, Vice President, Cashier
Midland	Midland American Bank	Chairman, President
Mineral Wells	First State Bank of Mineral Wells	President
Missouri City	First National Bank of Missouri City	President
Mount Pleasant	The American National Bank of Mount Pleasant	President
Nacogdoches	Commercial Bank of Texas, N.A.	President
Nacogdoches	The Stone Fort National Bank of Nacogdoches	Chairman, President, Vice President, Cashier
New Braunfels	Norwest Bank Texas, New Braunfels	President
New Waverly	Citizens Bank of Texas, National Association	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
Palestine	The East Texas National Bank of Palestine	President
Pampa	National Bank of Commerce	President, Vice President
Pearland	First Community Bank, N.A.	*
Pecos	The Security State Bank of Pecos	President, Vice President, Cashier
Pharr	Lone Star National Bank	President, Vice President, Cashier
Pittsburg	First Heritage Bank, National Association	President
Refugio	The First National Bank of Refugio	Cashier
Richardson	Canyon Creek National Bank	President
Robstown	Norwest Bank Texas, Robstown, National Association	Chairman, President, Executive Vice President
San Antonio	Intercontinental National Bank	President, Vice President, Cashier
San Antonio	Norwest Bank Texas, Kelly Field, National Association	Chairman, President, Vice President, Cashier
San Antonio	Norwest Bank Texas, San Antonio, N.A.	President, Vice President
San Antonio	Security National Bank of San Antonio	President
Seguin	First Commercial Bank, National Association	President
Seminole	Seminole National Bank	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
Sugar Land	Southern National Bank of Texas	Chairman, Chief Executive Officer, President

GROUP 2 — Continued

TEXAS — Continued		
Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Sweetwater	First National Bank, Sweetwater, Texas	President, Executive Vice President
Sweetwater	Texas National Bank	Chairman, President
Temple	First National Bank of Temple	President
Terrell	The American National Bank of Texas	Chairman, President, Vice President, Cashier
Texarkana	State First National Bank	Chairman, President, Vice President, Cashier
Texarkana	The Texarkana National Bank	Chairman, President, First Executive President
Universal City	Texstar National Bank	President
Waco	American Bank National Association	William C. Landiss, President and Chief Executive Officer
Waco	Central National Bank	President, Vice President, Cashier
Waco	First Waco National Bank	President
Weatherford	Weatherford National Bank	Vice President and Cashier
Wellington	Wellington State Bank	President
Whitehouse	Austin Bank, Whitehouse, Texas, National Association	President, Vice President and Cashier
Wichita Falls	American National Bank	President
Wichita Falls	First National Bank	Chairman, President, Cashier
Wills Point	Citizens National Bank of Wills Point	President
Winnsboro	The First National Bank of Winnsboro	Chairman, President, Vice President, Cashier

**Directors of the Federal Reserve Bank of Dallas
As of October 2, 1996**

Name	Occupation	Elected by Banks in Group	Class	Term Expires 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	A	1997
Robert C. McNair	Chairman and Chief Executive Officer, Cogen Technologies, Inc., Houston, Texas	1	B	1997
J. B. Cooper, Jr.	Farmer, Roscoe, Texas	2	B	1996
Milton Carroll	Chairman of the Board and Chief Executive Officer, Instrument Products, Inc., Houston, Texas	3	B	1998
Cece Smith	General Partner, Phillips-Smith Specialty Retail Group, Dallas, Texas	Appointed by the Board of Governors of the Federal Reserve System	C	1997
<i>Chairman</i>				
Roger R. Hemminghaus	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	C	1998
<i>Deputy Chairman</i>				
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	C	1996