

Federal Reserve Bank of Dallas

Dallas, Texas 75265-5906

Notice 99-86
October 6, 1999

SPECIAL ELECTION OF CLASS B DIRECTOR 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 24, 1999, this Bank is conducting the special election of a Class B Director to succeed Robert C. McNair. Mr. McNair resigned as a Class B Director to pursue other interests. The name of the candidate, along with the names of the banks that nominated her, is set out on page 3.

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 B Director. Also enclosed are an envelope bearing on its face the certificate in regard to the vote and a small 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. Banks in Group 1 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 and on the envelopes.

The following procedure is required in the case of the Class B ballot:

- (1) The ballot should be marked.**
- (2) It should be placed in the small envelope marked "Ballot—Directors' Election" and that envelope sealed.**
- (3) After the certificate on the white certificate envelope is executed, the small 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 Group 1 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 13, 1999, and close at 2 p.m. on October 28, 1999. 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 candidate is invited to be present or represented on that occasion.

While the banks in Group 2 (consisting of banks having capital and surplus of over \$2,500,000 but under \$10,000,000) and banks in 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,

A handwritten signature in black ink, appearing to read "Roger B. H. A.", written in a cursive style.

Chairman of the Board

Enclosures (4)

CANDIDATE FOR CLASS B DIRECTOR

Judy Ley Allen

Co-Manager and Partner
The Fairways at Pole Creek Development, L.L.C.
Houston, Texas

Judy Ley Allen is co-manager and partner of The Fairways at Pole Creek Development, L.L.C. The Fairways is a 1,000-acre, 27-hole golf course and residential development in Winter Park, Colorado. Allen has co-responsibility for land planning, financing, and governmental approvals and total responsibility for marketing and accounting. She also performs asset management for five family members, including stock and bond, real estate, oil and gas, and timberland investments, and supervises all accounting functions and state and federal income tax return preparations.

Allen is active in numerous civic organizations. She serves on the Rice University Advisory Board of Governors, the Houston Ballet Foundation Board and the Museum of Natural Science Finance Committee.

Allen has a bachelor's degree from Stanford University and an M.B.A. from Harvard Business School.

Nominated by the following banks in Group 1:

TEXAS

- Dallas TIB The Independent BankersBank
- Houston Southwest Bank of Texas, N.A.
- Jacksonville Austin Bank, Texas National Association
- Laredo The Laredo National Bank
- McAllen Texas State Bank
- San Antonio Broadway National Bank
- San Antonio CaminoReal Bank, N.A.
- San Antonio The Frost 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 4 through 5 of this notice.

GROUP 1

LOUISIANA

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Minden	Minden Bank & Trust Company	President

NEW MEXICO

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Las Cruces	First Security Bank of Southern New Mexico, National Association	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
Abilene	First State Bank, National Association	President
Amarillo	Amarillo National Bank	Chairman, President, Vice President, Cashier
Amarillo	First Bank Southwest, N. A.	President
Amarillo	The First National Bank Amarillo	President
Baytown	Citizens Bank and Trust Company of Baytown, Texas	Chairman
Bellaire	Citizens National Bank of Texas	President
Brenham	Texas National Bank	Chairman, President
Dallas	Bank of Texas, National Association	Tom E. Turner, Chairman; C. Thomas Abbott, President; Jane Colesar, Cashier & Sr. Vice President
Dallas	Bank One, Texas, National Association	Chairman
Dallas	Inwood National Bank of Dallas	President
Dallas	Northern Trust Bank of Texas N.A.	President
Dallas	Texas Capital Bank, National Association	*
Dallas	TIB The Independent BankersBank	President, Chief Executive Officer
Dallas	U.S. Trust Company of Texas, National Association	Chairman, President, Senior Vice President
Edinburg	First National Bank	Chairman, President, Vice President, Cashier
El Paso	Bank of the West	Chairman
El Paso	Norwest Bank El Paso, N.A.	President
Garland	United Central Bank	President
Granbury	Community Bank	*
Henderson	Citizens National Bank	Cashier
Houston	American First National Bank	President
Houston	Banco Popular, National Association (Texas)	Chairman, President
Houston	Bank of Tanglewood, National Association	Chairman, President, Executive Vice President
Houston	Chase Bank of Texas, National Association	Chairman, President, Vice President, Cashier
Houston	First Bank Texas National Association	Chairman, President, Vice President, Cashier
Houston	MetroBank, National Association	Chairman, President, Vice President, Cashier
Houston	Northwest Bank, National Association	Chairman, President
Houston	Republic National Bank	President
Houston	Southwest Bank of Texas, N.A.	Chairman, President, Vice President, Cashier
Houston	Texas First National Bank	President
Houston	Wells Fargo Bank (Texas), National Association	Chairman of Executive Committee, President
Houston	Woodforest National Bank	Chairman, President, Vice President, Cashier
Hurst	Surety Bank, National Association	Chairman, President, Vice President, Cashier
Jacksonville	Austin Bank, Texas National Association	Chairman, President, Vice President, Cashier
Kilgore	City National Bank of Kilgore	President
La Porte	Bayshore National Bank of La Porte	President

GROUP 1 — Continued

TEXAS — Continued

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Laredo	The Laredo National Bank	President, Vice President
Livingston	The First National Bank of Livingston	Chairman, President, Vice President, Cashier
Lubbock	PNB Financial Bank	Alan White, Chairman; John C. Owens, President; DeWayne V. Pierce, Senior Executive Vice President
Lubbock	State National Bank of West Texas	Chairman
Marble Falls	Marble Falls National Bank	President
McAllen	Inter National Bank	Chairman, President, Cashier
McAllen	Texas State Bank	Chairman, President, Cashier
Nacogdoches	Commercial Bank of Texas, N.A.	President
Pharr	Lone Star National Bank	President, Vice President, Cashier
Plainview	Hale County State Bank	Chairman
Plano	Legacy Bank of Texas	Chairman, President, Vice President, Cashier
Richardson	Canyon Creek National Bank	President
San Angelo	San Angelo National Bank	*
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	President, Vice President, Cashier
San Antonio	Norwest Bank Texas, National Association	President, Vice President, Cashier
Temple	Extraco Banks, National Association	President
Victoria	Citizens National Bank	President
Victoria	First Victoria National Bank	Chairman, President, Vice President, Cashier
Weatherford	Texas Bank	President
Weatherford	Weatherford National Bank	Vice President and Cashier