FEDERAL RESERVE BANK OF DALLAS

DALLAS, TEXAS 75265-5906

Notice 07-35 August 14, 2007

ELECTION OF DIRECTORS NOMINATION PROCEDURES

To All Member Banks in the Eleventh Federal Reserve District:

An election will be conducted under the provisions of Section 4 of the Federal Reserve Act for the positions held by the following directors of this Bank, whose terms expire December 31, 2007:

Class A Director — David S. Barnard

Chairman and Chief Executive Officer The National Banks of Central Texas

Gatesville, Texas

Class B Director — Robert A. Estrada

Chairman

Estrada Hinojosa & Company, Inc.

Dallas, Texas

Mr. Barnard, the Class A Director, was elected by banks in Group 2, consisting of banks with combined capital and surplus of over \$3,500,000 but under \$15,000,000. At the conclusion of his present term, Mr. Barnard will have served two full three-year terms and is not eligible for reelection.

Mr. Estrada, the Class B Director, was elected by banks in Group 3, consisting of banks with combined capital and surplus of \$3,500,000 and under. At the conclusion of his present term, Mr. Estrada will have served one three-year term and is eligible for reelection.

The banks comprising Groups 2 and 3 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 2 is permitted to nominate one candidate for Class A Director, and each bank in Group 3 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 Groups 2 and 3 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 September 14.** A form and return envelope for this purpose are enclosed. On September 26, a list of the candidates (indicating the nominating banks) and a preferential ballot will be mailed to each bank in the voting groups. The ballot must be cast within 15 days after receipt. The polls will open at 9 a.m. on October 3 and close at 2 p.m. on October 18. 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.

*Section 4 of the Federal Reserve Act 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 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.

In order to be counted, the ballot must be executed by an officer authorized to cast the vote. Officers so authorized are listed on the following pages. The authority conferred on these officers continues until revoked; they need not be redesignated. Each member bank that has not designated an officer or officers for 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.

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 member banks with combined capital and surplus of \$15,000,000 and over.

Sincerely,

James T. Hackett Chairman of the Board

James J. Speckett

Enclosures (2)

Information Concerning Eligibility for Class A 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 A shall consist of three members, without discrimination on the basis of race, creed, color, sex, or national origin, who shall be chosen by and be representative of the stockholding banks." "No officer or director of a member bank shall be eligible to serve as a Class A director unless nominated and elected by banks that are members of the same group as the member bank of which he is an officer or director." Any person who is an officer or director of more than one member bank shall not be eligible for nomination as a Class A director except by banks in the same group as the bank having the largest aggregate resources of any of those of which such person is an officer or director." "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 2

Consists of all member banks with combined capital and surplus of over \$3,500,000 but under \$15,000,000

Banks in this group elect one Class A Director.

	LOUISIANA		
Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote	
Arcadia	First National Bank	President	
Bossier City	Citizens National Bank, N.A.	President	
Ruston	National Independent Trust Company	Chairman, President	
	NEW MEXICO		
Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote	
Carlsbad Portales	Carlsbad National Bank The James Polk Stone National Bank		
	TEXAS		
Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote	
Abilene	Citizens Bank, N.A.	President	
Alvin	First National Bank of Alvin	President, Executive Vice President	
Alvin	Texas Advantage Community Bank, N.A	President	
Anahuac	Anahuac National Bank	President	
Andrews	The National Bank of Andrews	President, Cashier	
Ballinger	Ballinger National Bank President, Executive Vice Presi		
Ballinger	linger The First National Bank of Ballinger		
Bastrop	First National Bank	Chairman, President, Vice President, Cashie	
Big Spring	The State National Bank	Chairman, President, Vice President, Cashie	
Blanco	The Blanco National Bank	President, Vice President, Cashier	
Borger	First National Bank of Borger	President	
Bowie	Legend Bank, N.A.	President	
Breckenridge	Citizens National Bank of Breckenridge	President, Vice President, Cashier	
Brenham	Bank of Brenham, N.A.	President	
Brenham	The Brenham National Bank	Chairman, President, Vice President, Cashie	
Burkburnett	First Bank	President	
Burleson	First National Bank of Burleson		
Canadian	First State Bank of Canadian, N.A.	Duncidant Vice Duncidant	
Cleburne	First Financial Bank, N.A.	President, Vice President	

GROUP 2 — Continued

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote		
Coleman	First Coleman National Bank	Cashier		
College Station	Brazos Valley Bank, N.A.	President		
Conroe	First Bank of Conroe, N.A.	President		
Corpus Christi	American Bank, N.A.	President		
Dallas	Dallas National Bank	Chairman, President, Chief Executive Officer		
Dallas	One World Bank	President		
Dallas	Professional Bank, N.A.	President		
Dallas	T Bank, N.A.	*		
Dallas	Town North Bank, N.A.	Chairman Procident Sr Vice President Cachie		
	United Texas Bank	Chairman, President, Sr. Vice President, Cashie		
Dallas		President		
Dallas	North Texas Bank	01		
Eastland	First Financial Bank, N.A.	Chairman, President, Vice President, Cashier		
El Campo	NewFirst National Bank	President, Cashier		
El Paso	United Bank of El Paso del Norte	Chairman, President, EVP, Cashier		
Fairfield	First National Bank	Chairman, President, Vice President, Cashier		
Flower Mound	First Security Bank, N.A.	Chairman, President, Vice President, Cashier		
Fort Worth	Citizens National Bank	President		
Fort Worth	Fort Worth National Bank	*		
Fort Worth	Trinity Bank, N.A.	Chairman, President		
Fort Worth	Woodhaven National Bank	President		
Freeport	Texas Gulf Bank, N.A.	*		
Friona	Friona State Bank, N.A.	Chairman, President		
Frisco	Texas Republic Bank, N.A.	*		
Galveston	Moody National Bank	Chairman, President, Executive Vice President		
Gatesville	National Bank	Chairman, President, Vice President, Cashier		
	First National Bank	Chief Executive Officer		
Giddings	American National Bank	President		
Gonzales				
Graham	Graham National Bank	Chairman		
Grand Prairie	Community Bank of Texas, N.A.			
Granger	First State Bank	President, Vice President, Cashier		
Hereford	The First National Bank of Hereford	President		
Highland Village	United Community Bank, N.A	President		
Houston	Houston Community Bank, N.A.	Chairman, President		
Houston	Icon Bank of Texas, N.A.	*		
Houston	Independence Bank, N.A.	*		
Houston	Omnibank, N.A.	Chairman, President, Vice President, Cashier		
Houston	Post Oak Bank, N.A.	Chairman, President, Vice President, Cashier		
Houston	The State Bank of Texas	Chairman		
Houston	Unity National Bank of Houston	Chairman, Co-Chairman		
Hughes Springs	The First National Bank of Hughes Springs	Chairman		
Huntsville	First National Bank of Huntsville	Chairman, President, Vice President, Cashier		
Iowa Park	State National Bank of Texas	Chairman, President, Vice President, Cashier		
	Independent Bank of Texas	Cashier, Chief Financial Officer		
Irving	•	**		
Keller	American Bank, N.A.			
Kilgore	City National Bank of Kilgore	President		
Kilgore	Kilgore National Bank	President		
Killeen	First National Bank of Texas	Chairman, President, Vice President, Cashier		
Lamesa	Lamesa National Bank	Chairman, President, Vice President, Cashier		
Liberty	The First Liberty National Bank	Chairman, President		
Livingston	The First National Bank of Livingston	Chairman, President, Vice President, Cashier		
Livingston	First State Bank	**		
Lubbock	Lubbock National Bank	Chairman, President, Executive Vice President		
Lubbock	Peoples Bank	Chairman, President, Cashier		
McAllen	Border Capital Bank, N.A.	President		
Meridian	First Community Bank Central Texas, N.A.	*		
Mexia	First National Bank of Mexia	President, Vice President, Cashier		
Mineral Wells	First State Bank of Mineral Wells	President		
Monahans	First National Bank of Monahans	Chairman, President, Cashier, CEO, CFO		
Nacogdoches	Commercial Bank of Texas, N.A.	President		
		President, Vice President, Cashier, EVP		
Newton	CountyBank, N.A.			
Pecos Bilat Baint	TransPecos Banks	President, Vice President, Cashier		
Pilot Point	PointBank	President, Cashier		
Plano	Fidelity Bank, N.A.	President		
Port Lavaca	First National Bank in Port Lavaca	President		
Quitman	Wood County National Bank	President		
Ralls	Security Bank	Chairman, President, Vice President, Cashier		
D ('	The First National Bank of Refugio	Cashier		
Refugio	The First National Bank of Herugio	Casillei		

GROUP 2 — Continued

TEXAS CONTINUES			
Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote	
San Antonio	First Community Bank San Antonio, N.A		
San Antonio	InterContinental National Bank	President, Vice President, Cashier	
Sanger	Sanger Bank	Chairman, President	
Seguin	First Commercial Bank, N.A.	President	
Slaton	Citizens Bank	Chairman, President, EVP, Sr. VP	
Snook	First Bank of Snook	President	
South Padre	South Padre Bank, N.A	President	
Sugar Land	First Community Bank-Fort Bend, N.A.	*	
Sulphur Springs	The City National Bank of Sulphur Springs	President, Vice President, Cashier	
Sweetwater	First National Bank	President, Executive Vice President	
Sweetwater	Texas National Bank	Chairman, President	
Terrell	The American National Bank of Texas	Chairman, President, Vice President, Cashier	
Texarkana	First National Bank	*	
The Woodlands	Texas Community Bank, N.A.	President, Vice President, Cashier	
Trenton	First National Bank of Trenton	President	
Universal City	TexStar National Bank	Chairman	
Van Alstyne	Texas Star Bank	President	
Vernon	Waggoner National Bank	President, Vice President	
Waco	American Bank, N.A.	Chairman, President Cashier	
Waco	Central National Bank	President, Vice President, Cashier	
Waco	First National Bank of Central Texas President, Vice President, Cashie		
Waxahachie	Citizens National Bank of Texas	President	
Wellington	Wellington State Bank	President	
Wichita Falls	chita Falls American National Bank President		
Wichita Falls	First National Bank	Chairman, President, Cashier	
Winnsboro	First National Bank	Chairman, President, Vice President, Cashier	

 $[\]ensuremath{^{\star}}$ No designation of authorized officer on file.

^{**} Multi-bank holding company subsidiary (non-voting bank).

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 3

Consists of all member banks with combined capital and surplus of \$3,500,000 and under

Banks in this group elect one Class B Director.

LOUISIANA				
Location Name of Bank or Trust Company		Officers Authorized to Cast Vote		
Benton Mansfield	First National Bank of Benton Progressive National Bank of DeSoto Parish	President Chairman, President		
	NEW MEXICO			
Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote		
Alamogordo Las Cruces Lordsburg Ruidoso	First National Bank in Alamogordo Bank of the Rio Grande, N.A. Western Bank First National Bank of Ruidoso	Chairman, President, Vice President, EVP President President Chairman		
	TEXAS			
Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote		
Albany Amherst Anderson Anson Aspermont Baird Bedford Beeville Bells Bellville Brady Brady Bronte Brownwood Byers Cameron	First National Bank of Albany/Breckenridge First National Bank of Amherst First National Bank of Anderson First National Bank of Anson The First National Bank of Asperment The First National Bank of Baird First National Bank of the Mid-Cities The First National Bank of Beeville First National Bank of Bells/Savoy The First National Bank of Bellville Brady National Bank The Commercial National Bank of Brady First National Bank in Bronte Citizens National Bank at Brownwood First National Bank Citizens National Bank	Chairman, President, Vice President President Chairman, President, Vice President, Cashier President, Vice President, Cashier President, Vice President, Cashier Chairman, President, Vice President, Cashier Chairman, President, Vice President, Cashier Chairman, President, Vice President, Cashier President President, Vice President, Cashier President Chairman, President, Vice President Cashier President Chairman, President, Vice President, Cashier		

GROUP 3 — Continued

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Canton	First National Bank	Chairman, President, Vice President, Cashier
Carthage	Panola National Bank	President
Chillicothe	The First National Bank of Chillicothe	President
Colorado City	The City National Bank of Colorado City	President, Vice President, Cashier
Colorado City	First National Bank of Colorado City	President
Comanche	The Comanche National Bank	President
Cooper	The First National Bank in Cooper	
Corsicana	City National Bank	
Corsicana	Corsicana National Bank and Trust	
Cotulla	Stockmens National Bank in Cotulla	, ,
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Crockett	Citizens National Bank	·
Crockett	First National Bank of Crockett	,
Crosbyton	Citizens National Bank	· · · · · · · · · · · · · · · · · · ·
Crowell	Crowell State Bank	
Daingerfield	National Bank of Daingerfield	
Dalhart	First National Bank in Dalhart	President
Dallas	American Bank, N.A.	President
Dallas	Preston National Bank	Chairman, Vice Chairman, President
Dawson	First Bank & Trust Company	Chairman, President, Vice President
DeSoto	Bank of DeSoto, N.A.	
Detroit	Community National Bank	
Dublin	The Dublin National Bank	
Dublin	First National Bank of Dublin	
Eagle Lake	The First National Bank of Eagle Lake	
Edgewood	First National Bank	
Eldorado	The First National Bank	President, Vice President, Cashier
Emory	First National Bank of Emory	Vice President, Cashier
Evant	First National Bank	President, Vice President
Falfurrias	First National Bank in Falfurrias	President
Falls City	The Falls City National Bank	
Floydada	First National Bank	
Fort Hood	Fort Hood National Bank	
Fort Stockton	First National Bank of Fort Stockton	·
Fort Worth	The National Bank of Texas at Fort Worth	•
Galveston	Hometown Bank, N.A.	
Garland	Northeast National Bank	President
George West	First National Bank	Chairman, President, Vice President, Cashier
Gilmer	First National Bank	Chairman, President, Vice President, Cashier
Gilmer	Gilmer National Bank	President
Gladewater	Gladewater National Bank	Chairman, President, Vice President, Cashier
Goliad	The First National Bank of Goliad	
Graford	First National Bank - Graford	•
Graham	First National Bank in Graham	
Granbury	The First National Bank of Granbury	
Granger	Granger National Bank	
Groesbeck	First National Bank	
Groom	The State National Bank of Groom	Chairman, President, Vice President, Cashier
Hamlin	Hamlin National Bank	Chairman, President, Vice President, Cashier
Haskell	Haskell National Bank	Chairman, President, Vice President
Hebbronville	First National Bank of Hebbronville	President
Hico	First National Bank	Vice President
Hillsboro	Citizens National Bank	
Hondo	Community National Bank	·
	•	
Hondo	The Hondo National Bank	
Jacksboro	First National Bank	, , ,
Jacksboro	Jacksboro National Bank	*
Jacksonville	Texas National Bank of Jacksonville	•
Jasper	First National Bank	President
Junction	First State Bank	President
Junction	Junction National Bank	
Karnes City	The Karnes County National Bank	· · · · · · · · · · · · · · · · · · ·
Kemp	First National Bank	· · · · · · · · · · · · · · · · · · ·
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Kingsville	Kleberg First National Bank of Kingsville	
Kress	Kress National Bank	
La Grange	Colorado Valley Bank	
La Grange	National Bank & Trust	Chairman, President, Vice President, Cashier
	La Coste National Bank	Cashier

GROUP 3 — Continued

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Lake Jackson	First National Bank of Lake Jackson	President
Lamesa	The First National Bank of Lamesa	
_inden	First National Bank	
ipan	First National Bank	
Jano	Llano National Bank	
_ockhart	First-Lockhart National Bank	
Marfa	The Marfa National Bank	
Mason	Mason National Bank	
		•
McGregor	First National Bank	
McLean	Bank of Commerce	
Memphis	Memphis State Bank	••••
Menard	First State Bank	
Menard	Menard National Bank	
Mercedes	Texas National Bank	
Mertzon	First National Bank of Mertzon	•
Mineola	The First National Bank of Mineola	•
Лооdy	First National Bank	
Mount Pleasant	The American National Bank of Mount Pleasant	
Mount Vernon	First National Bank	President, Vice President
Muleshoe	First Bank of Muleshoe	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, N.A.	President
Vewcastle	Farmers National Bank	
Olney	First National Bank of Olney	•
Ore City	Security State Bank, N.A.	
Ozona	Ozona National Bank	
Paducah	The First National Bank	
Palestine	East Texas National Bank	
Paris	Lamar National Bank	
Paris		
	The Liberty National Bank in Paris	
Pasadena	Texas Coastal Bank	
Perryton	Perryton National Bank	
Pleasanton	Atascosa National Bank	
Princeton	Citizens State Bank	••••
Quanah	First National Bank in Quanah	Chairman, President, Vice President, Cashier
Quitaque	First National Bank	President, Vice President, Cashier
Quitman	Bank Texas, N.A.	
Richwood	Brazos National Bank	*
Rockwall	Lakeside National Bank	President
Rotan	First National Bank	President
Round Mountain	Cattleman's National Bank	
Saint Jo	First National Bank	•
San Benito	First Community Bank, N.A.	•
San Saba	City National Bank	
Santa Anna	The Santa Anna National Bank	
Santo	First National Bank	
Seymour	Farmers National Bank of Seymour	
Seymour	The First National Bank of Seymour	
Shiner	First National Bank	
Snyder	Snyder National Bank	
Sonora	The First National Bank of Sonora	•
South Padre Island	First National Bank of South Padre Island	Chairman
Spearman	First National Bank	President
Stanton	The First National Bank of Stanton	President
Sterling City	The First National Bank of Sterling City	President, Vice President
ahoka	The First National Bank of Tahoka	Chairman, President, Vice President, Cashier
aylor	The City National Bank of Taylor	
eague	Citizens National Bank	
Texarkana	Commercial National Bank of Texarkana	
exas City	Texas First Bank	
•		· · · · · · · · · · · · · · · · · · ·
hrockmorton	The First National Bank of Throckmorton	
om Bean	First National Bank	
rinity	The First National Bank of Trinity	· · · · · · · · · · · · · · · · · · ·
lucido	Uvalde National Bank	President, Vice President, Cashier
Jvalde /alley Mills	First National Bank of Bosque County The First National Bank of Weatherford	Chairman, President, Vice President, Cashier

GROUP 3 — Continued

Location Name of Bank or Trust Company Officers Authorized to Cast Vote West The State National Bank in West President Whitney First National Bank in Whitney Chairman, President, Vice President, Cashier Wills Point Citizens National Bank of Wills Point President Woodsboro The First National Bank of Woodsboro Cashier

Chairman, President, Cashier

Chairman, President, Cashier

Yoakum National Bank

Zapata National Bank

Yoakum

Zapata

^{*} No designation of authorized officer on file.

^{**} Multi-bank holding company subsidiary (non-voting bank).

Directors of the Federal Reserve Bank of Dallas As of August 14, 2007

Name	Occupation	Elected by Banks in Group	Class	Term Expires Dec. 31
David S. Barnard	Chairman and Chief Executive Officer, The National Banks of Central Texas, Gatesville, Texas	2	Α	2007
Richard W. Evans, Jr	Chairman and Chief Executive Officer, Cullen/Frost Bankers, Inc., San Antonio, Texas	1	Α	2008
Pete Cook	Chief Executive Officer, First National Bank in Alamogordo, Alamogordo, New Mexico	3	Α	2009
Robert A. Estrada	Chairman, Estrada Hinojosa & Company, Inc., Dallas, Texas	3	В	2007
James B. Bexley	Associate Professor of Finance, Sam Houston State University, Huntsville, Texas	2	В	2008
Margaret H. Jordan	President and Chief Executive Officer, Dallas Medical Resource, Dallas, Texas	1	В	2009
James T. Hackett Chairman	Chairman, President and Chief Executive Officer, Anadarko Petroleum Corporation, Houston, Texas	Appointed by the Board of Governors of the Federal Reserve System	С	2008
Anthony R. Chase Deputy Chairman	Chairman and Chief Executive Officer, ChaseCom, L.P., Houston, Texas	Appointed by the Board of Governors of the Federal Reserve System	С	2009
Herb Kelleher	Executive Chairman, Southwest Airlines Company, Dallas, Texas	Appointed by the Board of Governors of the Federal Reserve System	С	2007