



ELECTION OF DIRECTORS

REPORT OF NOMINATIONS — ELECTION PROCEDURES

To the Member Banks of the Eighth Federal Reserve District:

In accordance with the provisions of Section 4 of the Federal Reserve Act, as amended, and my circular dated October 5, 1990, regarding the election of one Class A and one Class B director of this Bank, there are listed on the following pages the names of the candidates nominated and the banks which made the nominations.

Member banks in Group 1 are electing a Class B director to a three-year term expiring December 31, 1993 to succeed Roger W. Schipke. One candidate has been nominated for this position.

Member banks in Group 2 are electing a Class A director to a three-year term expiring December 31, 1993 to succeed H. L. Hembree who has completed two terms. Two candidates have been nominated for this position.

Enclosed with this election circular are a ballot, a ballot envelope, a certificate envelope and a return envelope for use in this election.

The ballot and certificate envelope must be executed by an officer who has been authorized to cast the vote. A listing of the officers so designated is included. In order that the balloting may be secret, the name of the bank and of the voting officer should not be written on the ballot envelope.

Section 4 of the Federal Reserve Act provides for preferential voting for election of Class A and B directors in the following manner. The officer casting a member bank's vote must indicate first, second and other choices. Where no more than two candidates have been nominated, a member bank indicating a choice for only one candidate will be deemed to have indicated the remaining candidate, if any, as a second choice.

After the ballot has been marked in the manner described above, the ballot should be inserted in the ballot envelope and sealed. The officer casting the ballot must then execute the certificate on the front of the certificate envelope and insert the ballot envelope into the certificate envelope. Return the sealed certificate envelope to me in the self-addressed envelope.

By law, the ballot must be returned so as to reach me within 15 days after its receipt. The polls will open on November 26 and close at 2 p.m. on December 12, 1990. At that time, the ballot box will be opened in the Board Room of this Bank, the sealed envelopes containing the ballots will be opened, the votes tallied 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 circular is sent to them without forms for their information.

H. Edwin Trusheim
Chairman of the Board

November 20, 1990

Group 1: Candidate for Class B Director

WARREN R. LEE

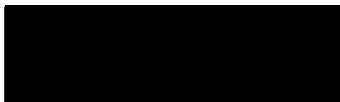
President

W. R. Lee & Associates, Inc.
Louisville, Kentucky

Education:

Indiana University, Bloomington
B.A. and M.B.A., Business Education

Date and Place of Birth:



Other Affiliations:

Director, Louisville Area Construction
Industry Labor-Management Cooperation
Committee, Inc. (LAMACO)

Member, National Association of Area
Labor-Management Committees

Administrative Manager, Kentucky State
District Council of Carpenters,
Health & Welfare, Pension, and
Retirement Annuity Trust Funds

Executive Director, Pension Fund
Investments, Inc.

Board Member, Leadership Kentucky Foundation
and Leadership Louisville Foundation

NOMINATED BY

First National Bank of Louisville, Kentucky

Group 2: Candidates for Class A Director

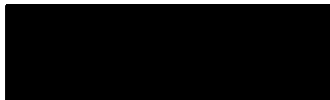
CAMDEN R. FINE

**President and Chief Executive Officer
Missouri Independent Bank
Jefferson City, Missouri**

Education:

University of Missouri, Columbia
B.A. History/English
M.S. Finance/Public Administration

Date and Place of Birth:



Other Affiliations:

Member, Board of Directors - IBAA Bancard, Inc.

Member, Federal Legislation Committee - IBAA Bancard, Inc.

Board Member/Treasurer, Missouri Independent Bankers Association

Past Chair, Bank Leadership Committee - Missouri Bankers Association

President, Board of Education - Jefferson City Public Schools

NOMINATED BY

Missouri Independent Bank, Jefferson City, Missouri

RAY U. TANNER

**Chairman, Director and Chief Executive Officer
Jackson National Bank
Jackson, Tennessee**

**Chairman, President, Director and CEO
Volunteer Bancshares, Inc.
Jackson, Tennessee**

Education:

Rhodes College, Memphis, Tennessee
B.A.

Date and Place of Birth:



Other Affiliations:

Director, Federal Reserve Bank of
St. Louis, Memphis Branch

Member, Board of Directors,
American Bankers Association

Member, Administrative Committee and
Government Relations Council of
American Bankers Association

Past President, Tennessee Bankers
Association

Member, Board of Trustees, Rhodes College
Memphis, Tennessee

NOMINATED BY

Merchants National Bank, Fort Smith, Arkansas

Jackson National Bank, Jackson, Tennessee

Consisting of member banks having capital and surplus over \$10,000,000

Banks in this group elect one Class B Director

ARKANSAS

City	Name of Bank	Voting Officer
Hot Springs	First National Bank of Hot Springs	Chairman, President, Vice President or Cashier
Little Rock	First Commercial Bank, National Association	Chairman, Vice Chairman, President, Vice President or Cashier
Little Rock	Union National Bank of Arkansas, Little Rock	Chairman, President or Executive Vice President
Little Rock	Worthen Bank & Trust Company, National Association	Chairman, Vice Chairman or President
North Little Rock	One National Bank of North Little Rock	Chairman, President, Vice President or Cashier
Pine Bluff	Simmons First National Bank of Pine Bluff	Chairman, President, Vice President or Cashier

ILLINOIS

Alton	Mercantile Bank of Illinois National Association	Chairman, President, Vice President, Cashier or Chairman of the Executive Committee
Belleville	Magna Bank, N.A.	Chairman, President, Vice President or Cashier
Jacksonville	Elliott State Bank	Chairman, President, Vice President or Cashier

INDIANA

Evansville	Old National Bank in Evansville	Chairman, President, Vice President or Cashier
Evansville	The Citizens National Bank of Evansville	Chairman, President, Vice President or Cashier
Evansville	The National City Bank of Evansville	Chairman, President, Vice President or Cashier

KENTUCKY

Louisville	Citizens Fidelity Bank and Trust Company	Chairman, Vice Chairman, President, Vice President or Cashier
Louisville	First National Bank of Louisville	Chairman, President, Vice President or Cashier
Louisville	Liberty National Bank and Trust Company of Louisville	Chairman, President, Vice President or Cashier
Louisville	Mid-America Bank of Louisville & Trust Co.	Chairman, President, Vice President or Cashier
Owensboro	The Owensboro National Bank	Chairman, President, Vice President or Cashier

MISSISSIPPI

Columbus	First-Columbus National Bank	Chairman, President, Vice President or Cashier
Columbus	UniSouth Banking Corporation	President
New Albany	First National Bank	Chairman, President, Vice President or Cashier
Pontotoc	The First National Bank of Pontotoc	Chairman, President, Vice President or Cashier
Starkville	National Bank of Commerce of Mississippi	Chairman, Vice Chairman, Chairman of Executive Committee, President, Vice President or Cashier

MISSOURI

City	Name of Bank	Voting Officer
Clayton	Commerce Bank of St. Louis, National Association	Chairman, Vice Chairman, President, Vice President or Cashier
Clayton	Mercantile Bank of St. Louis National Association	Chairman, President or Senior Vice President
Columbia	Commerce Bank, National Association	Chairman, President, Vice President or Cashier
Columbia	First National Bank and Trust Company	Chairman, President, Vice President or Cashier
Lemay	Lemay Bank & Trust Company	President or Vice President
Springfield	Commerce Bank of Springfield, National Association	Chairman, President, Vice President or Cashier
Springfield	The Boatmen's National Bank of Springfield	Chairman, President, Vice President or Cashier
St. Louis	The Boatmen's National Bank of St. Louis	Chairman, President, Vice President or Cashier

TENNESSEE

Memphis	First Tennessee Bank National Association Memphis	Chairman, President, Executive Vice President or Cashier
Memphis	National Bank of Commerce	Chairman, President, Vice President or Cashier
Memphis	Union Planters National Bank	Chairman, President, Vice President or Cashier

GROUP 2

Consisting of member banks having capital and surplus over \$2,000,000 but not over \$10,000,000

Banks in this group elect one Class A Director

ARKANSAS

City	Name of Bank	Voting Officer
Batesville	First National Bank	Chairman, President, Vice President or Cashier
Batesville	The Citizens Bank	Chairman, President, Vice President or Cashier
Bentonville	First National Bank	Chairman, President, Vice President or Cashier
Blytheville	The Farmers Bank & Trust Co.	Chairman, President, Vice President or Cashier
Camden	First National Bank of Camden	Chairman, President, Vice President or Cashier
Camden	The Merchants and Planters Bank, National Association	Chairman, President, Vice President or Cashier
Conway	The First National Bank of Conway	President
Crossett	First National Bank of Crossett	Chairman, President, Vice President or Cashier
El Dorado	National Bank of Commerce of El Dorado	President
El Dorado	The First National Bank of El Dorado	Chairman, President, Vice President or Cashier
Fayetteville	Northwest National Bank	Chairman, President, Vice President or Cashier
Fayetteville	The Bank of Fayetteville, N.A.	Chairman, President, Vice President or Cashier
Forrest City	First National Bank of Eastern Arkansas	Chairman, President, Vice President or Cashier
Fort Smith	The City National Bank of Fort Smith	Chairman or President
Fort Smith	The First National Bank of Fort Smith	Chairman, President, Vice President or Cashier
Fort Smith	The Merchants National Bank of Fort Smith	Chairman, President, Vice President or Cashier
Harrison	The First National Bank in Harrison	Chairman, President, Vice President or Cashier
Hope	The Citizens National Bank of Hope	Chairman, President, Vice President or Cashier
Hope	The First National Bank of Hope	President
Hot Springs	Arkansas Bank and Trust Company	Chairman, Vice Chairman, President, Vice President or Cashier
Hot Springs	One National Bank of Hot Springs	Chairman, President, Vice President or Cashier
Lavaca	Citizens Bank of Lavaca	Chairman, President, Vice President or Cashier
Little Rock	First Exchange Bank of Little Rock, N.A.	Chairman, President, Vice President or Cashier
Little Rock	Metropolitan National Bank	President
Magnolia	First National Bank of Magnolia	President or Cashier
Mena	First National Bank in Mena	Chairman, President, Vice President or Cashier
Morrilton	The First National Bank of Conway County	President
Mountain Home	First National Bank & Trust Company of Mountain Home	Chairman, President, Vice President or Cashier
Nashville	The First National Bank of Nashville	President or Cashier
North Little Rock	National Bank of Arkansas in North Little Rock	Chairman, President, Vice President or Cashier
Paragould	First National Bank	Chairman, President, Vice President or Cashier
Pine Bluff	National Bank of Commerce of Pine Bluff	President or Vice President
Pine Bluff	Pine Bluff National Bank	Chairman, President, Vice President, Cashier or Secretary of the Board
Springdale	The First National Bank of Springdale	Chairman, President, Vice President or Cashier
Stuttgart	First National Bank in Stuttgart	Chairman, President, Vice President or Cashier
Texarkana	The State First National Bank of Texarkana	Chairman, President, Vice President or Cashier
Van Buren	First National Bank of Crawford County	Chairman, President, Vice President or Cashier
Wynne	The First National Bank of Wynne	President

ILLINOIS

City	Name of Bank	Voting Officer
Belleville	Boatmen's National Bank of Belleville	Chairman, President, Vice President or Cashier
Carbondale	First National Bank and Trust Company	Chairman, President, Vice President or Cashier
Centralia	The Old National Bank of Centralia	President, Vice President or Cashier
DuQuoin	DuQuoin State Bank	Chairman, President, Vice President or Cashier
Effingham	Effingham State Bank	Chairman, President, Vice President, Cashier or Assistant Cashier
Effingham	The First National Bank of Effingham	Chairman, President, Vice President or Cashier
Fairfield	The Fairfield National Bank	Chairman, President, Vice President or Cashier
Fairview Heights	Landmark Bank of Illinois	Chairman, President, Vice President or Cashier
Harrisburg	The First National Bank of Harrisburg	President, Vice President or Cashier
Harrisburg	The Harrisburg National Bank	Chairman, President, Vice President or Cashier
Highland	Landmark Bank of Madison County	Chairman, President, Vice President or Cashier
Hillsboro	Montgomery County National Bank	President, Vice President or Cashier
Newton	The First National Bank in Newton	Chairman, President, Vice President or Cashier
Olney	First National Bank in Olney	Chairman, President, Vice President or Cashier
Quincy	First Bankers Trust Company, National Association	Chairman, President, Vice President or Cashier
Raymond	The First National Bank of Raymond	Chairman, President, Vice President or Cashier
Robinson	The First National Bank in Robinson	Chairman, President, Vice President or Cashier
Salem	The Salem National Bank	President, Vice President, Cashier or Assistant Cashier
Steeleville	First National Bank of Steeleville	Chairman, President, Vice President or Cashier
Teutopolis	Teutopolis State Bank	President or Cashier

INDIANA

Charlestown	Liberty National Bank and Trust Company of Indiana	Chairman, President, Vice President or Cashier
Madison	Citizens National Bank of Madison	Chairman, President, Vice President or Cashier
Mount Vernon	Citizens Bank of Posey County, NA	Chairman, President, Vice President or Cashier
New Albany	First National Bank of Indiana and Mutual Trust Company	Chairman, President, Vice President or Cashier
Petersburg	The Citizens State Bank of Petersburg	President, Vice President or Cashier
Princeton	Citizens Bank of Gibson County, National Association	President or Cashier
Scottsburg	The Scott County State Bank	Chairman, President, Vice President or Cashier
Seymour	The Seymour National Bank	Chairman, President, Vice President or Cashier
Tell City	The Citizens National Bank of Tell City	Cashier
Tell City	The Tell City National Bank	Chairman, President, Vice President or Cashier
Vincennes	The American National Bank of Vincennes	Chairman, President, Vice President or Cashier

KENTUCKY

Bowling Green	Bowling Green Bank & Trust Company, National Association	Chairman, President, Vice President, Cashier or any Executive Officer
Bowling Green	The American National Bank & Trust Company	Chairman, President, Vice President or Cashier
Bowling Green	The Citizens National Bank of Bowling Green	Chairman, President, Vice President or Cashier
Danville	The Farmers National Bank of Danville	President, Vice President or Cashier
Elizabethtown	Liberty National Bank and Trust Company of Hardin County	Chairman, President, Vice President or Cashier
Fort Knox	Fort Knox National Bank	Chairman, President, Vice President or Cashier
Glasgow	The New Farmers National Bank of Glasgow	Chairman, President, Vice President or Cashier
Henderson	Ohio Valley National Bank of Henderson	Chairman, President, Vice President or Cashier

KENTUCKY (continued)

City	Name of Bank	Voting Officer
Hopkinsville	Sovran Bank/Kentucky	Chairman, President, Vice President or Cashier
Louisville	First Kentucky Trust Company	Chairman, President, Vice President or Cashier
Morganfield	The Morganfield National Bank	President, Vice President or Cashier
Paducah	The Peoples First National Bank & Trust Company of Paducah	President or Vice President

MISSISSIPPI

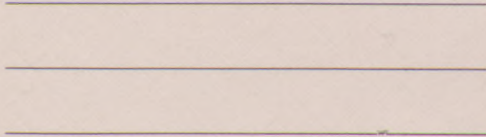
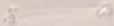
Clarksdale	First National Bank of Clarksdale	Chairman, President, Vice President or Cashier
Corinth	National Bank of Commerce of Corinth	Chairman, President, Vice President or Cashier
Iuka	First American National Bank	Chairman, President, Vice President or Cashier
Lexington	First National Bank of Holmes County	Chairman, President, Vice President or Cashier
Oxford	The First National Bank of Oxford	Chairman, President, Vice President or Cashier
West Point	The First National Bank of West Point	Chairman, President, Vice President or Cashier

MISSOURI

Cape Girardeau	Boatmen's National Bank of Cape Girardeau	Chairman, Vice Chairman, President, Vice President or Cashier
Cape Girardeau	First Exchange Bank of Cape Girardeau	Chairman, President, Vice President or Cashier
Clayton	First National Bank of St. Louis	Chairman, President, Vice President or Cashier
Clayton	U. S. National Bank of Clayton	Chairman, President, Vice President or Cashier
Columbia	The Boone County National Bank of Columbia	Chairman, President, Vice President or Cashier
Florissant	First Exchange Bank of North St. Louis County	Chairman, President, Vice President or Cashier
Fredericktown	First Exchange Bank of Madison County	Chairman, President, Vice President or Cashier
Fulton	The Callaway Bank	Chairman, President, Vice President or Cashier
Jackson	Jackson Exchange Bank and Trust Company	Chairman, President, Vice President or Cashier
Jefferson City	Missouri Independent Bank	Chairman, President, Vice President or Cashier
Kahoka	Allegiant National Bank	Chairman, President, Vice President or Cashier
Kirkville	First National Bank	Chairman, President, Vice President, Executive Vice President or Cashier
Monett	Mercantile Bank of Monett, NA	Chairman, President, Vice President or Cashier
Perryville	Capital Bank of Perryville, National Association	Chairman, President, Vice President or Cashier
Shrewsbury	Heritage National Bank	Chairman, President, Vice President or Cashier
Springfield	Citizens National Bank of Springfield	Chairman, President, Vice President or Cashier
Springfield	First City National Bank	President or Cashier
Springfield	Metropolitan National Bank	Chairman, President, Vice President or Cashier
St. Louis	American Bank of St. Louis	Chairman, President, Executive Vice President or Senior Vice President
St. Louis	First Exchange Bank of St. Louis	Chairman, President, Vice President or Cashier
St. Louis	Lindell Bank & Trust Company	President, Executive Vice President or Vice President
St. Louis	South Side National Bank in St. Louis	Chairman, President, Vice President or Cashier
St. Louis	United Missouri Bank of St. Louis, N.A.	Chairman, Vice Chairman, President, Vice President or Cashier
St. Peters	Commerce Bank of St. Charles County, National Association	Chairman, President, Vice President or Cashier
West Plains	Boatmen's First National Bank of West Plains	Chairman, President, Vice President or Cashier

TENNESSEE

City	Name of Bank	Voting Officer
Dyersburg	First-Citizens National Bank of Dyersburg	Chairman, President, Vice President or Cashier
Jackson	Jackson National Bank	Chairman, President, Vice President or Cashier
Memphis	Enterprise National Bank	Chairman, President, Vice President or Cashier
Memphis	First Commercial Bank, National Association of Memphis ..	Chairman, President, Vice President or Cashier
Memphis	First City National Bank	Chairman, President, Vice President or Cashier



Chairman of the Board
Federal Reserve Bank of St. Louis
P.O. Box 442
St. Louis, Missouri 63166

Group 1

INSERT IN THIS ENVELOPE A SEALED BALLOT ENVELOPE CONTAINING A PROPERLY EXECUTED BALLOT. THIS ENVELOPE WILL NOT BE OPENED UNTIL POLLS CLOSE.

In accordance with Section 4 of the Federal Reserve Act, I hereby certify that my choice for a Class B director of the Federal Reserve Bank of St. Louis is as indicated by (X) in the column of the ballot sealed herein.

For _____
(Name of Bank) (Signature of officer designated to vote)

_____ (Location of Bank) (Title of voting officer)

BALLOT ENVELOPE



Ballot

Group No. 1

This ballot and the certificate on the envelope must be executed by an officer who has been authorized to cast the vote and whose designation has been certified to me.

The choice must be indicated by cross (X) in the column below.

Ballot must be returned to me within fifteen days. The polls will open on November 26 and close at 2 p.m. on December 12, 1990.

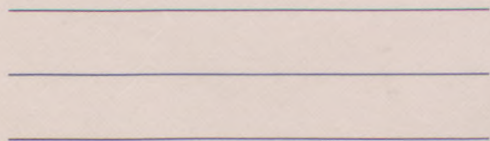
Failure to observe above instructions will invalidate ballot.

H. EDWIN TRUSHEIM
Chairman of the Board

VOTE FOR CLASS B DIRECTOR

CANDIDATE	Choice (Mark X)
WARREN R. LEE President W. R. Lee & Associates, Inc. Louisville, Kentucky	<input data-bbox="891 1228 937 1277" type="checkbox"/>

Place ballot in Ballot envelope. Insert sealed Ballot envelope in certificate envelope. Execute certificate and seal. Return in self-addressed envelope.



Chairman of the Board
Federal Reserve Bank of St. Louis
P.O. Box 442
St. Louis, Missouri 63166

Group 2

INSERT IN THIS ENVELOPE A SEALED BALLOT ENVELOPE CONTAINING A PROPERLY EXECUTED BALLOT. THIS ENVELOPE WILL NOT BE OPENED UNTIL POLLS CLOSE.

In accordance with Section 4 of the Federal Reserve Act, I hereby certify that my choices for Class A director of the Federal Reserve Bank of St. Louis are as indicated by (X) in the columns of the ballot sealed herein.

For _____
(Name of Bank) (Signature of officer designated to vote)

_____ (Location of Bank) _____ (Title of voting officer)

BALLOT ENVELOPE



Ballot

Group No. 2

This ballot and the certificate on the envelope must be executed by an officer who has been authorized to cast the vote and whose designation has been certified to me.

The choice must be indicated by cross (X) in the column below.

Ballot must be returned to me within fifteen days. The polls will open on November 26 and close at 2 p.m. on December 12, 1990.

Failure to observe above instructions will invalidate ballot.

H. EDWIN TRUSHEIM
Chairman of the Board

VOTE FOR CLASS A DIRECTOR

CANDIDATES	Choice (Mark X)
CAMDEN R. FINE President and Chief Executive Officer Missouri Independent Bank Jefferson City, Missouri	<input type="checkbox"/>
RAY U. TANNER Chairman, Director & Chief Executive Officer Jackson National Bank Jackson, Tennessee	<input type="checkbox"/>

Place ballot in Ballot envelope. Insert sealed Ballot envelope in certificate envelope. Execute certificate and seal. Return in self-addressed envelope.