

ELECTION OF DIRECTORS
REPORT OF NOMINATIONS
ELECTION PROCEDURES



NOVEMBER 13, 1997



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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 September 29, 1997, 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 that made the nominations.

Member banks in Group 2 are electing a Class B director to a three-year term expiring December 31, 2000, to succeed Sandra B. Sanderson. Two candidates have been nominated for this position.

Member banks in Group 3 are electing a Class A director to a three-year term expiring December 31, 2000, to succeed Michael A. Alexander. 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. Where no more than two candidates have been nominated, a member bank 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 the period that the polls are open. The polls will open on November 17 and close at 2 p.m. on December 1, 1997. At that time, the ballot box will be opened in the Committee 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 1 will not vote in this election, this circular is sent to them without forms for their information.

John F. McDonnell
Chairman of the Board

CANDIDATES
NOMINATED BY
GROUPS 2 & 3
MEMBER BANKS

GROUP 2: CANDIDATE FOR CLASS B DIRECTOR

M. KENNETH HOLT

Director, Center for Business and Economic Services,
Associate Professor of Management and Economics
McAfee School of Business Administration
Union University
Jackson, Tennessee

Education: University of Memphis, A.B.D.
Louisiana State University, M.S.
Union University, B.S.

Place and Date of Birth:



Other Affiliations:

Member, Tennessee Economics Association

Member, Regional Planning Commission

Member, Business Advisory Board, *The Jackson Sun*

Member, Business Advisory Board, Crichton College

Member, Institute of Certified Professional Managers

Editor, *UPDATE*, a newsletter for economic data for West Tennessee, Jackson Area Chamber of Commerce

Trainer, The University of Tennessee Municipal Training Program

Chairman, Board of Directors, Leaders Credit Union (this position will be resigned upon election to the Federal Reserve Board)

NOMINATED BY:

Union Planters Bank of Central Arkansas, N.A., Clinton, Arkansas

GROUP 2: CANDIDATE FOR CLASS B DIRECTOR

ROBERT L. JOHNSON

Chairman and Chief Executive Officer
Johnson Bryce, Inc.
Memphis, Tennessee

Education: Roosevelt University, B.A.

Place and Date of Birth:



Other Affiliations:

Member, "The Round Table" Florida A&M University
School of Business

Board Member, Memphis Chamber of Commerce

Director, Rising Tide Foundation

Founding Member, Executive Leadership Council

Board Member, Leadership Memphis

Member, The Board of Trustees, LeMoyne-Owen College

NOMINATED BY:

First Tennessee Bank National Association Mississippi, Southaven, Mississippi
First Commercial Trust Company National Association, Little Rock, Arkansas

GROUP 3: CANDIDATE FOR CLASS A DIRECTOR

MICHAEL A. ALEXANDER

Chairman of the Board and President
First National Bank of Mount Vernon
Mount Vernon, Illinois

Education: Southern Methodist University, B.A.
University of Chicago, M.B.A.

Place and Date of Birth:



Other Affiliations:

Chairman and President, Jeff City Bancorp, Inc.
Chairman, Mount Vernon Industrial Commission
Chairman, Lincoln Park & Sports District Committee
Trustee and President, Lincoln Park Foundation
Director and President, Mount Vernon Downtown
Development Corp.
Director, Mount Vernon Girl Scout Foundation
Director, Federal Reserve Bank of St. Louis

NOMINATED BY:

First National Bank of Mt. Vernon, Mount Vernon, Illinois
The Malvern National Bank, Malvern, Arkansas
First National Bank in Pinckneyville, Pinckneyville, Illinois
First National Bank and Trust Company, Carbondale, Illinois
The First National Bank of Jonesboro, Jonesboro, Illinois
The Anna National Bank, Anna, Illinois

GROUP 3: CANDIDATE FOR CLASS A DIRECTOR

DAVID J. EMERSON

President

Downstate Banking Co.

Brookport, Illinois

Education:

Southern Illinois University–Carbondale, B.S.

Place and Date of Birth:



Other Affiliations:

Chair, Illinois Occupational Skill Standards Credentialing Council

NOMINATED BY:

Downstate National Bank, Brookport, Illinois

LISTING
OF
GROUPS 2 & 3
MEMBER BANKS

GROUP 2

Consisting of member banks having capital and surplus over \$3,750,000, but under \$21,300,000

ARKANSAS

City	Name of Bank	Authorized Signature
Arkadelphia.....	Citizens First Bank	Chairman, President, Vice President or Cashier
Ash Flat.....	First National Bank of Sharp County	Chairman, President, Vice President or Cashier
Batesville.....	The Arkansas Bank National Association.....	Chairman, President, Vice President or Cashier
Batesville.....	The Citizens Bank.....	Chairman, President, Vice President or Cashier
Bentonville.....	Arkansas National Bank.....	Chairman, President, Vice President or Cashier
Clarksville.....	Arkansas State Bank.....	Chairman, President, Vice President or Cashier
Clinton.....	Union Planters Bank of Central Arkansas, N.A.....	Chairman, President, Vice President or Cashier
Conway.....	The First National Bank of Conway.....	President
El Dorado.....	Citizens First Bank - El Dorado.....	President and Chief Executive Officer
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.....	Bank of Arkansas, National Association.....	Chairman or President
Fayetteville.....	McIlroy Bank & Trust.....	Chairman, President, Vice President or Cashier
Fayetteville.....	The Bank of Fayetteville, N.A.....	Chairman, President, Vice President or Cashier
Fordyce.....	Citizens First Bank.....	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
Harrison.....	The Security Bank.....	Chairman or President
Hope.....	The Citizens National Bank of Hope.....	Chairman, President, Vice President or Cashier
Hope.....	The First National Bank of Hope.....	Chairman, President, Vice President or Cashier
Hot Springs.....	Arkansas Bank and Trust Company.....	Chairman, Vice Chairman, President, Vice President or Cashier
Lavaca.....	River Valley Bank and Trust.....	Chairman, President, Vice President or Cashier
Lewisville.....	People's Bank & Loan Co.	Cashier
Little Rock.....	First Commercial Trust Company National Association.....	Chairman, President, Vice President, Cashier, Secretary or Assistant Secretary
Little Rock.....	Metropolitan National Bank.....	President
Little Rock.....	One National Bank.....	Chairman, President, Vice President or Cashier
Little Rock.....	Pinnacle Bank.....	Chairman, President, Vice President or Cashier
Little Rock.....	Pulaski Bank and Trust Company.....	Chairman, President, Vice President or Cashier
Magnolia.....	First National Bank of Magnolia.....	President or Cashier
Monette.....	MidSouth Bank.....	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
Pine Bluff.....	Pine Bluff National Bank.....	Chairman, President, Vice President, Cashier or Secretary of the Board
Pine Bluff.....	Simmons First National Bank of Pine Bluff.....	Chairman, President, Vice President or Cashier
Prairie Grove.....	The Farmers & Merchants Bank.....	Chairman, President, Vice President or Cashier
Rogers.....	Farmers and Merchants Bank.....	President and Chief Executive Officer

GROUP 2

Russellville	Simmons First Bank of Russellville	Chairman, President, Vice President or Cashier
Searcy	Simmons First Bank	Chairman, President, Vice President or Cashier
Stuttgart.....	The Farmers and Merchants Bank	Chairman, President, Vice President or Cashier
Texarkana	State First National Bank	Chairman, President, Vice President or Cashier
Van Buren.....	Citizens Bank & Trust Company.....	Chairman, President or Cashier
Wynne	The First National Bank of Wynne	President

ILLINOIS

City	Name of Bank	Authorized Signature
Chester	Chester National Bank	Chairman, President, Vice President, Cashier or Chief Executive Officer
Effingham.....	Effingham State Bank	Chairman, President, Vice President, Cashier or Assistant Cashiers
Fairfield.....	The Fairfield National Bank.....	Chairman, President, Vice President or Cashier
Harrisburg.....	The First National Bank of Harrisburg	President, Vice President or Cashier
Herrin.....	Heartland National Bank	Chairman, President, Vice President or Cashier
Hillsboro	National Bank	President, Vice President or Cashier
Jacksonville.....	Elliott State Bank	Chairman, President, Vice President or Cashier
Jerseyville.....	The State Bank of Jerseyville.....	Chairman, President, Vice President or Cashier
Metropolis.....	Community National Bank.....	Chairman, President, Vice President or Cashier
Mount Vernon.....	Citizens Bank of Illinois, National Association	Chairman, President, Vice President or Cashier
Olney.....	Community Bank & Trust, N.A.....	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
Red Bud.....	First State Bank of Red Bud	President, Vice President or Cashier
Robinson	AmBank, Illinois, N.A.....	Chairman, President, Vice President or Cashier
Robinson	First Robinson Savings Bank, National Association	Chairman, President, Vice President or Cashier
Swansea.....	Union Bank of Illinois.....	Chairman, President, Vice President or Cashier
Teutopolis.....	Teutopolis State Bank.....	President or Cashier
Vandalia.....	The First National Bank of Vandalia.....	Chairman, President, Vice President or Cashier
Wayne City.....	The First National Bank of Wayne City.....	Cashier

INDIANA

City	Name of Bank	Authorized Signature
Evansville	The National City Bank of Evansville.....	Chairman, President, Vice President or Cashier
Madison.....	Citizens National Bank of Madison	Chairman, President, Vice President or Cashier
New Albany.....	Hometown National Bank	

GROUP 2

New Albany.....	National City Bank of Southern Indiana.....	Chairman, President, Vice President or Cashier
Petersburg.....	The Citizens State Bank of Petersburg.....	President, Vice President or Cashier
Tell City.....	TCB Bank	
Tell City.....	The Citizens National Bank of Tell City.....	Cashier
Vincennes.....	AmBank Indiana, National Association.....	Chairman, President, Vice President or Cashier
Washington.....	The Peoples National Bank and Trust.....	Chairman, President, Vice President or Cashier
	Company of Washington	

KENTUCKY

City	Name of Bank	Authorized Signature
Bowling Green.....	Bowling Green Bank & Trust Company, National Association	Chairman, President, Vice President, Cashier or Executive Officer
Columbia.....	The First National Bank of Columbia.....	Chairman, President, Vice President or Cashier
Danville.....	The Farmers National Bank of Danville.....	President, Vice President or Cashier
Glasgow.....	The New Farmers National Bank of Glasgow.....	Chairman, President, Vice President or Cashier
Greensburg.....	The Peoples Bank & Trust Company.....	Chairman, President, Vice President or Cashier
Hopkinsville.....	NationsBank of Kentucky, National Association.....	Chairman, President, Vice President or Cashier
Owensboro.....	The Owensboro National Bank.....	Chairman, President, Vice President or Cashier

MISSISSIPPI

City	Name of Bank	Authorized Signature
Clarksdale.....	First National Bank of Clarksdale.....	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
New Albany.....	Union Planters Bank of Northeast Mississippi, N.A.....	Chairman, President, Vice President or Cashier
Oxford.....	The First National Bank of Oxford.....	Chairman, President, Vice President or Cashier
Southaven.....	First Tennessee Bank National Association Mississippi.....	Chairman, President or Cashier
West Point.....	The First National Bank of West Point.....	Chairman, President, Vice President or Cashier

MISSOURI

City	Name of Bank	Authorized Signature
Bridgeton.....	Cass Bank & Trust Company.....	Chairman, President, or Vice President
Clayton.....	Truman Bank.....	Chairman, President, Vice President or Cashier
Columbia.....	First National Bank and Trust Company.....	Chairman, President, Vice President or Cashier
Columbia.....	The Boone County National Bank of Columbia.....	Chairman, President, Vice President or Cashier

GROUP 2

Gainesville.....	Century Bank of the Ozarks	Chairman, President, Vice President or Cashier
Jefferson City.....	Midwest Independent Bank	Chairman, President, Vice President or Cashier
Lemay.....	Lemay Bank & Trust Company	President or Vice President
Mexico.....	The First National Bank of Audrain County	Chairman, President, Vice President or Cashier
Springfield.....	Metropolitan National Bank	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	UMB Bank of St. Louis, National Association.....	Chairman, Vice Chairman, President, Vice President or Cashier

TENNESSEE

City	Name of Bank	Authorized Signature
Collierville	BankTennessee	Chairman, President, Vice President or Cashier
Dyersburg.....	First Citizens National Bank.....	Chairman, President, Vice President or Cashier
Jackson.....	Union Planters Bank of Jackson, N.A.	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

GROUP 3

Consisting of member banks having capital and surplus of \$3,750,000 and under

ARKANSAS

City	Name of Bank	Authorized Signature
Altheimer	First National Bank of Altheimer.	Chairman, President, Vice President or Cashier
Ashdown	Bank of Ashdown, National Association	Chairman, President, Vice President or Cashier
Beebe	Charter State Bank.	Chairman, President, Vice President or Cashier
Benton	Benton State Bank	Chairman, President, Vice President or Cashier
Berryville	The First National Bank of Berryville	Chairman, President, Vice President or Cashier
Blytheville	The Farmers Bank & Trust Co.	Chairman, President, Vice President or Cashier
Blytheville	The First National Bank in Blytheville	Chairman, President, Vice President or Cashier
Calico Rock	First National Bank of Iazard County	Chairman, President, Vice President or Cashier
Camden	The Merchants and Planters Bank, National Association	Chairman, President, Vice President or Cashier
Clinton	Clinton State Bank.	Chairman, President, Vice President, Cashier, Compliance Officer or Human Resource Officer
Conway	First Community Bank, National Association.	Chairman, Vice Chairman, Secretary, President, Vice President or Cashier
Crossett	First National Bank of Crossett	Chairman, President, Vice President or Cashier
De Queen	First State Bank of De Queen.	Chairman, President, Vice President or Cashier
De Queen	The First National Bank of De Queen	Chairman, President, Vice President or Cashier
De Witt	The First National Bank of De Witt.	Chairman, President, Vice President or Cashier
Dierks	First National Bank of Howard County.	Chairman, President, Vice President or Cashier
El Dorado	First United Trust Company, National Association	Chairman, President, Vice President or Cashier
Forrest City	First National Bank of Eastern Arkansas.	Chairman, President, Vice President or Cashier
Forrest City	Forrest City Bank, National Association	Chairman, President, Vice President or Cashier
Glenwood	Caddo First National Bank	Chairman, President, Vice President or Cashier
Gravette	Northwest National Bank	Chairman, President, Vice President, Cashier or Board Officer
Green Forest	The First National Bank in Green Forest.	President, Vice President or Cashier
Heber Springs	Heber Springs State Bank.	Chairman, President, Vice President or Cashier
Helena	First National Bank of Phillips County	Chairman, Vice Chairman, President, Vice President or Cashier
Helena	Helena National Bank	Chairman, President, Vice President or Cashier
Hughes	Planters National Bank of Hughes.	Chairman, President, Vice President or Cashier
Huntsville	The First National Bank of Huntsville	Chairman, President, Vice President or Cashier
Lewisville	The First National Bank of Lewisville	Chairman, President, Vice President or Cashier
Little Rock	Arkansas Bankers' Bank.	Chairman, President, Vice President or Cashier
Little Rock	Eagle Bank and Trust Company.	Chairman, President, Vice President, Cashier, Secretary or Treasurer
Malvern	The Malvern National Bank.	Chairman, President, Vice President or Cashier
Marianna	First National Bank at Marianna	Vice President
Marion	Citizens Bank.	Chairman, President, Vice President or Cashier
McGehee	The First National Bank of McGehee	Chairman, President, Vice President or Cashier

GROUP 3

Mena	First National Bank in Mena	Chairman, President, Vice President or Cashier
Morrilton	Morrilton Security Bank, National Association	Chairman, President, Executive Vice President or Cashier
Mountain Home	First National Bank & Trust Company of Mountain Home	Chairman, President, Vice President or Cashier
Mulberry	Bank of Mulberry	Chairman
Nashville	Citizens National Bank of Nashville	Chairman, President, Vice President or Cashier
Paragould	First National Bank	Chairman, President, Vice President or Cashier
Paris	The First National Bank at Paris	Chairman, President, Vice President or Cashier
Rogers	Arvest Trust Company, National Association	Chairman, President, Vice President or Cashier
Rogers	Bank of Rogers	Chairman, President, Vice President or Cashier
Rogers	First National Bank and Trust Company	Chairman, President, Vice President or Cashier
Russellville	First National Bank of Russellville	Chairman or President
Searcy	First National Bank	Chairman, President, Vice President or Cashier
Sheridan	First National Bank of Sheridan	Chairman, President, Vice President or Cashier
Siloam Springs	First National Bank	Chairman, President, Vice President or Cashier
Springdale	Springdale Bank & Trust	Chairman, President, Vice President or Cashier
Texarkana	Commercial National Bank of Texarkana	Chairman, President, Vice President or Cashier
Walnut Ridge	First National Bank of Lawrence County at Walnut Ridge	Chairman, President, Vice President or Cashier
West Memphis	Fidelity National Bank of West Memphis	Chairman, President, Vice President or Cashier
Yellville	The Bank of Yellville	Chairman, President, Vice President or Cashier

ILLINOIS

City	Name of Bank	Authorized Signature
Albion	Citizens National Bank of Albion	Chairman, President, Vice President or Cashier
Allendale	The First National Bank of Allendale	Chairman, President, Vice President or Cashier
Anna	The Anna National Bank	Chairman, President, Vice President or Cashier
Ava	The First National Bank of Ava	Chairman, President, Vice President or Cashier
Barry	The First National Bank of Barry	Chairman, President, Vice President or Cashier
Bridgeport	The First National Bank of Bridgeport	Chairman, President, Vice President or Cashier
Brookport	Downstate National Bank	Chairman, President, Vice President or Cashier
Brownstown	The First National Bank of Brownstown	Chairman, President, Vice President or Cashier
Carbondale	First National Bank and Trust Company	Chairman, President, Vice President or Cashier
Carlinville	The Carlinville National Bank	Chairman, President, Vice President or Cashier
Carlyle	The First National Bank in Carlyle	Chairman, President, Vice President or Cashier
Carmi	The First National Bank of Carmi	President or Cashier
Carmi	The National Bank of Carmi	Chairman, President, Vice President or Cashier
Carrollton	Greene County National Bank in Carrollton	Chairman, President, Executive Vice President, Vice President or Cashier
Chester	Buena Vista National Bank of Chester	Chairman, President, Vice President or Cashier
Columbia	Columbia National Bank	Chairman, President, Vice President or Cashier
Coulterville	The First National Bank of Coulterville	Chairman, President, Vice President or Cashier
Dieterich	The First National Bank of Dieterich	Chairman, President, Vice President or Cashier

GROUP 3

Dongola	The First State Bank of Dongola	Chairman, President, Vice President or Cashier
DuQuoin	DuQuoin State Bank	Chairman, President, Vice President or Cashier
East St. Louis	First Illinois Bank	Chairman, President, Vice President or Cashier
Farina	State Bank of Farina	President, Vice President or Cashier
Flora	Flora Bank & Trust	Chairman, President, Vice President or Cashier
Grand Tower	First National Bank	Chairman, President, Vice President or Cashier
Grayville	The Peoples National Bank of Grayville	Chairman, President, Vice President or Cashier
Greenville	The Bradford National Bank of Greenville	Chairman, President, Vice President or Cashier
Griggsville	Farmers National Bank of Griggsville	Chairman, President, Vice President or Cashier
Jonesboro	The First National Bank of Jonesboro	President, Vice President or Cashier
Kinmundy	The First National Bank of Kinmundy	Chairman, President, Vice President or Cashier
Lawrenceville	Heritage National Bank	Chairman, President, Vice President or Cashier
Lawrenceville	The Peoples National Bank in Lawrenceville	Chairman, President, Vice President or Cashier
Lima	The State Bank of Lima	Chairman, President, Vice President or Cashier
Litchfield	The First National Bank of Litchfield	President or Cashier
Litchfield	The Litchfield National Bank	Chairman, President, Vice President or Cashier
McLeansboro	The Peoples National Bank of McLeansboro	Chairman, President, Vice President or Cashier
Metropolis	The City National Bank of Metropolis	Chairman, President, Vice President or Cashier
Metropolis	The National State Bank of Metropolis	Chairman, President, Vice President or Cashier
Millstadt	First National Bank of Millstadt	Chairman, President, Vice President or Cashier
Mount Carmel	Old National Trust Company-Illinois	
Mount Vernon	First National Bank of Mt. Vernon	Chairman, President, Vice President or Cashier
Mulberry Grove	The First National Bank of Mulberry Grove	President, Vice President or Cashier
Nashville	The Farmers and Merchants National Bank of Nashville	Chairman, President, Vice President or Cashier
Newton	The First National Bank in Newton	Chairman, President, Vice President or Cashier
Nokomis	First National Bank of Nokomis	Chairman, President, Vice President or Cashier
Oblong	The First National Bank of Oblong	Chairman, President, Vice President or Cashier
Okawville	The First National Bank of Okawville	Chairman, President, Vice President or Cashier
Okawville	The Old Exchange National Bank of Okawville	Chairman, President, Vice President or Cashier
Pinckneyville	First National Bank in Pinckneyville	President, Vice President or Cashier
Sandoval	The First National Bank of Sandoval	Chairman, President, Vice President or Cashier
Shawneetown	Illinois One Bank, National Association	Chairman, President, Vice President or Cashier
Sparta	The First National Bank of Sparta	President, Vice President or Cashier
St. Elmo	Fayette County Bank	Chairman, President, Vice President or Cashier
St. Peter	First State Bank of St. Peter	Chairman, President, Vice President or Cashier
Staunton	The First National Bank in Staunton	Chairman, President or Cashier
Steeleville	First National Bank of Steeleville	Chairman, President, Vice President or Cashier
Sumner	The First National Bank of Sumner	Chairman, President, Vice President or Cashier
Waterloo	The First National Bank of Waterloo	Chairman, President, Vice President or Cashier
White Hall	The White Hall National Bank	Cashier
Witt	Security National Bank	President, Vice President or Cashier
Xenia	The First National Bank of Xenia	Chairman, President, Vice President or Cashier

GROUP 3

INDIANA

City	Name of Bank	Authorized Signature
Elberfeld	The Elberfeld State Bank	Chairman, President or Cashier
English	English State Bank	Chairman, President, Vice President or Cashier
Evansville	Citizens Trust Company of Indiana, National Association . . .	Chairman, President, Chief Investment Officer, Vice President and Manager of Employee Benefits or Vice President and Manager of Personal Trust Services
Holland	The Holland National Bank	President or Cashier
Lynnville	The Lynnville National Bank	President or Vice President
Mitchell	The First National Bank of Mitchell	President, Executive Vice President, Vice President or Cashier
Odon	The First National Bank of Odon	President, Vice President or Cashier
Scottsburg	The Scott County State Bank	Chairman, President, Vice President or Cashier

KENTUCKY

City	Name of Bank	Authorized Signature
Campbellsville	Campbellsville National Bank	
Carrollton	The First National Bank of Carrollton	Chairman, President, Vice President or Cashier
Central City	The First National Bank of Central City	Chairman, President, Vice President or Cashier
Clinton	First National Bank in Clinton	Chairman, President, Vice President or Cashier
Frankfort	The Bankers' Bank of Kentucky, Inc.	Chairman, President, Vice President or Cashier
Frankfort	The State National Bank of Frankfort	President
Fulton	The City National Bank of Fulton	Chairman, President, Vice President or Cashier
Hartford	Citizens Bank	Chairman, President, Vice President or Cashier
Henderson	Ohio Valley National Bank of Henderson	Chairman, President, Vice President or Cashier
Hodgenville	The Lincoln National Bank of Hodgenville	Chairman, President, Vice President or Cashier
Lawrenceburg	The Lawrenceburg National Bank	Chairman, President, Vice President or Cashier
Lebanon	The Citizens National Bank of Lebanon	President or Cashier
Lebanon	The Farmers National Bank of Lebanon	Chairman, President, Vice President or Cashier
Mayfield	The First National Bank of Mayfield	Chairman, President, Vice President or Cashier
Monticello	First Southern National Bank of Wayne County	Chairman, President, Vice President, Cashier, Comptroller or Chief Financial Officer
Morganfield	Old National Trust Company-Kentucky	
Morganfield	The Morganfield National Bank	President, Vice President or Cashier
Paducah	Banterra Bank, National Association	Chairman, President, Vice President or Cashier
Radcliff	Fort Knox National Bank	Chairman, President, Vice President or Cashier
Russell Springs	The First National Bank of Russell Springs	Chairman, President, Vice President or Cashier
Russellville	The Citizens National Bank of Russellville	Chairman, President, Vice President or Cashier
Scottsville	The Farmers National Bank of Scottsville	President or Cashier

GROUP 3

MISSISSIPPI

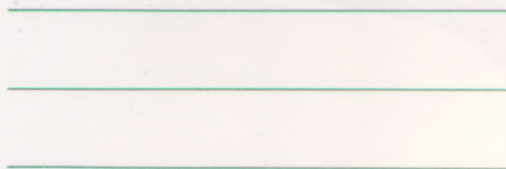
City	Name of Bank	Authorized Signature
Cleveland	First National Bank of Bolivar County	Chairman, President, Vice President or Cashier
Rosedale	First National Bank	Chairman, President, Vice President or Cashier

MISSOURI

City	Name of Bank	Authorized Signature
Altenburg	Peoples Bank of Altenburg	Chairman, President, Vice President or Cashier
Belgrade	Belgrade State Bank	Chairman
Camdenton	First National Bank	Chairman, President, Vice President or Cashier
Clayton	First National Bank of St. Louis	Chairman, President, Vice President or Cashier
Crane	Stone County National Bank	Chairman, President, Vice President or Cashier
Cuba	First Community National Bank of Crawford County	Chairman, President, Vice President or Cashier
Dixon	The State Bank of Dixon	Chairman, President, Vice President or Cashier
Fulton	The Callaway Bank	Chairman, President, Vice President or Cashier
Hannibal	Farmers and Merchants Bank	Chairman, President, Vice President or Cashier
Hannibal	The Hannibal National Bank	Cashier
Hermann	Bay-Hermann Berger Bank	Chairman, President, Vice President or Cashier
Hillsboro	Bank of Hillsboro	Chairman, President, Vice President or Cashier
Iberia	Bank of Iberia	Chairman, President, Vice President or Cashier
Jefferson City	The Exchange National Bank of Jefferson City	Chairman, President, Vice President or Cashier
Kennett	Kennett National Bank	Chairman, President, Vice President or Cashier
Louisiana	Bank of Louisiana	Chairman, President, Vice President or Cashier
Malden	First National Bank of Malden	Chairman, President, Vice President or Cashier
Maplewood	Citizens National Bank of Greater St. Louis	Chairman, Vice Chairman, President, Vice President or Cashier
Moberly	Bank of Cairo and Moberly	Cashier
Moberly	City Bank and Trust Company of Moberly	Chairman, President, Cashier or Assistant Cashier
Monroe City	UMB Bank, Northeast	Chairman, President, Vice President or Cashier
Mount Vernon	The First National Bank of Mount Vernon	Chairman, President, Vice President or Cashier
New Haven	Citizens Bank	Chairman, President, Vice President or Cashier
Paris	The Paris National Bank	Chairman, President, Vice President or Cashier
Perryville	Chester National Bank of Missouri	Chairman, President, Vice President or Cashier
Salem	The First National Bank of Salem	President or Cashier
Sikeston	The First National Bank of the Mid-South	Chairman, President, Vice President or Cashier
Springfield	Citizens National Bank of Springfield	Chairman, President, Vice President or Cashier
St. Louis	Gateway National Bank of St. Louis	
St. Louis	Southern Commercial Bank	Chairman, President, Vice President or Cashier
St. Robert	First State Bank of St. Robert	Chairman, President, Vice President or Cashier
Ste. Genevieve	Bank of Ste. Genevieve	Chairman, President, Vice President or Cashier

— ELECTION OF DIRECTORS & ELECTION PROCEDURES —

Troy Peoples Bank and Trust Company of Lincoln County Chairman, President, Vice President, Cashier or
Secretary
Warrenton Commerce-Warren County Bank Chairman, President, Vice President or Cashier
Winfield Winfield Banking Company Chairman, President, Vice President or Cashier



Chairman of the Board
Federal Reserve Bank of St. Louis
P.O. Box 442
St. Louis, Missouri 63166-0442

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 choice(s) for Class B director of the Federal Reserve Bank of St. Louis is/are indicated by (X) in the column(s) of the ballot sealed herein.

For _____

(Name of Bank)

(Signature of officer designated to vote)

(Location of Bank)

(Title of voting officer)

Group 2

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 marking one of the boxes below.

This ballot must be returned to me within fifteen days. The polls will open on November 17 and close at 2 p.m. on December 1, 1997.

Failure to observe the above instructions will invalidate the ballot.

John F. McDonnell
Chairman of the Board

VOTE FOR CLASS B DIRECTOR

Candidates	Choice (mark X)
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M. KENNETH HOLT

Director, Center for Business and Economic Services,
Associate Professor of Management and Economics
McAfee School of Business Administration
Union University
Jackson, Tennessee

ROBERT L. JOHNSON

Chairman and Chief Executive Officer
Johnson Bryce, Inc.
Memphis, Tennessee

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 63166-0442

Group 3

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(s) for Class A director of the Federal Reserve Bank of St. Louis is/are indicated by (X) in the column(s) of the ballot sealed herein.

For

(Name of Bank)

(Signature of officer designated to vote)

(Location of Bank)

(Title of voting officer)

Group 3

BALLOT ENVELOPE



BALLOT

Group No. 3

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 marking one of the boxes below.

This ballot must be returned to me within fifteen days. The polls will open on November 17 and close at 2 p.m. on December 1, 1997.

Failure to observe the above instructions will invalidate the ballot.

John F. McDonnell
Chairman of the Board

VOTE FOR CLASS A DIRECTOR

Candidates	Choice (mark X)
MICHAEL A. ALEXANDER Chairman of the Board and President First National Bank of Mount Vernon Mount Vernon, Illinois	<input type="checkbox"/>
DAVID J. EMERSON President Downstate Banking Co. Brookport, Illinois	<input type="checkbox"/>

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

