

ELECTION OF DIRECTORS
REPORT OF NOMINATIONS
ELECTION PROCEDURES



NOVEMBER 13, 1998



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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, 1998, 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 1 are electing a Class A director to a three-year term expiring December 31, 2001, to succeed Douglas M. Lester. Two candidates have been nominated for this position.

Member banks in Group 3 are electing a Class B director to a three-year term expiring December 31, 2001, to succeed Richard E. Bell. 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 16 and close at 2 p.m. on December 1, 1998. 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 2 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 1 & 3
MEMBER BANKS

GROUP 1: CANDIDATE FOR CLASS A DIRECTOR

BARNETT GRACE

President, Regions West
Regions Financial Corp.
Little Rock, Arkansas

Education:

Southern Methodist University, B.B.A., [REDACTED] J.D., [REDACTED]
University of Southern California, M.B.A., [REDACTED]
CPA, [REDACTED]

Place and Date of Birth:

[REDACTED]

Other Affiliations:

President, Arkansas Bankers Association

Member, Arkansas Society of CPAs

Member, Texas Society of CPAs

Member, Texas Bar Association

Member, Board of Visitors of the University of Arkansas
at Little Rock

Chairman of the Board, University of Arkansas for
Medical Sciences Foundation Fund

Director, Arkansas Children's Hospital

Director, Arkansas Symphony Orchestra

NOMINATED BY:

First Commercial Bank, N.A., Little Rock, Arkansas

GROUP 1: CANDIDATE FOR CLASS A DIRECTOR

THOMAS H. JACOBSEN

Chairman of the Board, President and
Chief Executive Officer
Mercantile Bancorporation Inc.
St. Louis, Missouri

Education:

Lake Forest College, B.A.
University of Chicago, M.B.A
Harvard Business School, Advanced Management Program
Lake Forest College, Honorary Doctor of Laws

Place and Date of Birth:



Other Affiliations:

President, Federal Advisory Council

Representative for the Eighth District,
Federal Reserve System's Federal Advisory Council

Executive Board Member, National Boy Scouts of America

Executive Committee, Civic Progress

NOMINATED BY:

Mercantile Bank National Association, St. Louis, Missouri
First Bank, St. Louis, Missouri

GROUP 3: CANDIDATE FOR CLASS B DIRECTOR

BERT GREENWALT

Partner
Greenwalt Company Farm
Hazen, Arkansas

Associate Professor of Agricultural Economics
Arkansas State University
State University, Arkansas

Education:

Mississippi State University, Ph.D., [REDACTED]
University of Arkansas, M.S., [REDACTED]
Arkansas State University, B.S.A., [REDACTED]

Place and Date of Birth:

[REDACTED]

Other Affiliations:

Director, Arkansas Association of Wheat Growers

Director, Prairie County Farm Bureau

Member, American Agricultural Economics Association

NOMINATED BY:

First National Bank of Lawrence Co., Walnut Ridge, Arkansas
First National Bank of Pinckneyville, Pinckneyville, Illinois

GROUP 3: CANDIDATE FOR CLASS B DIRECTOR

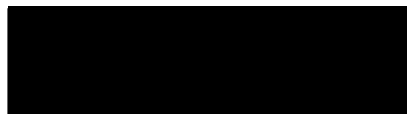
KEITH M. INGRAM

Vice President
Razorback Concrete Co.
West Memphis, Arkansas

Secretary/Treasurer
RazorRock Materials Company
West Memphis, Arkansas

Education: University of Arkansas
University of Mississippi

Place and Date of Birth:



Other Affiliations: Director, West Memphis Chamber of Commerce
Director, Methodist Health Systems
Director, Main Street Arkansas
Director, I-69 Coalition
Founding member, Arkansas Delta Council
President, State Advisory Board of Community in Schools
for Arkansas

NOMINATED BY:

Fidelity National Bank, West Memphis, Arkansas

LISTING OF
GROUPS 1 & 3
MEMBER BANKS

GROUP 1

Consisting of member banks having capital and surplus of \$24 million and over

ARKANSAS

City	Name of Bank	Authorized Signature
Jonesboro	First Bank of Arkansas*	Chairman, President, Vice President, Cashier or Chief Financial Officer
Little Rock	First Commercial Bank, National Association.....	Chairman, Vice Chairman, President, Vice President or Cashier
Russellville	Simmons First Bank of Russellville	Chairman, President, Vice President or Cashier
Springdale	The First National Bank of Springdale	Chairman, President, Vice President or Cashier

INDIANA

City	Name of Bank	Authorized Signature
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

KENTUCKY

City	Name of Bank	Authorized Signature
Louisville.....	Bank of Louisville	Chairman, President, Vice President or Cashier
Louisville.....	Bank One, Kentucky, National Association	Chairman, President, Vice President or Cashier
Louisville.....	Fifth Third Bank of Kentucky Inc.	Chairman, President, Vice President or Cashier
Louisville.....	National City Bank, Kentucky	Chairman, President, Executive Vice President or Secretary
Paducah.....	Union Planters Bank of Kentucky, National Association*.....	President or Vice President

MISSISSIPPI

City	Name of Bank	Authorized Signature
Starkville	National Bank of Commerce of Mississippi.....	Chairman, Chairman of Executive Committee, President, Vice President or Cashier

*Non-voting bank

GROUP 1

MISSOURI

City	Name of Bank	Authorized Signature
Creve Coeur	First Bank.....	Chairman or President
St. Louis	Mercantile Bank, National Association.....	Chairman, President, Vice President or Senior Vice Presidents
St. Louis	Mercantile Trust Company, National Association*	Chairman, President, Vice President or Cashier

TENNESSEE

City	Name of Bank	Authorized Signature
Memphis	EFS National Bank.....	Chairman
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 Bank, National Association.....	Chairman, President, Vice President or Cashier

*Non-voting bank

GROUP 3

Consisting of member banks having capital and surplus of \$3.9 million and under

ARKANSAS

City	Name of Bank	Authorized Signature
Altheimer	First National Bank of Altheimer	Chairman, President, Vice President or Cashier
Ashdown	First National Bank*	Chairman, President, Vice President or Cashier
Batesville	The Citizens 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 Izard County	Chairman, President, Vice President or Cashier
Camden	The Merchants and Planters Bank, National Association*	Chairman, 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 Co., 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	People's Bank & Loan Co*	Cashier
Lewisville	The First National Bank of Lewisville*	Chairman, President, Vice President or Cashier
Little Rock	Arkansas Bankers' Bank	President and CEO
Little Rock	Eagle Bank and Trust Co*	Chairman, President, Vice President, Cashier or Secretary/Treasurer
Malvern	The Malvern National Bank	Chairman, President, Vice President or Cashier
Marianna	First National Bank at Marianna	Vice President
McGehee	The First National Bank of McGehee	Chairman, President, Vice President or Cashier
Mena	First National Bank in Mena	Chairman, President, Vice President or Cashier
Mountain Home	First National Bank & Trust Company of Mountain Home	Chairman, President, Vice President or Cashier

*Non-voting bank

GROUP 3

Mulberry	Bank of Mulberry	Chairman of the Board
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	First National Bank and Trust Co.	Chairman, President, Vice President or Cashier
Searcy	First National Bank*	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
Van Buren.....	Citizens Bank & Trust Co.	Chairman, 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	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
Brownstown	The First National Bank of Brownstown	Chairman, President, Vice President or Cashier
Carbondale.....	First National Bank and Trust Co.	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
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
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 of the Board, President, Vice President or Cashier

*Non-voting bank

GROUP 3

Grand Tower	First National Bank.....	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
Vandalia.....	The First National Bank of Vandalia.....	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

*Non-voting bank

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 Services, Personal Trust Services
Holland	The Holland National Bank	President or Cashier
Jeffersonville.....	New Covenant Trust Co., National Association*	
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

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
Hardinsburg	The Farmers Bank.....	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
Leitchfield	Leitchfield Deposit Bank.....	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

*Non-voting bank

GROUP 3

Morganfield	Old National Trust Co.-Kentucky*	
Morganfield	The Morganfield National Bank*	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

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
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
Houston.....	First National Bank*	President and Vice President
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.....	Chairman, President, Vice President or Cashier
Maplewood.....	Citizens National Bank of Greater St. Louis	Chairman, Vice Chairman, President, Vice President or Cashier
Mexico.....	The First National Bank of Audrain County*	Chairman, President, Vice President or Cashier
Moberly	Bank of Cairo and Moberly.....	Cashier

*Non-voting bank

GROUP 3

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
Mountain View	First National Bank	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
Sikeston	The First National Bank of the Mid-South	Chairman, President, Vice President or Cashier
Springfield	Citizens National Bank of Springfield	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
Steelville	First Community National Bank	Chairman, President, Vice President or Cashier
Summersville	First National Bank*	Chairman, President, Vice President or Cashier
Troy	Peoples Bank and Trust Company of Lincoln County	Chairman, President, Vice President, Cashier or Secretary
Warrenton	The Missouri Bank	Chairman, President, Vice President or Cashier
Winfield	Winfield Banking Co.*	Chairman, President, Vice President or Cashier

*Non-voting bank

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

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(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)

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 marking one of the boxes below.

This ballot must be returned to me within fifteen days. The polls will open on November 16 and close at 2 p.m. on December 1, 1998.

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)
BARNETT GRACE President, Regions West Regions Financial Corp. Little Rock, Arkansas	<input type="checkbox"/>
THOMAS H. JACOBSEN Chairman of the Board, President and Chief Executive Officer Mercantile Bancorporation Inc. St. Louis, Missouri	<input type="checkbox"/>

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



Group 3

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

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)

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 16 and close at 2 p.m. on December 1, 1998.

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)
BERT GREENWALT Partner Greenwalt Company Farm Hazen, Arkansas	<input type="checkbox"/>
KEITH M. INGRAM Vice President Razorback Concrete Company West Memphis, Arkansas	<input type="checkbox"/>

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

